

**STATE OF ALABAMA**

**DOMESTIC BUSINESS CORPORATION  
CERTIFICATE OF FORMATION**

**PURPOSE:** In order to form a Business Corporation (formerly known as For-Profit Corporation) under Section 10A-1-3.05 and 10A-2-2.02 of the Code of Alabama 1975 this Certificate Of Formation and the appropriate filing fees must be filed with the Office of the Judge of Probate in the county where the corporation's initial registered office is located. **The information required in this form is required by Title 10A.**

**INSTRUCTIONS:** Mail one (1) signed original and two (2) copies of this completed form and the appropriate filing fees to the Office of the Judge of Probate in the county where the corporation's registered office is/will be located. Contact the Judge of Probate's Office to determine the county filing fees. **Make a separate check or money order payable to the Secretary of State for the state filing fee of \$100.00** and the Judge of Probate's Office will transmit the fee along with a certified copy of the Certificate to the Office of the Secretary of State within 10 days after the Certificate is issued. Once the Secretary of State's Office has indexed the filing the information will appear at [www.sos.alabama.gov](http://www.sos.alabama.gov) under the Government Records tab and the Business Entity Records link – you may search by entity name. Your notification of filing was provided by the Probate Judge's Office via a stamped copy and the Secretary of State's Office does not send out a copy. You may pay the Secretary of State fees by credit card if the county you are filing in will accept that method of payment (see attached). Your corporation will not be indexed if the credit card does not authorize and will be removed from the index if the check is dishonored.



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Shelby Cnty Judge of Probate, AL  
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**(For County Probate Office Use Only)**

**This form must be typed or laser printed.**

1. The name of the corporation (must contain the word "corporation" or "incorporated," or the abbreviation of one of those words, and comply with Code of Alabama Title 10A-1-5.04):

NOVA MEDICAL, INCORPORATED

2. A copy of the Name Reservation certificate from the Office of the Secretary of State must be attached.

**(For SOS Office Use Only)**

This form was prepared by: (type name and full address)

Enrique Dubois  
456 St. Anne's Drive  
Birmingham, AL 35244-3267

DOMESTIC BUSINESS CORPORATION CERTIFICATE OF FORMATION

3. Street (No PO Boxes) address of principal office of the corporation: 456 St. Anne's Drive, Birmingham, AL 35244-3267

Mailing address of principal office (if different from street address):

4. The name of the Registered Agent: Enrique Dubois

Street (No PO Boxes) address of Registered Agent: 456 St. Anne's Drive, Birmingham, AL 35244-3267

Mailing address of Registered Agent (if different from street address):

5. Purpose for which corporation is formed: Sale of Durable Medical Equipment

; the purpose includes the transaction of any lawful business for which corporations may be incorporated in Alabama under Title 10A, Chapter 2 of the Code of Alabama.

6. Number of Shares the corporation is authorized to issue: 1,000,000 Par Value (Par value is optional information and does not have to be completed.)

7. Period of duration shall be perpetual unless stated otherwise by an attached exhibit.

8. The name(s) of the Incorporator(s): Enrique Dubois

Street (No PO Boxes) address of Incorporator(s): 456 St. Anne's Drive, Birmingham, AL 35244-3267

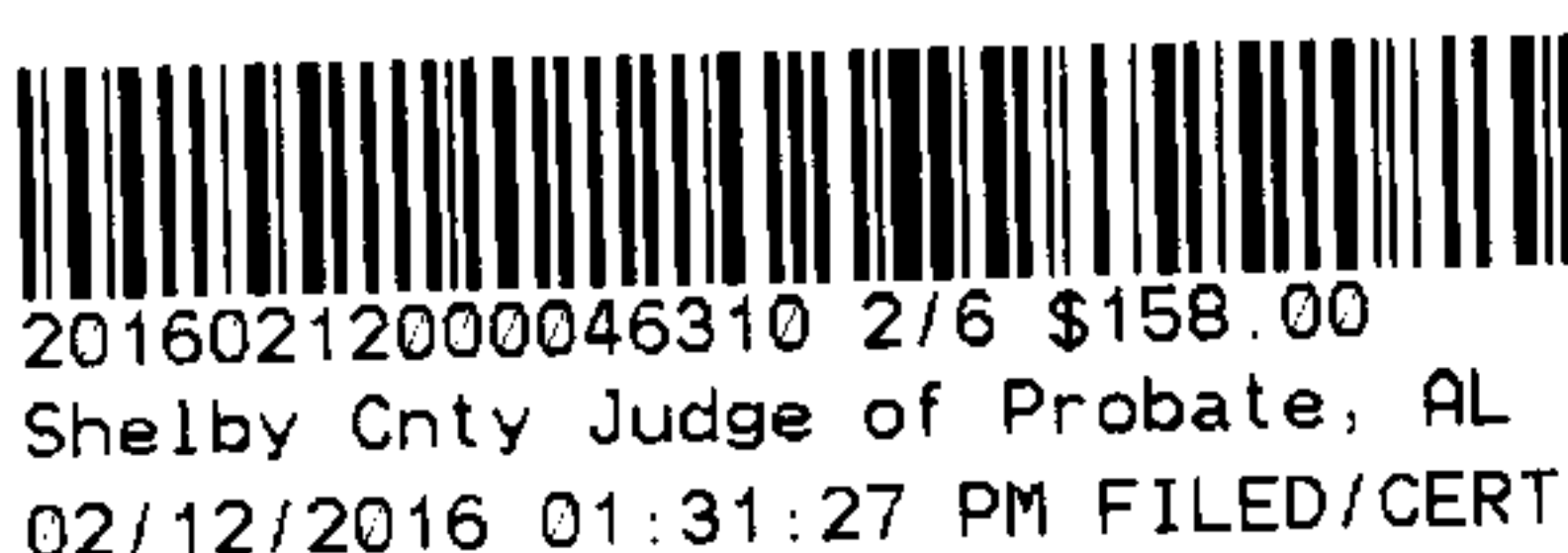
Mailing address of Incorporator(s) - (if different from street address):

Attach a listing if more Incorporators need to be added.

9. Director's Name: Enrique Dubois

Street (No PO Boxes) address of Director: 456 St. Anne's Drive, Birmingham, AL 35244-3267

Mailing address of Director(s) - (if different from street address):



**DOMESTIC BUSINESS CORPORATION CERTIFICATE OF FORMATION**

Director's Name: \_\_\_\_\_

Street (**No PO Boxes**) address of Director: \_\_\_\_\_

\_\_\_\_\_ Mailing address of Director(s) - (if different from street address): \_\_\_\_\_

Director's Name: \_\_\_\_\_

Street (**No PO Boxes**) address of Director: \_\_\_\_\_

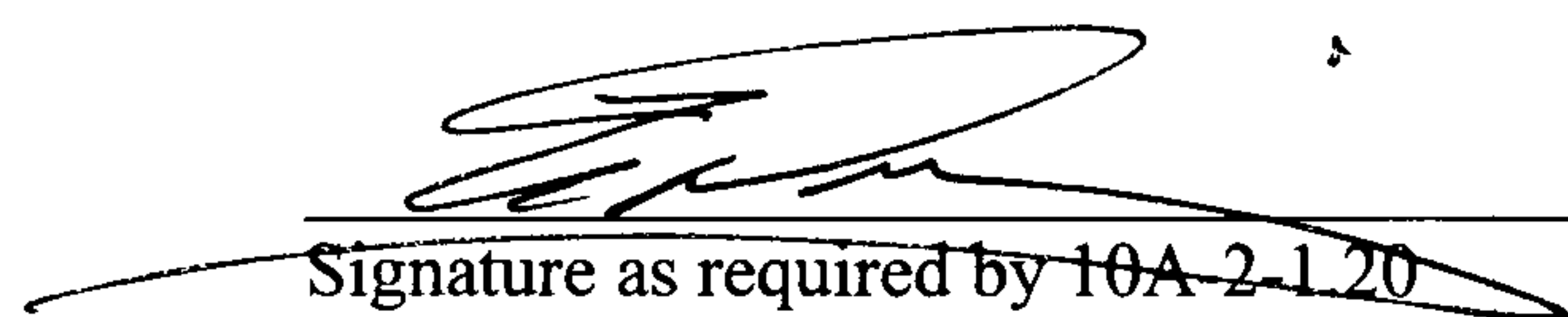
\_\_\_\_\_ Mailing address of Director(s) - (if different from street address): \_\_\_\_\_

**Attach listing if more Directors need to be added.**

10. A director has no liability to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for (A) the amount of financial benefit received by a director to which he or she is not entitled; (B) an intentional infliction of harm on the corporation or the shareholders; (C) a violation of Section 10A-2-8.33; (D) an intentional violation of criminal law; or (E) a breach of the director's duty of loyalty to the corporation or its shareholders.

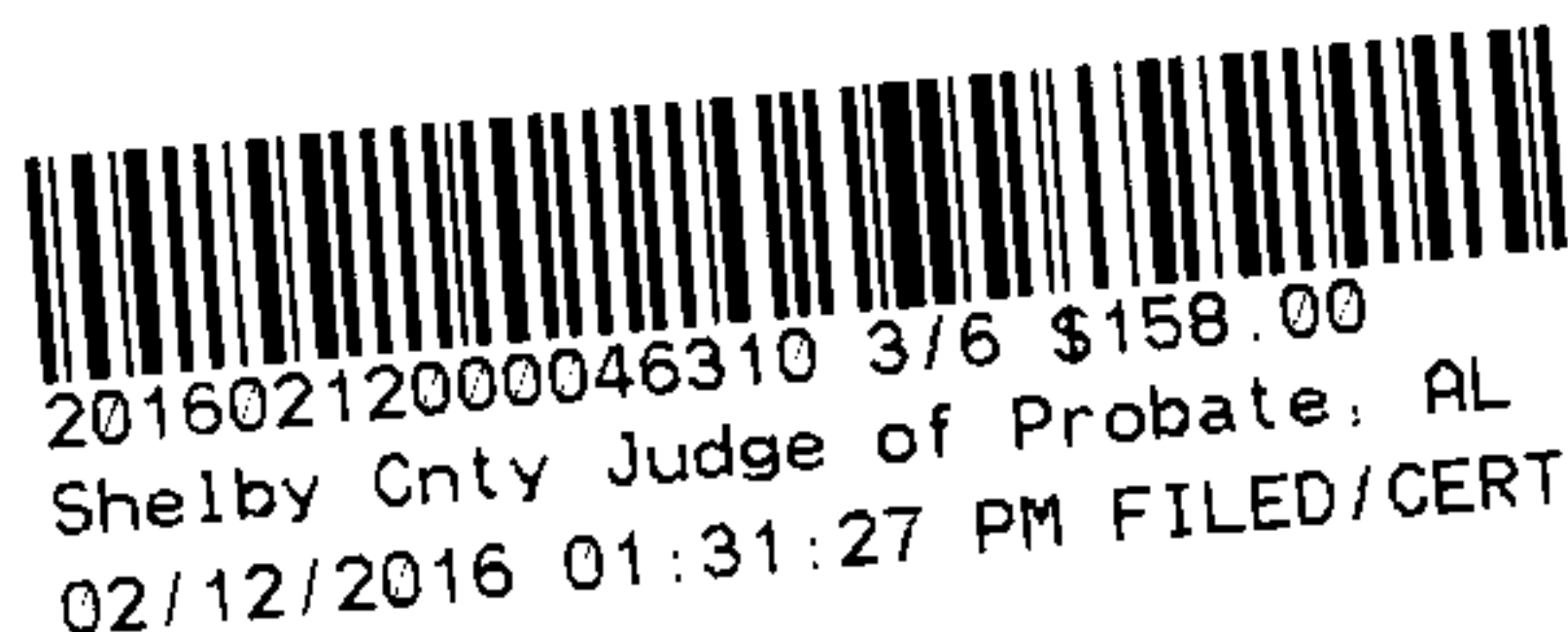
Attached are any other provisions that are not inconsistent with law relating to organization, ownership, governance, business, or affairs of the corporation.

02 / 12 / 2016  
Date (MM/DD/YYYY)

  
Signature as required by 10A-2-1.20

Enrique Dubois  
Typed Name of Above Signature

Director, Chairman of the Board  
Typed Title/Capacity to Sign under 10A-2-1.20



## **RESOLUTION: BLANKET AUTHORITY FOR PRESIDENT**

**WHEREAS**, the Shareholders of the Corporation understand that Enrique Dubois the President, may need flexibility to make corporate decisions in an efficient manner without a formal meeting of the Board of Directors or shareholders, be it

**RESOLVED**, that the President be hereby authorized and empowered to execute, sign or endorse all agreements, contracts, leases, notes, mortgages, deeds, drafts, checks, obligations and commitments on behalf of the corporation that are, in his judgement, necessary and beneficial for the business of the corporation, including, but not limited to:

- Bank checks, drafts and promissory notes of any kind
- Bank account applications and paperwork of any kind
- Bank card applications, accounts and lines of credit
- Purchase or installment agreements for the acquisition of real, personal or intangible property
- Tax returns and licenses, whether local, state or Federal
- Deeds or title to real, personal or intangible property whether or not owned by the corporation or in a representative capacity and whether or not such real, personal or intangible property represents substantially all of the assets of the corporation
- Partnership and joint venture agreements
- Trust agreements
- Advertising contracts
- Closing statements for the purchase or sale of real, personal or intangible property
- Leases, rental agreements and licenses of any kind
- Automobile and equipment leases

Without action or consent on the part of the shareholders or board of directors, and be it


**FURTHER RESOLVED**, that the shareholders and Board of Directors have named Gustavo A. Dubois as Vice-President, Henry M. Dubois as Treasurer and Mark A. Dubois as Secretary by majority vote of the shareholders and Board of Directors at a joint meeting or duly executed Resolution.

The undersigned, being all of the directors of NOVA MEDICAL, INCORPORATED consent to the above on the 12<sup>th</sup> day of February 2016.



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Enrique Dubois, Director, Chairman of the Board

  
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John H. Merrill  
Secretary of State

P.O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

**I, John H. Merrill, Secretary of State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama 1975, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

**Nova Medical, Incorporated**

This name reservation is for the exclusive use of Enrique Dubois, 456 Saint Annes Drive, Birmingham, AL 35244-3267 for a period of one year beginning February 11, 2016 and expiring February 11, 2017



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**In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the city of Montgomery, on this day.**

February 11, 2016

Date

**John H. Merrill**

**Secretary of State**