



STATE OF ALABAMA

DOMESTIC BUSINESS CORPORATION CERTIFICATE OF FORMATION



20170828000313590 1/7 \$159.00
Shelby Cnty Judge of Probate, AL
08/28/2017 03:50:30 PM FILED/CERT

(FOR COUNTY PROBATE OFFICE USE ONLY)

1. THE NAME OF THE CORPORATION

QCHC Prison Healthcare Services, Inc.

2. THIS FORM WAS PREPARED BY:

QCHC of America, Inc.

3. THE STREET (NO PO BOXES) ADDRESS OF PRINCIPAL OFFICE:

200 Narrows Parkway
Birmingham, AL 35242

MAILING ADDRESS IN ALABAMA OF PRINCIPAL OFFICE (IF DIFFERENT FROM STREET ADDRESS):

4. THE NAME AND STREET (NO PO BOXES) ADDRESS OF THE REGISTERED AGENT LOCATED AT THE REGISTERED OFFICE (MUST BE LOCATED IN ALABAMA):

Justin Barkley
200 Narrows Parkway
Birmingham, AL 35242
SHELBY

MAILING ADDRESS IN ALABAMA OF REGISTERED OFFICE (IF DIFFERENT FROM STREET ADDRESS):

(FOR SOS OFFICE USE ONLY)

5. PURPOSE FOR WHICH CORPORATION IS FORMED (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.):

Any Legal Purpose



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6. NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE: 10000 PAR VALUE (OPTIONAL): 0.01

7. PERIOD OF DURATION SHALL BE PERPETUAL UNLESS STATED OTHERWISE BY AN ATTACHED EXHIBIT.

8. INCORPORATOR(S)

Incorporator	Office Address	Mailing Address
QCHC of America, Inc.	200 Narrows Parkway Birmingham, AL 35242	200 Narrows Parkway Birmingham, AL 35242

9. DIRECTOR(S)

Director	Office Address	Mailing Address
Johnny E Bates MD	200 Narrows Parkway Birmingham, AL 35242	200 Narrows Parkway Birmingham, AL 35242

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 INFLECTION 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.

08/19/2017

DATE

Justin A. Barkley VP, COO, Corporate Secretary, Attorney

ELECTRONIC SIGNATURE & TITLE/CAPACITY



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STATE OF ALABAMA)
)
SHELBY COUNTY)

ARTICLES OF INCORPORATION

OF

QCHC Prison Healthcare Services, Inc.

The undersigned, QCHC of America, Inc., acting as incorporator of a business corporation under the laws of Alabama, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be: QCHC Prison Healthcare Services, Inc.

ARTICLE II
OBJECTS AND PURPOSES

The objects and purposes for which the corporation is organized are:

1. To transact any and all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act, as such Act may be amended from time to time.
2. To have and to exercise all powers necessary or convenient to effect the above purposes.

The foregoing paragraphs of this Article II, and each phrase thereof, shall be construed, in their broadest sense, as purposes and powers of the corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law. Nothing herein contained,



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however, shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company, or the business of insurance.

ARTICLE III
LOCATION OF INITIAL REGISTERED
OFFICE AND INITIAL REGISTERED AGENT

The location and mailing address of the initial registered office of the corporation in the State of Alabama shall be 200 Narrows Parkway, Suite A, Birmingham, Alabama 35242, and the corporation's initial registered agent at such address shall be Justin A. Barkley.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares of capital stock that the corporation shall be authorized to issue and have outstanding shall be 10,000 shares of common stock, all of the same class, of the par value of one cent (\$.01) per share.

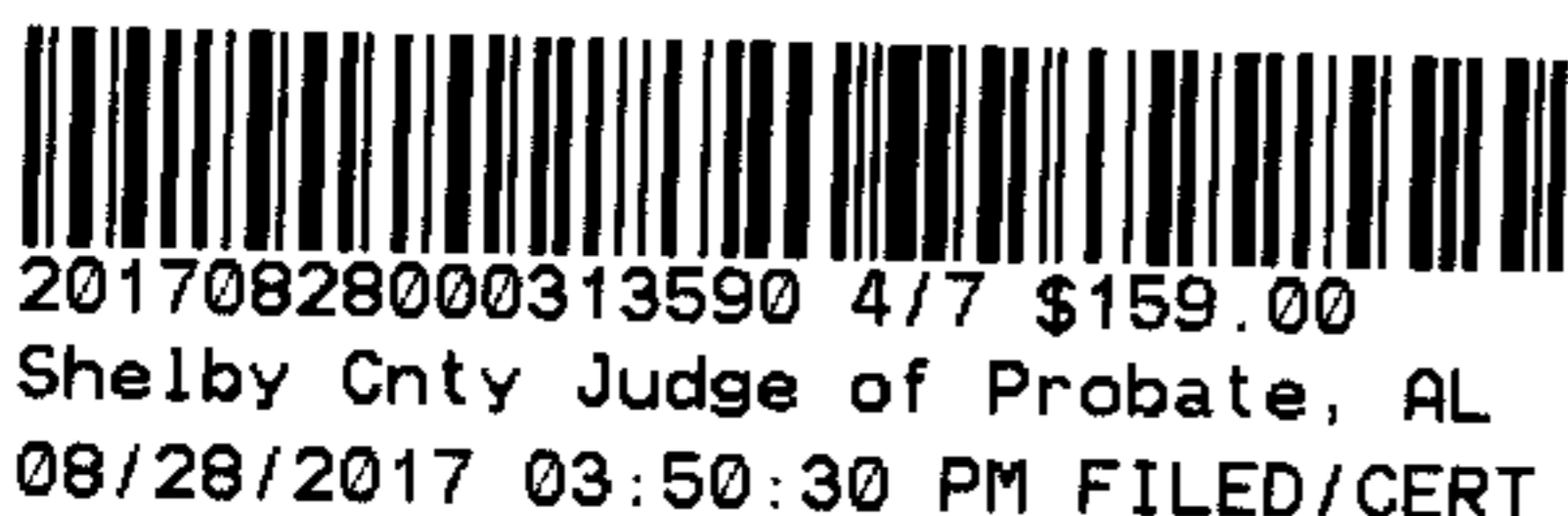
ARTICLE V
BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one (1) and the name and address of the person who is to serve as the director until the first annual meeting of shareholders or until his successor is elected and qualified is as follows:

Johnny E. Bates, M.D.
200 Narrows Parkway, Suite A
Birmingham, Alabama 35242

ARTICLE VI
STOCK PURCHASES

The corporation shall have the right to purchase, take, receive or otherwise acquire, hold own, pledge and transfer or otherwise dispose of its own shares. Purchases by the corporation of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted earned surplus and capital surplus of the corporation available therefore.

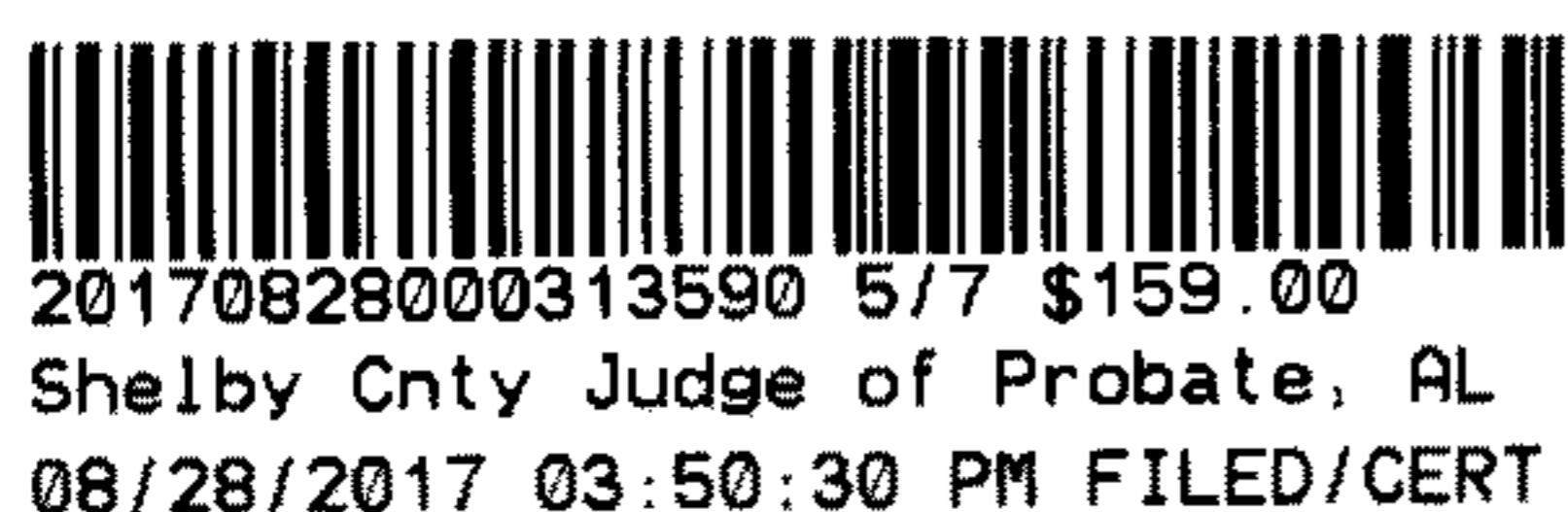


ARTICLE VII
LIABILITY OF DIRECTORS

A director of the Corporation shall not be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take action, as a director, except for (i) the amount of a financial benefit received by such director to which such director is not entitled; (ii) an intentional infliction of harm by such director on the Corporation or its shareholders; (iii) a violation of Section 10-2B-8.33 of the Code of Alabama of 1975 or any successor provision to such section; (iv) an intentional violation by such director of criminal law; or (v) a breach of such director's duty of loyalty to the Corporation or its shareholders. If the Alabama Business Corporation Act, or any successor statute thereto, is hereafter amended to authorize the further elimination or limitation of the liability of a director of a corporation, then the liability of a director of the Corporation, in addition to the limitations on liability provided herein, shall be limited to the fullest extent permitted by the Alabama Business Corporations Act, as amended, or any successor statute thereto. The limitation on liability of directors of the Corporation contained herein shall apply, except to the extent prohibited by law, to liabilities arising of acts or omissions occurring prior to the adoption of this Article VII. Any repeal or modification of this Article VII by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation existing at the time such repeal or modification.

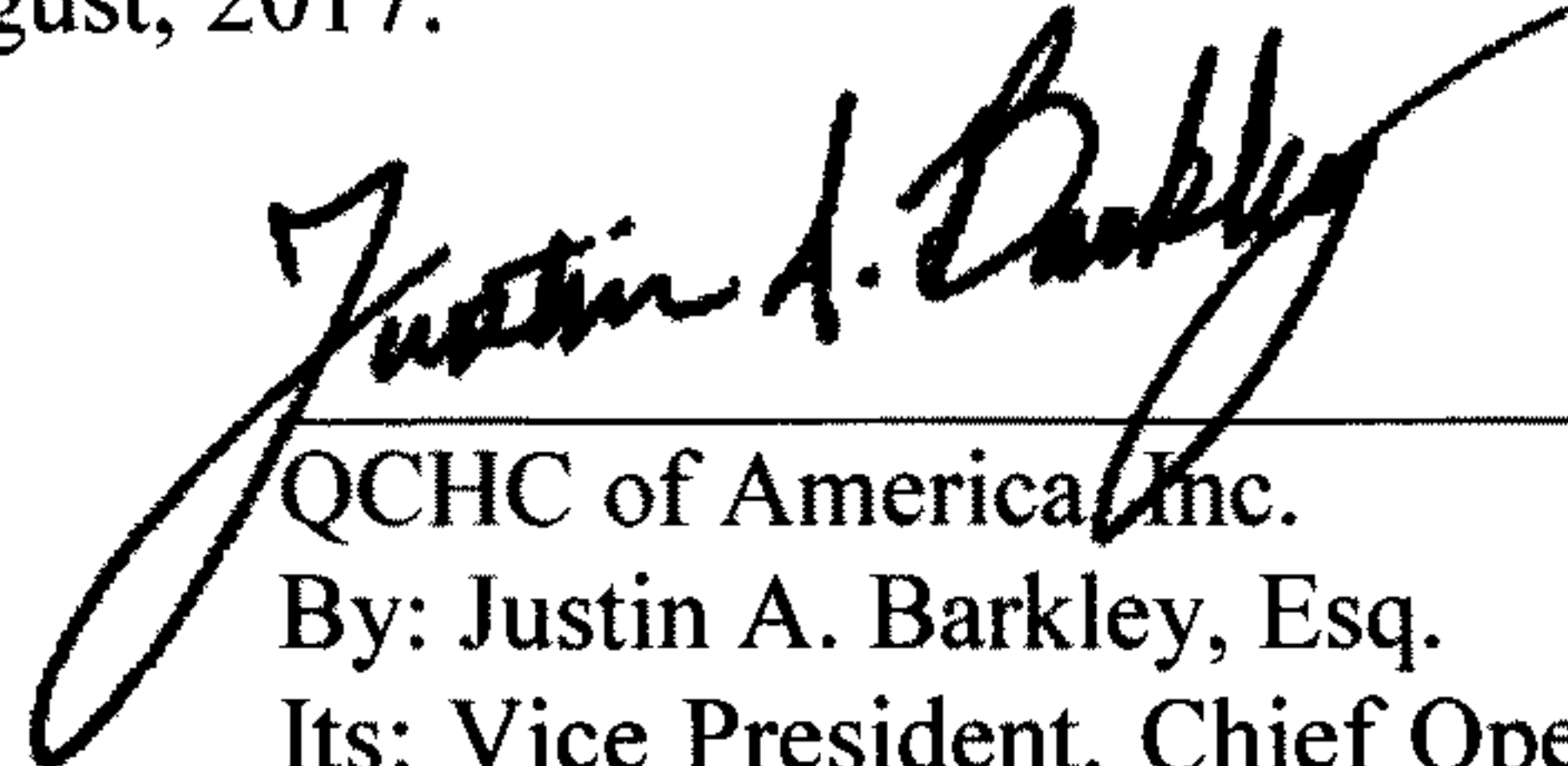
ARTICLE VIII
INCORPORATOR

The name and address of the incorporator are as follows:



QCHC of America, Inc.
200 Narrows Parkway, Suite A
Birmingham, Alabama 35242

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 19th day of August, 2017.



QCHC of America, Inc.
By: Justin A. Barkley, Esq.
Its: Vice President, Chief Operating Officer,
and Corporate Secretary



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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:

QCHC Prison Healthcare Services, Inc.

This name reservation is for the exclusive use of QCHC of America, Inc., 200 Narrows Parkway, Birmingham, AL 35242 for a period of one year beginning August 19, 2017 and expiring August 19, 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.

August 19, 2017

Date

J. H. Merrill

John H. Merrill

Secretary of State