#### AMENDED ARTICLES OF ORGANIZATION

**OF** 

# 20160202000034120 1/3 \$83.00 Shelby Cnty Judge of Probate, AL 02/02/2016 02:19:47 PM FILED/CERT

# ENDOREST, LLC

The undersigned, for the purpose of forming a limited liability company under the Alabama Limited Liability Company Law, Title 10A, Chapters 1 (to the extent applicable to limited liability companies) and 5 of the <u>Code of Alabama</u> (1975), as amended (the "Alabama Limited Liability Company Law"), hereby files the following Amended Articles of Organization with the probate judge of Shelby County, where the registered office of the limited liability company will be located, and attests that the facts stated in these Articles of Organization are true and correct:

#### **ARTICLE I**

## **NAME**

The name of this Limited Liability Company shall be:

ENDOREST, LLC

## **ARTICLE II**

## **DURATION**

The period of duration is perpetual unless the Limited Liability Company shall be sooner dissolved and its affairs wound up in accordance with its Articles of Organization or Operating Agreement.

#### ARTICLE III

## **PURPOSES**

The nature of the business of the Limited Liability Company and its objects, purposes and powers are:

- (a) To own, manufacture, market, sell, and distribute medical devices and to do all things necessary, convenient or incidental to the manufacturing, marketing, sale and distribution of those medical devices;
- (b) To manage, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, real or personal property of any kind, class, interest or type, wheresoever situated, and to exercise, carry out and enjoy any licenses, power, authority, concession, right or privilege which any limited liability company may make or grant in connection therewith;
- (c) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or

created by any corporation of Alabama or any other state or any foreign country and, while the owner thereof, to exercise the rights, privileges and powers of ownership, including the rights to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama;

- (d) To acquire the goodwill, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay for the same in cash, debt obligations of the Limited Liability Company or by the transfer of an interest or the granting of membership in the Limited Liability Company or otherwise; to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of such business; and
- (e) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Limited Liability Company or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Limited Liability Company shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Limited Liability Company is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Alabama or any reasonable construction of such laws.

#### **ARTICLE IV**

## REGISTERED AGENT/OFFICE

The location and mailing address of the initial registered office of the Limited Liability Company shall be 7191 Cahaba Valley Road, Suite 301, Birmingham, Shelby County, Alabama 35242, and its registered agent at such address shall be Michael Sillers.

#### **ARTICLE V**

#### **MEMBERS**

The name and address of the initial member (the "Member") of the Limited Liability Company are:

Dr. Michael Sillers

1012 Briarcliff Trace Birmingham, Alabama 35242

## **ARTICLE VI**

## ADDITIONAL MEMBERS

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## ADDITIONAL MEMBERS

The Members reserve the right to admit additional Members upon the terms and conditions of the Limited Liability Company's Operating Agreement or upon the unanimous consent of the Members.

## **ARTICLE VII**

## DISSOLUTION CAUSED BY CESSATION OF MEMBERSHIP

The cessation of membership of one or more Members for any reason shall not cause the dissolution of the Limited Liability Company.

## **ARTICLE VIII**

# MANAGEMENT

Management is vested in the Members of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization, on this the 20 day of January, 2016.

Dr. Michael Sillers, its Member

THIS DOCUMENT WAS PREPARED BY:

Matt Carroll Johnstone Carroll LLC 2204 Lakeshore Drive, Suite 303 Birmingham, AL 35209 20160202000034120 3/3 \$83.00 Shelby Cpty Judge of Design

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