


STATE OF ALABAMA)

SHELBY COUNTY)

**Articles of Incorporation
of
The ENT Group, P.C.**


20170518000172340 1/6 \$159.00
Shelby Cnty Judge of Probate, AL
05/18/2017 08:30:56 AM FILED/CERT

The undersigned incorporators do hereby form a professional corporation under the laws of the State of Alabama, and do declare:

ARTICLE I
NAME

The name of the Corporation shall be The ENT Group, P.C.

ARTICLE II
TYPE OF ENTITY

The type of entity being formed is a professional corporation.

ARTICLE III
PURPOSES

The purposes for which this Corporation is organized are:

(a) To engage in the practice of medicine and to specialize in the practice of otolaryngology, in accordance with the canons of professional ethics and in accordance with all rules of practice and other regulations adopted by any medical association of which any shareholder is or may become a member.

(b) To have and to exercise all powers conferred by the laws of the State of Alabama upon professional corporations, including, specifically but not exclusively, the Alabama Professional Corporation Law.

(c) To do any and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the benefit of the Corporation.

ARTICLE IV
AUTHORIZED SHARES

(a) The total number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common of the par value of One and No/100 Dollars (\$1.00) per share, and consisting of such one class only.

(b) Each outstanding share shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders. Such vote may be cast in person or by proxy, provided that the person or persons named as proxy or proxies are licensed to engage in the practice of medicine in the State of Alabama. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy.

(c) No person shall have the right to purchase, own or hold legal title to any shares issued by the Corporation unless such person is licensed to engage in the practice of medicine in the State of Alabama; provided, however, that the legal representatives of the estate of any shareholder who was duly licensed to practice medicine in the State of Alabama may continue to hold shares of the Corporation for a reasonable period of time, not to exceed the term of the administration of the estate of said deceased shareholder, but under no circumstances shall the legal representatives of said estate have any right to participate in any manner whatsoever in any decisions that might be made by the shareholders concerning the rendering of services by the Corporation in the practice of medicine. Except as herein otherwise provided, the shares of the Corporation may be sold, assigned and transferred without limitation.

(d) The Corporation may purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares. The Corporation may purchase or otherwise acquire its own shares for the purpose, among others, of (i) eliminating fractional shares; and (ii) collecting or compromising indebtedness to the Corporation.

(e) No person shall have the power to bind the Corporation within the scope of the business or profession of the Corporation merely by virtue of his being a shareholder of the Corporation.

(f) Nothing herein contained shall modify any law applicable to the relationship between one or more of the individuals employed by the Corporation in furnishing services in the practice of medicine and any persons receiving such services. This shall include but not be limited to liability for tort arising out of such services in the practice of medicine, and shall also include the confidential relationship between any individual employed by the Corporation who shall render such service and the person receiving the same. Subject to the foregoing provision, shareholders of the Corporation shall not be liable for the debts of, or claims against, the Corporation unless any such shareholder has personally participated in the transaction for which any debt or claim is made or out of which it may arise.

(g) No shareholder shall have any preemptive right to purchase any proportion of any shares of the Corporation, including treasury shares, that may be issued or sold by the Corporation.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address and mailing address of the initial registered office of the Corporation and the name of the Corporation's initial registered agent at said address shall be as follows:

Registered Agent

Jeffrey Scott Robertson, M.D.

Registered Office

2001 Providence Park
Birmingham, Alabama 35242

ARTICLE VI INITIAL BOARD OF DIRECTORS

(a) The names and addresses of the persons who are to serve as the initial Directors until the first annual meeting of shareholders, or until successors are elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Jeffrey Scott Robertson, M.D.	2001 Providence Park Birmingham, Alabama 35242
J. Christopher Davis, M.D.	2161 Valleydale Road Hoover, Alabama 35244
Dennis G. Pappas, Jr., M.D.	2937 7 th Avenue South Birmingham, Alabama 35233

(b) A member of the Board of Directors need not be a shareholder of the Corporation.

ARTICLE VII INCORPORATORS

The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Jeffrey Scott Robertson, M.D.	2001 Providence Park Birmingham, Alabama 35242
J. Christopher Davis, M.D.	2161 Valleydale Road Hoover, Alabama 35244
Dennis G. Pappas, Jr., M.D.	2937 7 th Avenue South Birmingham, Alabama 35233

ARTICLE VIII OFFICERS

(a) The officers of the Corporation shall include a President and a Secretary, and such other officers as may be required by law or as the Board of Directors may from time to time determine. Any one person may serve in more than one office, where not otherwise prohibited by law.

(b) The officers of the Corporation need not be members of the Board of Directors except that the President shall be a member of the Board of Directors.

(c) Anything herein to the contrary notwithstanding, no officer or member of the Board of Directors who is not duly licensed to practice medicine shall participate in any decisions of the Corporation in connection with the practice of medicine by the Corporation.

ARTICLE IX DURATION

(a) The duration of the Corporation shall be perpetual; provided, however, that the Corporation may be dissolved by an affirmative vote of two-thirds of the issued and outstanding

shares of the Corporation (excluding all unissued shares or shares reacquired by the Corporation) at a special meeting of the shareholders called for that purpose.

(b) This Corporation shall continue as a separate entity independent of its shareholders for all purposes during the period of time provided in paragraph (a) of this ARTICLE IX and shall continue notwithstanding the death, insanity, incompetence, conviction for felony, resignation, withdrawal, transfer of shares, retirement or expulsion of any one or more of the shareholders, the transfer of shares to any new shareholder or shareholders, or the happening of any other event which under the laws of the State of Alabama and under like circumstances would work a dissolution of a partnership, it being the aim and intention hereof that this Corporation shall have continuity of life independent of the life or status of its shareholders. No shareholder of the Corporation shall have the power to dissolve the Corporation by his independent act of any kind, nature or description.


(c) Neither the estate nor the legal representative of any deceased, insane or incompetent shareholder, or any shareholder who shall in any manner whatsoever transfer his ownership in shares of the Corporation shall have any right, title or interest whatsoever in the good will, if any, or any other property owned by the Corporation.

ARTICLE X DISQUALIFICATION

If any shareholder, member of the Board of Directors, officer, agent or employee of the Corporation becomes legally disqualified to practice medicine in the State of Alabama, or accepts employment or is elected to a public office which, pursuant to existing law, is a restriction or limitation upon his practice of medicine, he shall sever all relations which he has with the Corporation of every kind, nature and description, including specifically, but not exclusively, his financial interest in the Corporation, his membership on the Board of Directors, his position as an officer of the Corporation or his position as an employee or agent of the Corporation, as the case may be.

ARTICLE XI PURCHASE PRICE OF SHARES

The price at which the Corporation or its shareholders may purchase, or be obligated to purchase, the shares of the Corporation of a deceased, retired, expelled or disqualified shareholder and the price at which such deceased, retired, expelled or disqualified shareholder shall be required to sell his shares to the Corporation, or its other shareholders, shall be fixed by the Bylaws of the Corporation. The particular Bylaw or Bylaws of the Corporation governing the foregoing may be in the form of an agreement between the Corporation and all of the present shareholders and their heirs, executors, administrators, successors and assigns, and such Bylaw or Bylaws may only be amended by the unanimous agreement of the Corporation and all of the shareholders who are parties to such agreement. In the event that the Bylaws of the Corporation shall not fix the price at which such sale and purchase shall be made as aforesaid, then the price for such share or shares of the Corporation shall be the book value thereof at the end of the month immediately preceding the death of, or disqualification of the shareholder. Book value shall be determined by an independent certified accountant employed for such purpose, from the books and records of the Corporation by the regular method of accounting employed by the Corporation. The determination by the certified public accountant of book value shall be conclusive on the Corporation and its shareholders.


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ARTICLE XII
RIGHT TO AMEND PROVISIONS IN ARTICLES

The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Incorporation or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Alabama Business Corporation Law, and all rights conferred upon shareholders at any time are granted subject to this reservation.

ARTICLE XIII
CONSTRUCTION OF ARTICLES

(a) The Corporation shall not carry on or exercise any of the business purposes or powers herein authorized except in full compliance with and under such licenses or other authority as may be required by the laws of the State of Alabama and in no event in violation of said laws.

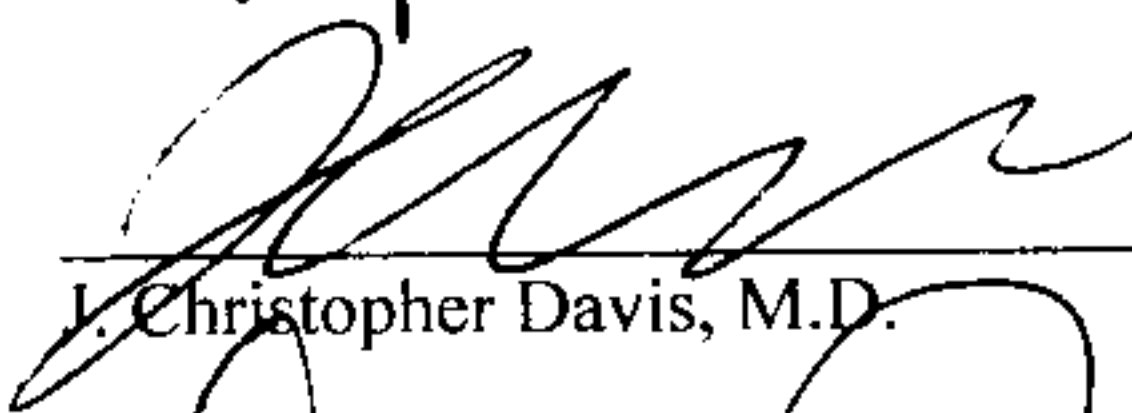
(b) The Corporation shall be governed generally by the laws of the State of Alabama governing or applicable to corporations, including, but not limited to, the Alabama Business Corporation Law.

These Articles may be executed in counterparts, each of which shall be deemed an original, but all of which together shall be deemed to be one and the same instrument. A signed copy of these Articles delivered by facsimile, e-mail or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original signed copy of these Articles.

THE UNDERSIGNED, being all of the incorporators hereinabove named, for the purpose of forming a Professional Corporation pursuant to the laws of the State of Alabama, have executed the foregoing Articles of Incorporation on this 10 day of May, 2017.



Jeffrey Scott Robertson, M.D.



J. Christopher Davis, M.D.



Dennis G. Pappas, Jr., M.D.

(INCORPORATORS)

THIS INSTRUMENT WAS PREPARED BY:

Joseph T. Ritchey
Sirote & Permutt, P.C.
P.O. Box 55727
Birmingham, AL 35255-5727



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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:

The ENT Group, P.C.

This name reservation is for the exclusive use of Sirote & Permutt, P.C., 2311
Highland Ave S, Birmingham, AL 35205 for a period of one year beginning April
27, 2017 and expiring April 27, 2018

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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.**

April 27, 2017

Date

J. H. Merrill

John H. Merrill

Secretary of State