

**CERTIFICATE OF INCORPORATION
OF
THE MEDICAL CLINIC BOARD
OF THE CITY OF ALABASTER**

KNOW ALL MEN BY THESE PRESENTS that the undersigned, in order to incorporate and organize a public corporation as a medical clinic board under the provisions of the statutes codified as Chapter 58 of Title 11 of the Code of Alabama 1975, as heretofore or hereafter amended or supplemented (the "Act"), and being all of the incorporators of said public corporation (the "Board"), do make, sign, execute, acknowledge and file this certificate of incorporation as follows:

1. The names of the undersigned, the persons forming the Board, are Marty B. Handlon, Stacey Rakestraw, and Robert Hicks, and each of said persons is a duly qualified elector of and owner of property in the City of Alabaster (the "City").

2. The period for the duration of the Board shall be seventy-five (75) years.

3. The governing body of the City adopted its resolution authorizing formation of the Board in accordance with the Act on October 26, 2015, a certified copy of which is attached hereto as Exhibit A and made a part hereof.

4. The name of the Board shall be "The Medical Clinic Board of the City of Alabaster", the location of the principal office of the Board shall be City Hall, City of Alabaster, 1953 Municipal Way, Alabaster, Alabama 35007, and its post office address shall be City Hall, City of Alabaster, 1953 Municipal Way, Alabaster, Alabama 35007.

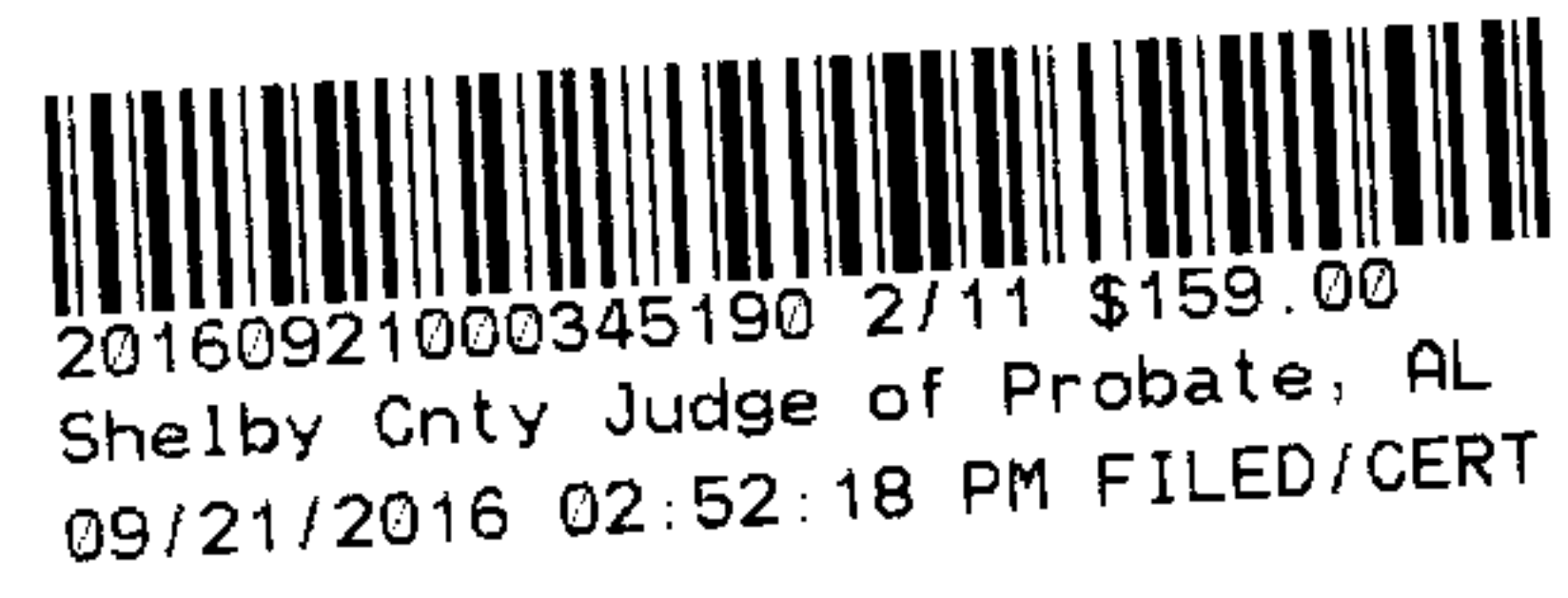
5. The Board shall be governed by a board of directors which shall be comprised of three (3) directors. The directors and their successors shall be elected by the governing body of the City. No member of the Board shall be an officer of the City.

6. The application filed with the governing body of the City in accordance with Section 11-58-2 of the Act is identical to the copy thereof attached hereto as Exhibit B.

7. The Board is organized pursuant to the provisions of the Act.

8. The Board is incorporated for the objects and purposes set forth in the Act. In furtherance of said objects and purposes, the Board shall have all powers conferred upon public corporations of like nature by the Act and all other powers conferred upon corporations generally by the laws of the State of Alabama not in conflict or inconsistent with the Act; provided, however, that the corporation shall not acquire or construct any medical clinic or clinical facilities and the corporation shall not issue any bonds in excess of \$10,000,000 principal amount in any given fiscal year without first obtaining the consent by resolution of the governing body of the City of Alabaster, Alabama.

9. This instrument may be executed in any number of counterparts, each of which so executed shall be deemed an original, but all such counterparts shall together constitute but one and the same instrument.



IN WITNESS WHEREOF, the undersigned incorporators have hereunto subscribed their signatures, this 24th day of October, 2015.

A stylized, cursive signature of Stacy Rakestraw.

Stacy Rakestraw

A cursive signature of Robert Hicks.


Robert Hicks

A cursive signature of Marty B. Handlon.

Marty B. Handlon

STATE OF ALABAMA)

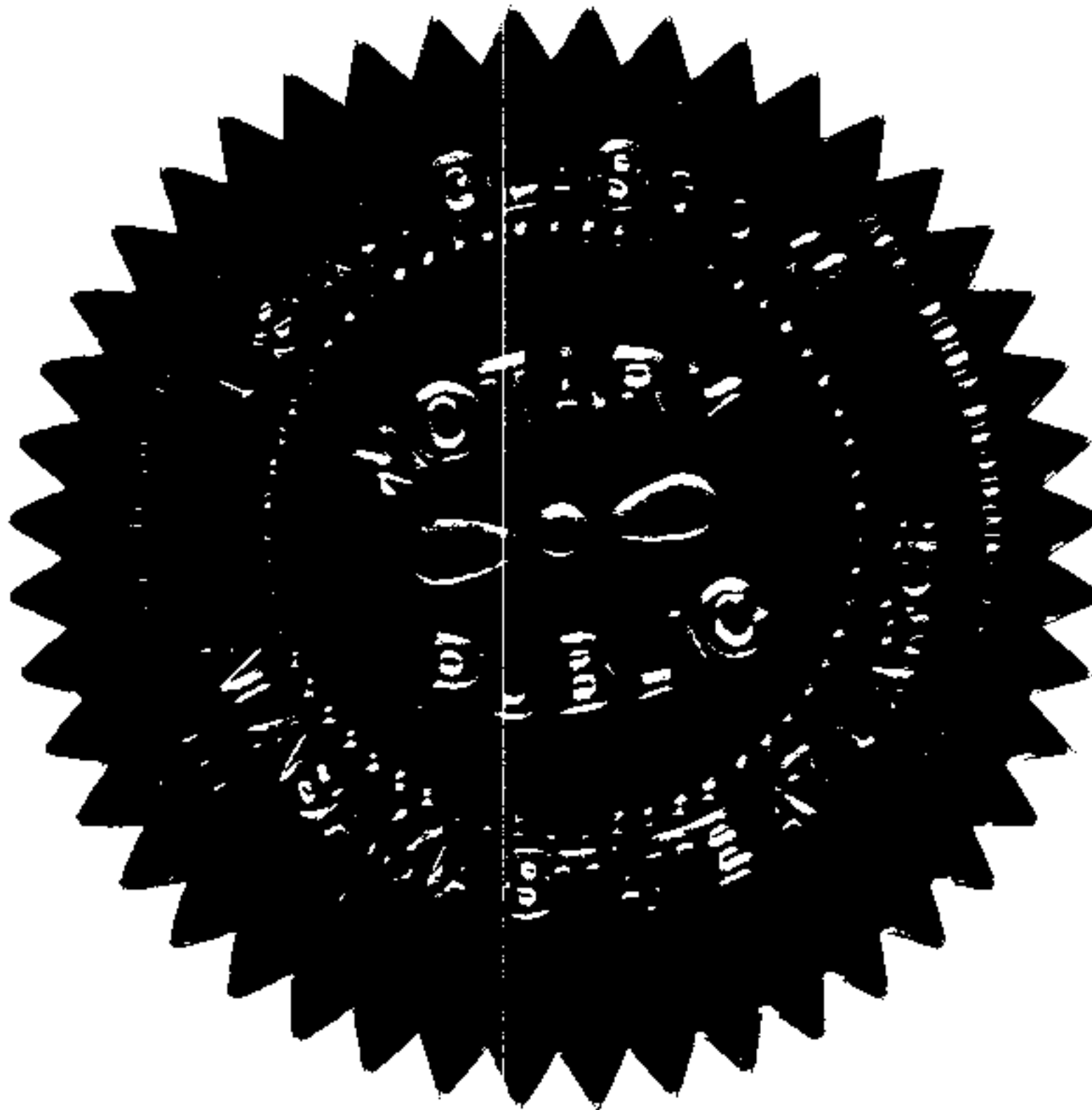
COUNTY OF SHELBY)

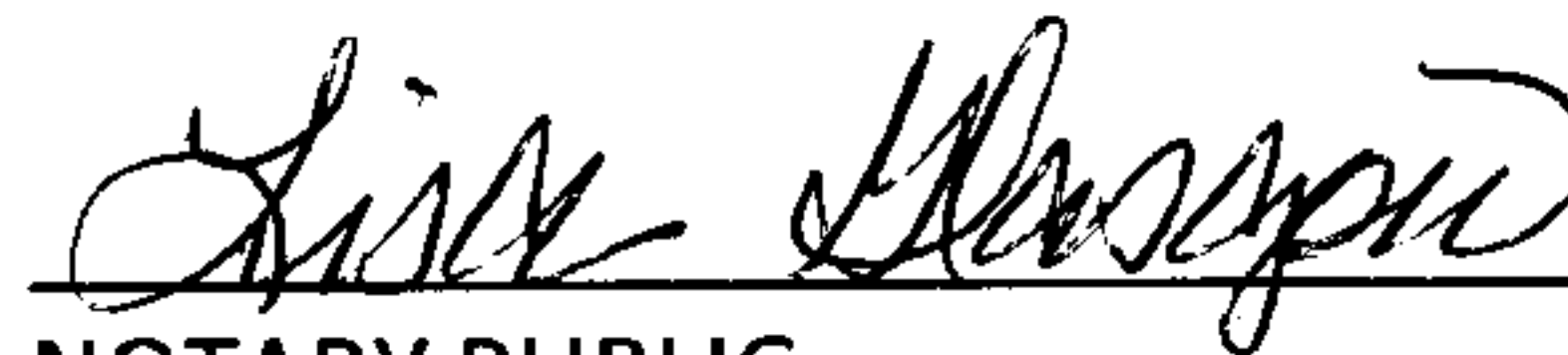

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Shelby Cnty Judge of Probate, AL
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I, the undersigned Notary Public in and for said County in said State, hereby certify that ROBERT HICKS whose name is signed and subscribed to the foregoing Certificate of Incorporation and who is known to me, acknowledged before me on this date that, being informed of the contents of said Certificate of Incorporation, s/he executed the same voluntarily on the day the same bears date.

Given under my hand and seal of office this 26th day of October, 2015.

[NOTARIAL SEAL]





NOTARY PUBLIC

My Commission Expires: February 4, 2018



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Shelby Cnty Judge of Probate, AL
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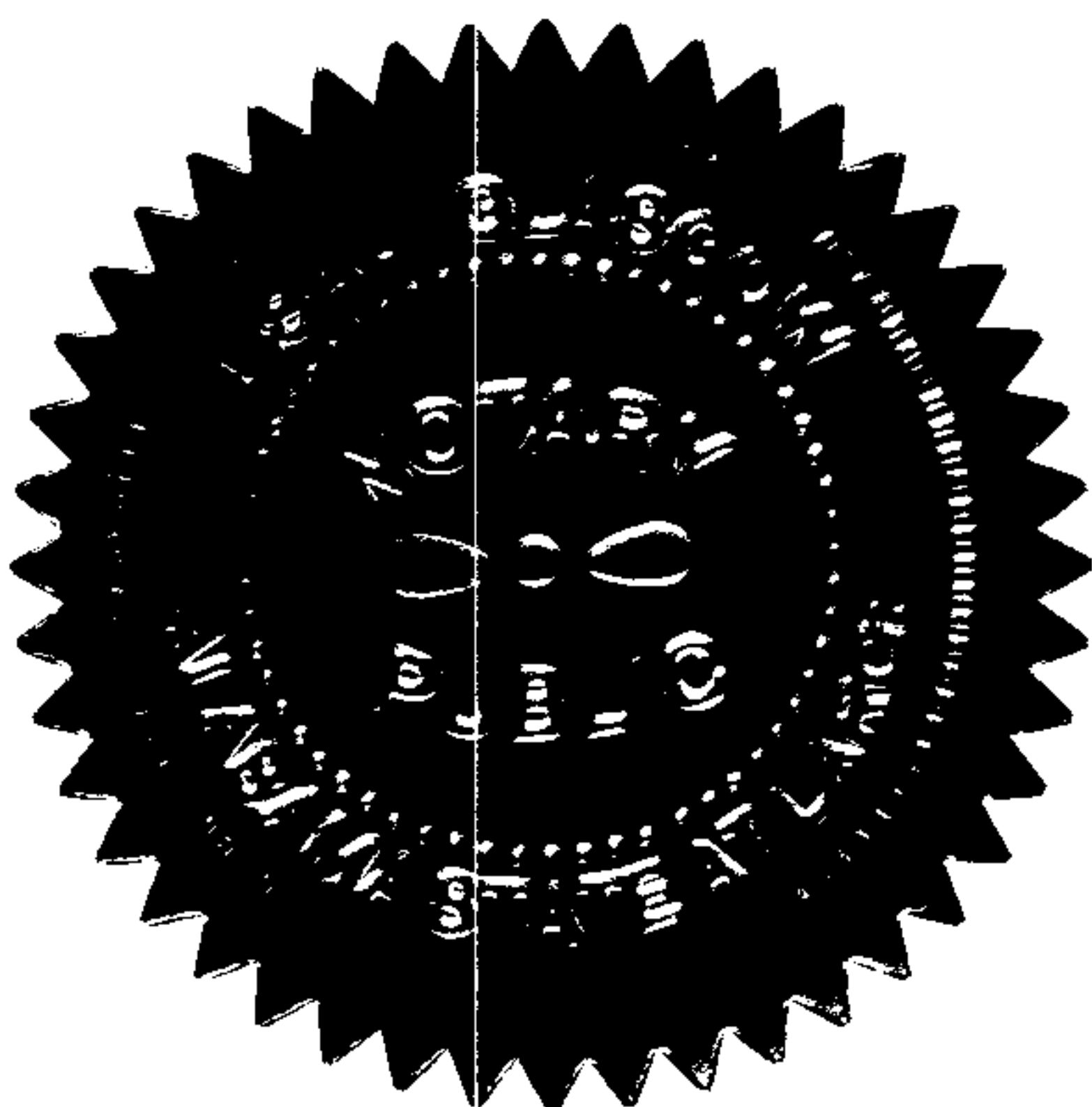
STATE OF ALABAMA)

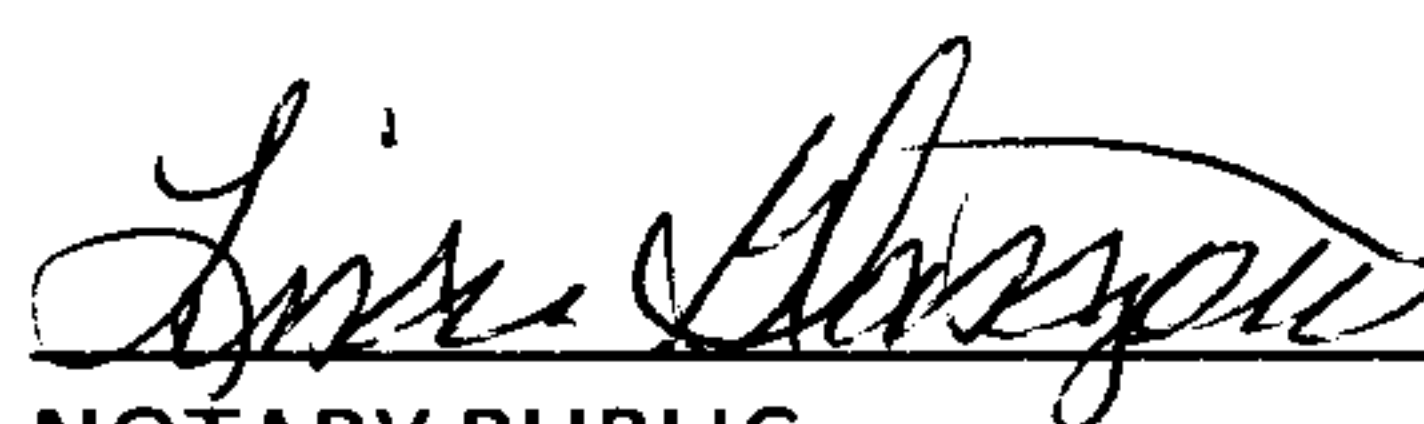
COUNTY OF SHELBY)

I, the undersigned Notary Public in and for said County in said State, hereby certify that MARTY B. HANDLON, whose name is signed and subscribed to the foregoing Certificate of Incorporation and who is known to me, acknowledged before me on this date that, being informed of the contents of said Certificate of Incorporation, s/he executed the same voluntarily on the day the same bears date.

Given under my hand and seal of office this 26th day of October, 2015.

[NOTARIAL SEAL]





NOTARY PUBLIC

My Commission Expires: February 4, 2018

STATE OF ALABAMA)

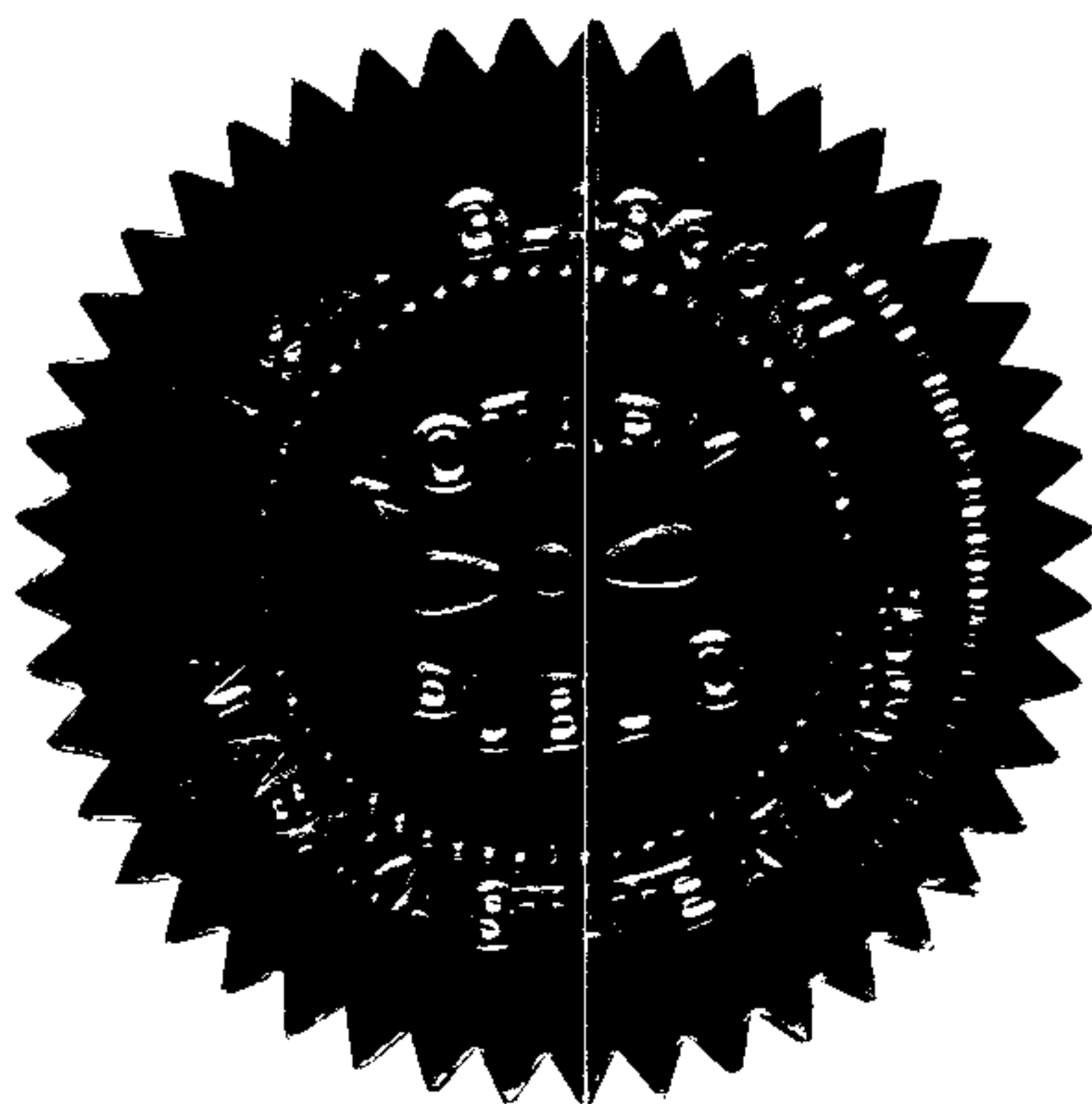
COUNTY OF SHELBY)

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Shelby Cnty Judge of Probate, AL
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I, the undersigned Notary Public in and for said County in said State, hereby certify that STACY RAKESTRAW, whose name is signed and subscribed to the foregoing Certificate of Incorporation and who is known to me, acknowledged before me on this date that, being informed of the contents of said Certificate of Incorporation, s/he executed the same voluntarily on the day the same bears date.

Given under my hand and seal of office this 26th day of October, 2015.

[NOTARIAL SEAL]



Trish Blum
NOTARY PUBLIC
My Commission Expires: February 4, 2018



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Shelby Cnty Judge of Probate, AL
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Marty B. Handlon
Mayor

Alabaster

Lisa Glasgow
Acting City Clerk

Office of the City Manager

September 12, 2016

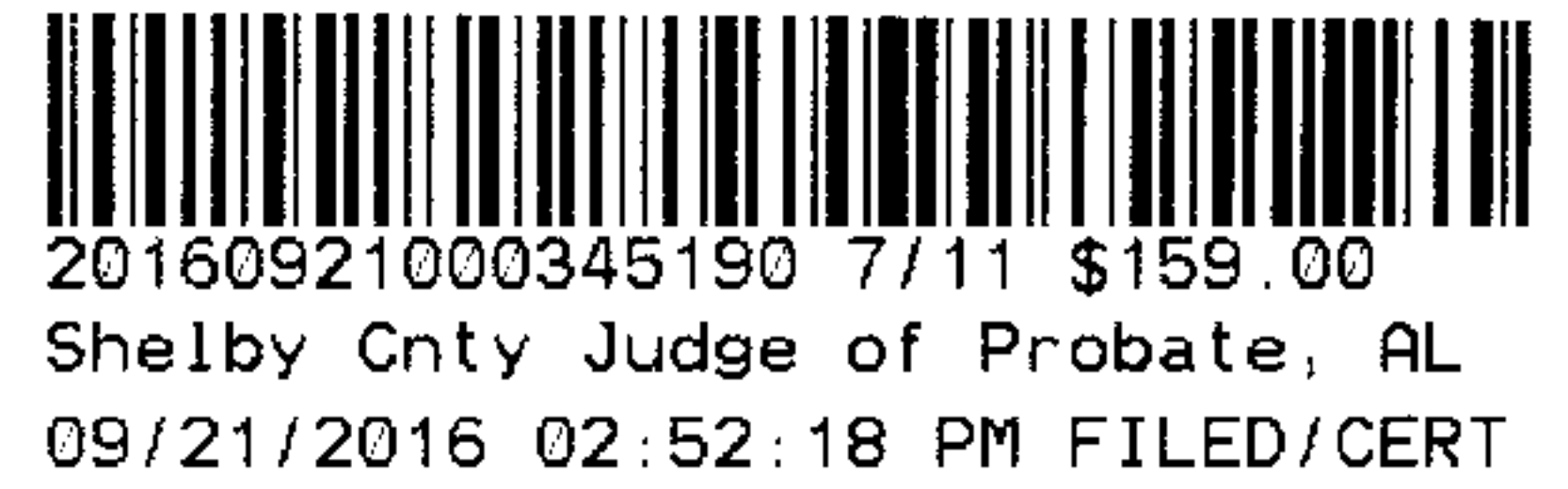
I, Lisa Glasgow, as the undersigned Acting City Clerk of the City of Alabaster, Alabama, and by State Law, the custodian of all records of the City of Alabaster, Alabama, do hereby certify that the attached document Resolution 102615-B, is a true copy of an original document on file in the permanent records in the Clerk's Office at City Hall within the corporate limits of the City of Alabaster, Alabama, kept in the ordinary course of business of the City.

IN WITNESS WHEREOF, these documents are true and accurate, and I have hereunto set my hand and affixed the official seal of the City of Alabaster on this 12thth Day of September 2016.

Lisa Glasgow, Acting City Clerk



Council Member Hicks introduced the following Resolution:



RESOLUTION NO. 102615-B

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF ALABASTER APPROVING AN APPLICATION FILED WITH THE COUNCIL SEEKING AUTHORITY TO INCORPORATE A PUBLIC CORPORATION AS A MEDICAL CLINIC BOARD

WHEREAS, an application was filed with the City Council of the City of Alabaster (the "Council"), the governing body of the City of Alabaster, requesting authority to incorporate and organize a public corporation as a medical clinic board (the "Board") under the provisions of the statutes codified as Chapter 58 of Title 11 of the Code of Alabama 1975, as heretofore or hereafter amended or supplemented (the "Act"), which application is attached hereto as Exhibit A (the "Application");

WHEREAS, the Act authorizes the formation of a medical clinic board in accordance with the provision of the Act;

WHEREAS, the Application was signed by three (3) natural persons (the "Applicants"), and each Applicant is a duly qualified elector of and owner of property in the City of Alabaster, namely, Stacy Rakestraw, Robert Hicks and Marty B. Handlon; and

WHEREAS, the Council has duly reviewed the contents of the Application.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL, as follows:


1. That it is wise, expedient, and necessary that the Board be formed.
2. That the Applicants are authorized by the Council to proceed to form the Board by filing for record a certificate of incorporation in accordance with the provisions of Section 11-58-3 of the Act.

ADOPTED AND APPROVED THIS 26th DAY OF OCTOBER 2015.

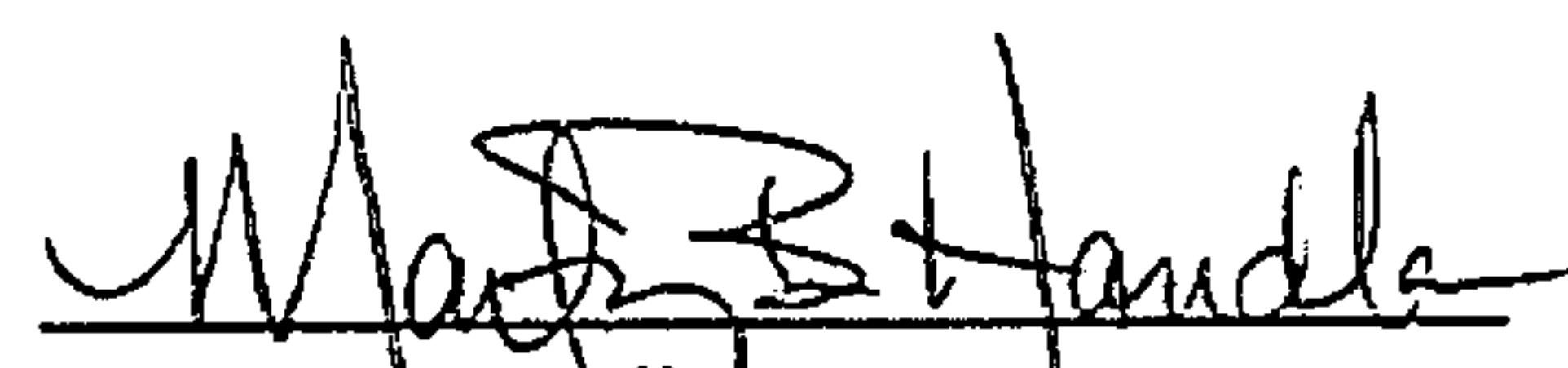
ATTEST:


George Henry, City Manager/Clerk

CITY OF ALABASTER


By: Council President Scott Brakefield

APPROVED:


Marty B. Handlon, Mayor

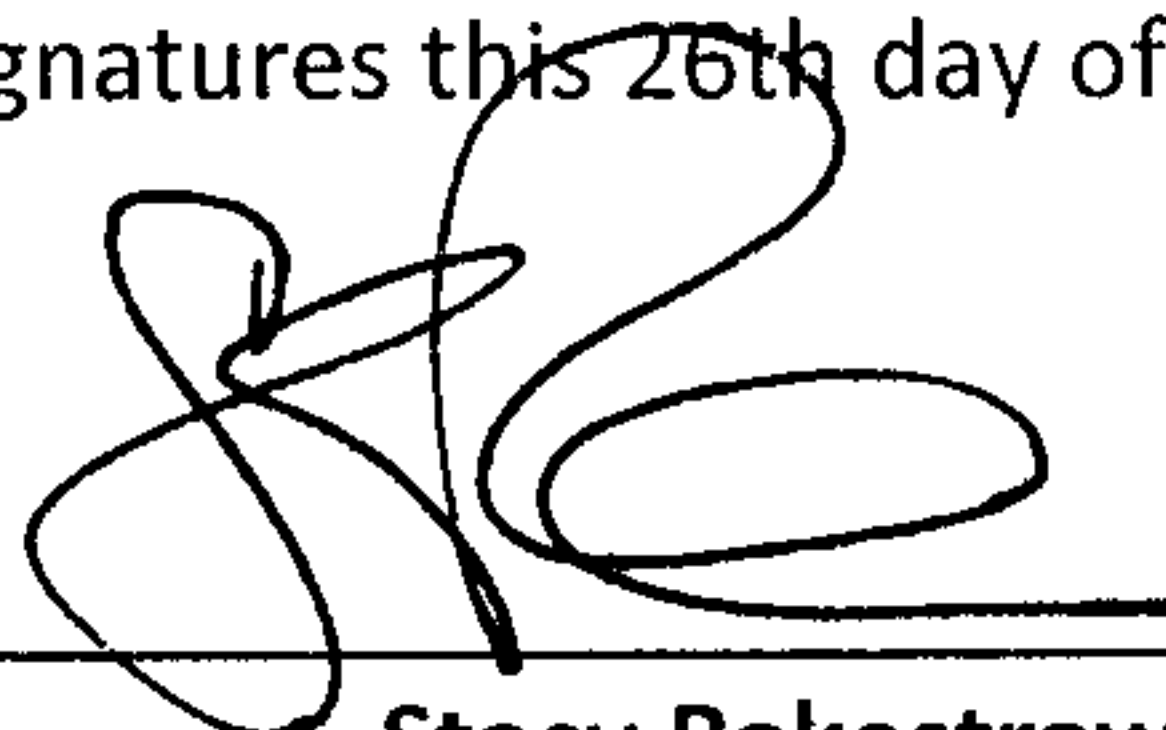
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**APPLICATION FOR INCORPORATION
OF
THE MEDICAL CLINIC BOARD
OF THE CITY OF ALABASTER**

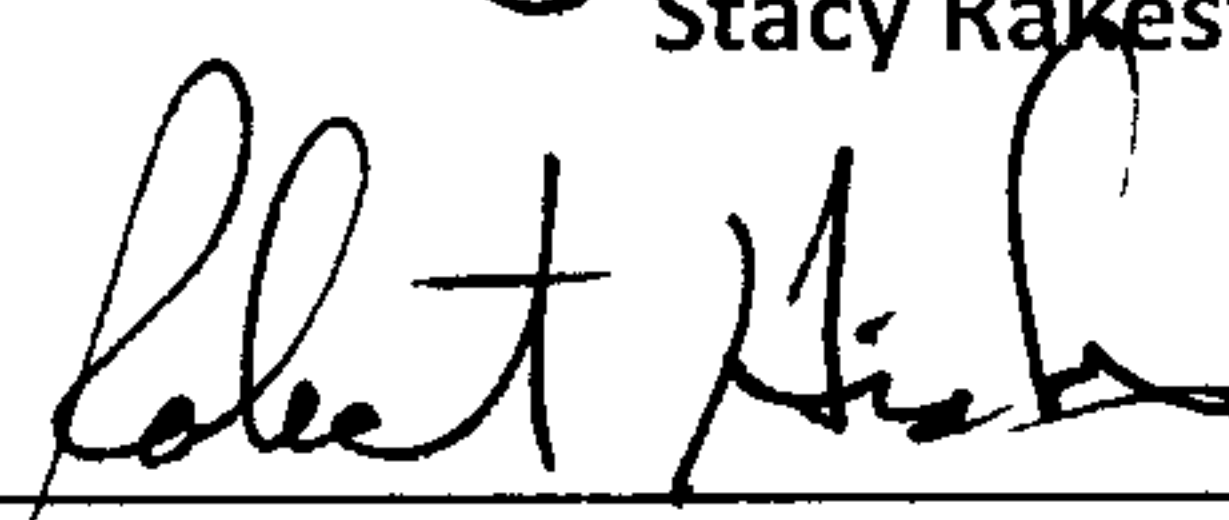
The undersigned (the "Applicants") do hereby apply to the City Council of the City of Alabaster for authority to incorporate and organize a public corporation as a medical clinic board (the "Board") under the provisions of the statutes codified as Chapter 58 of Title 11 of the Code of Alabama 1975, as heretofore or hereafter amended or supplemented (the "Act"), and state the following:

1. The Board proposes to facilitate the financing, acquisition, construction, lease, disposition and rehabilitation of one or more medical clinics and clinical facilities located within the City of Alabaster (the "City").
2. The Board shall be governed by a board of directors which shall be comprised of three (3) directors. The directors and their successors shall be elected by the governing body of the City. No member of the Board shall be an officer of the City.
3. The proposed location of the principal office of the Board is City Hall, City of Alabaster, 1953 Municipal Way, Alabaster, Alabama 35007.
4. Each of the Applicants is a duly qualified elector of and owner of property in the City.
5. The Applicants do hereby request that the City Council of the City adopt a resolution declaring it is wise, expedient and necessary that the proposed Board be formed and authorizing the Applicants to proceed to form the proposed Board by the filing for record a certificate of incorporation in accordance with the provisions of Section 11-58-3 of the Act.
6. This instrument may be executed in any number of counterparts, each of which so executed shall be deemed an original, but all such counterparts shall together constitute but one and the same instrument.

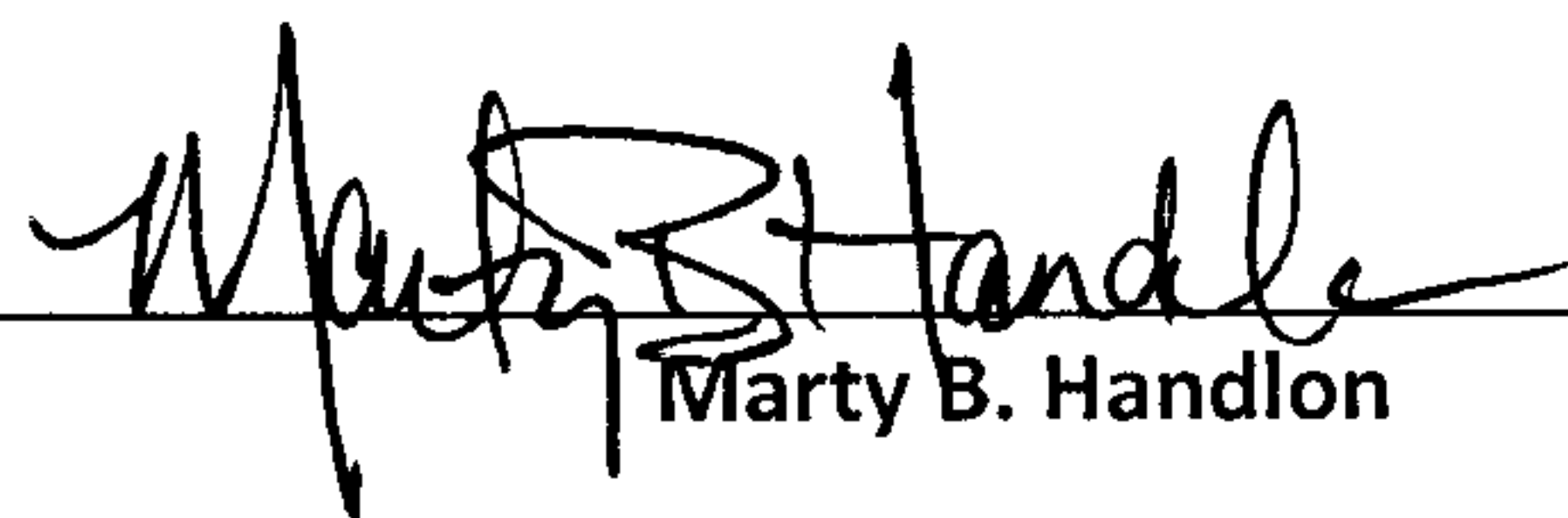
IN WITNESS WHEREOF, we have hereunto set our signatures this 26th day of October, 2015.



Stacy Rakestraw



Robert Hicks



Marty B. Handlon

John H. Merrill
Secretary of State

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Shelby Cnty Judge of Probate, AL
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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:

The Medical Clinic Board of the City of Alabaster

This name reservation is for the exclusive use of Jeff Brumlow, 137 Main St, Ste
202, Trussville, AL 35173 for a period of one year beginning October 27, 2015
and expiring October 27, 2016



RES705036

**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.**

October 27, 2015

Date

J. H. Merrill

John H. Merrill

Secretary of State

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Shelby Cnty Judge of Probate, AL
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Marty B. Handlon
Mayor

Alabaster

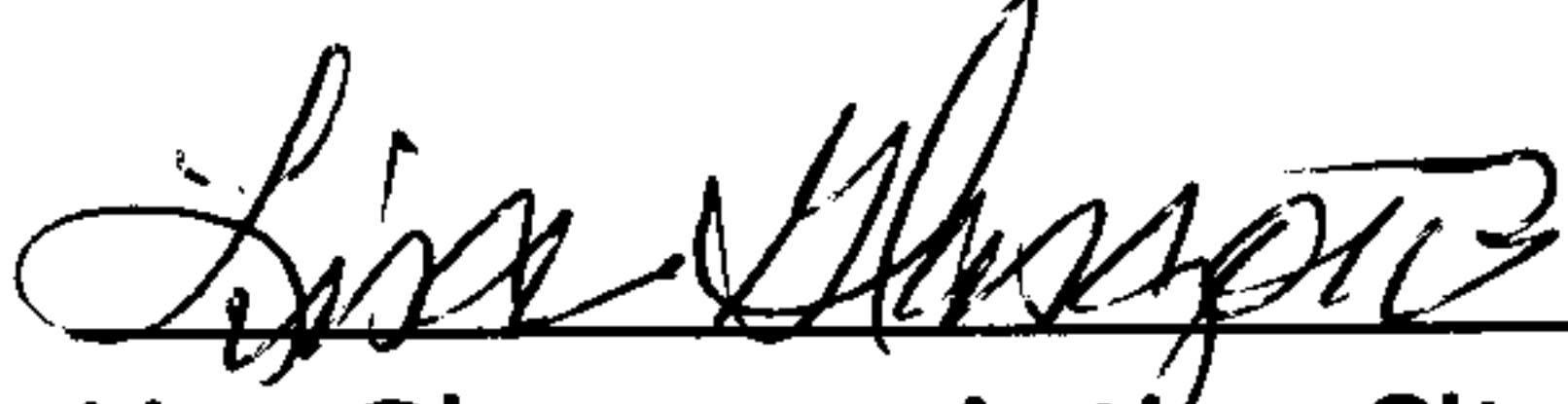
Lisa Glasgow
Acting City Clerk

Office of the City Manager

September 12, 2016

I, Lisa Glasgow, as the undersigned Acting City Clerk of the City of Alabaster, Alabama, and by State Law, the custodian of all records of the City of Alabaster, Alabama, do hereby certify that the attached document Resolution 102615-C, is a true copy of an original document on file in the permanent records in the Clerk's Office at City Hall within the corporate limits of the City of Alabaster, Alabama, kept in the ordinary course of business of the City.

IN WITNESS WHEREOF, these documents are true and accurate, and I have hereunto set my hand and affixed the official seal of the City of Alabaster on this 12thth Day of September 2016.



Lisa Glasgow, Acting City Clerk



Council Member Hicks introduced the following Resolution:



RESOLUTION NO. 102615-C

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF ALABASTER APPOINTING THREE DIRECTORS TO THE BOARD OF DIRECTORS OF THE MEDICAL CLINIC BOARD OF THE CITY OF ALABASTER

WHEREAS, the City Council (the "Council") of the City of Alabaster (the "City") adopted Resolution No. 102615-B, which approved the formation of The Medical Clinic Board of the City of Alabaster (the "Board") in accordance with Chapter 58 of Title 11 of the Code of Alabama (1975), as amended (the "Act"); and

WHEREAS, the City desires to appoint Joseph E. Walden, Kelly Ellison and Alex Dudchock, none of whom are officers of the City, to the Board's Board of Directors.


NOW, THEREFORE, be it resolved by the Council, as follows:

1. The Council hereby appoints the following persons to serve as the initial board of directors with the following corresponding terms:

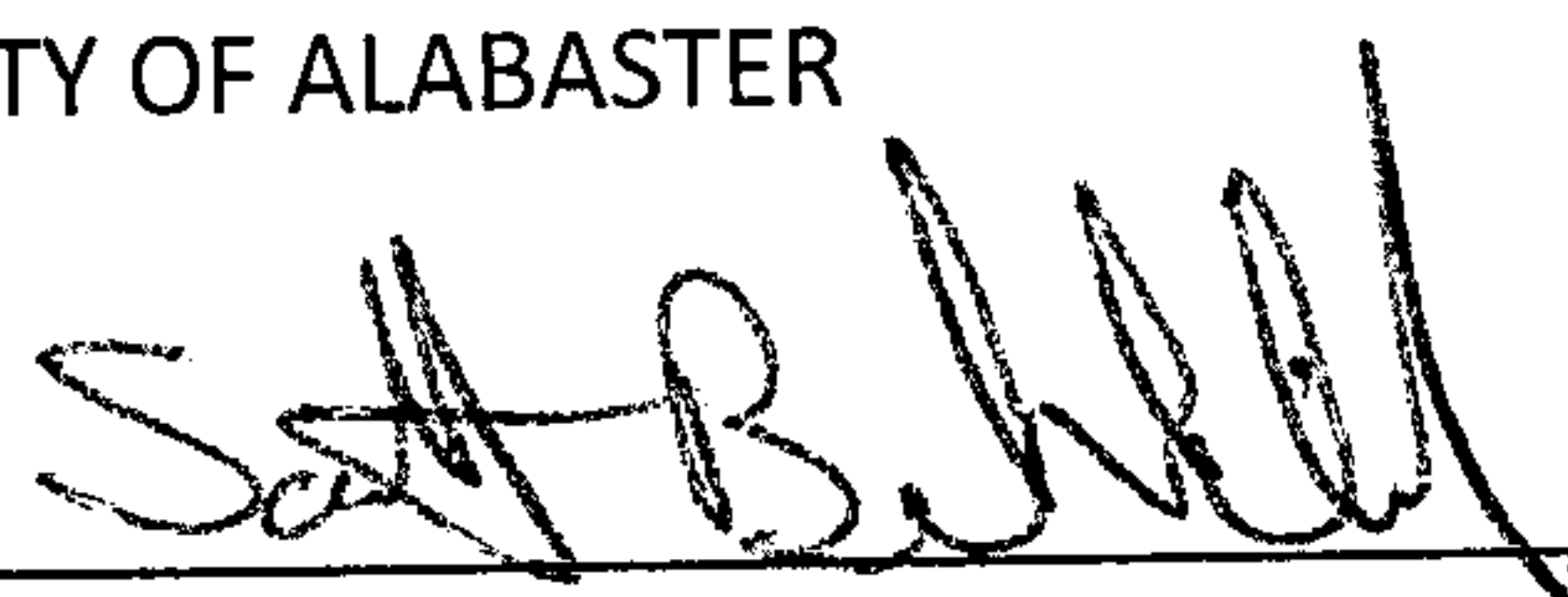
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|----|---------------------------|-----------------------------|
| a. | Place 1: Kelly Ellison | Expiring: December 1, 2017 |
| b. | Place 2: Joseph E. Walden | Expiring: December 1, 2019 |
| c. | Place 3: Alex Dudchock | Expiring: December 1, 2021. |

ADOPTED AND APPROVED THIS 26th DAY OF OCTOBER 2015.


ATTEST:


George Henry, City Manager/Clerk

CITY OF ALABASTER


By: Council President Scott Brakefield

APPROVED:


Marty B. Handlon, Mayor