

STATE OF ALABAMA

CONVERSION OF A DOMESTIC ENTITY
Professional Corporation to Business Corporation

PURPOSE: In order to change the entity type of a domestic entity (any entity formed in Alabama), the entity must deliver the documentation in this form pursuant to Section 10A, Chapter 1, Article 8, Code of Alabama 1975.

INSTRUCTIONS: Mail one (1) signed original and two (2) copies of the completed Conversion package, the filing fee of \$25.00 (credit card, check, or money order) to the **Secretary of State, Business Services, P.O. Box 5616, Montgomery, Alabama, 36103-5616**, and a check or money order made out to the Judge of Probate in the county where the entity's formation documents were recorded (contact the Office of the Judge of Probate for the fees). The Secretary of State will file and transmit the copies to the Judge of Probate in accordance with 10A-1-4.02(g). The Conversion will not be registered if the credit card does not authorize and will be removed from the index if the check is dishonored. If you desire a stamped copy returned to you, supply a third copy and a pre-addressed postage paid return envelope.

This form must be typed or laser printed.

Faxed and emailed transmissions will not be acknowledged, processed, or returned.

1. **Information on the converting entity (entity will cease to exist at conversion/termination by conversion):**

Alabama entity id number of converting entity: 129 - 727 (Format 000-000) *

***INSTRUCTION TO OBTAIN ID NUMBER TO COMPLETE FORM:** If you do not have this number immediately available, you may obtain it on our website at www.sos.alabama.gov under the Government Records tab. Click on Business Entity Records, click on Entity Name, enter the registered name of the entity in the appropriate box, and enter. The six (6) digit number containing a dash to the left of the name is the entity ID number. If you click on that number, you can check the details page to make certain that you have the correct entity - this verification step is strongly recommended.

The name of the converting entity as recorded with the Secretary of State of Alabama:

CytoPath, P.C.

County Probate Office in Alabama where the formation documents/articles of this domestic entity were recorded and where the conversion document will be forwarded for recording: Shelby County, Alabama

This Document was prepared by:

(For County Probate Court Office Use Only)

Jonathan L. Shugart, Jr., Esq.
Wallace, Jordan, Ratliff, & Brandt, LLC
800 Shades Creek Pkwy, Ste 400
Birmingham, AL 35209

RECEIVED
DATE

OCT 27 2017

SECRETARY OF STATE
OF ALABAMA



20171101000395890 1/9 \$59.00
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Alabama
Sec. Of State
Entity Change
129-727
Date 10/27/2017
Time 16:22
171027
File \$25.00
Ackn \$.00
Exp \$100.00
Total \$125.00
08/014

(For SOS Office Use Only)

CONVERSION OF DOMESTIC ENTITY/PC to Corporation

2. **Information on the converted (formed/created by this conversion) – this entity will continue to exist:**

The name of the new domestic entity resulting from this conversion (A domestic name reservation certificate issued by the Alabama Secretary of State must be attached if the name is changing anything more than the entity identifier information – such as Inc., LLC, etc. – if only the identifier information is changing, no name reservation is required name):

CytoPath, Inc.


3. The new converted/formed entity will be a domestic business corporation.

4. Street (**No PO Boxes**) Address of principal office: 1004 1st Street North Ste 200, Alabaster, AL 35007

Mailing Address (if different) _____

5. Name of registered agent for service of process in Alabama: _____

Teresa Venz-Williamson


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6. Street (**No PO Boxes**) Address of initial registered office if different from principal office (**MUST be physically located in Alabama if the principal office is located outside of Alabama**):

1004 1st Street North, Ste 200, Alabaster, AL 35007

Mailing Address in Alabama (if different) _____

7. Purpose for which corporation is formed: to render cytology, pathology, and related medical services

_____ ; 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.

8. Number of Shares the corporation is authorized to issue: 1,000 Par Value \$1.00
(Par value is optional information and does not have to be completed.)

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

10. The name(s) of the Incorporator(s): Teresa Venz-Williamson

Street (**No PO Boxes**) address of Incorporator(s): 1004 1st Street North, Ste 200

Alabaster, AL 35007

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

Attach a listing if more Incorporators need to be added.

CONVERSION OF DOMESTIC ENTITY/PC to Corporation

11. Director's Name: Teresa Venz-Williamson

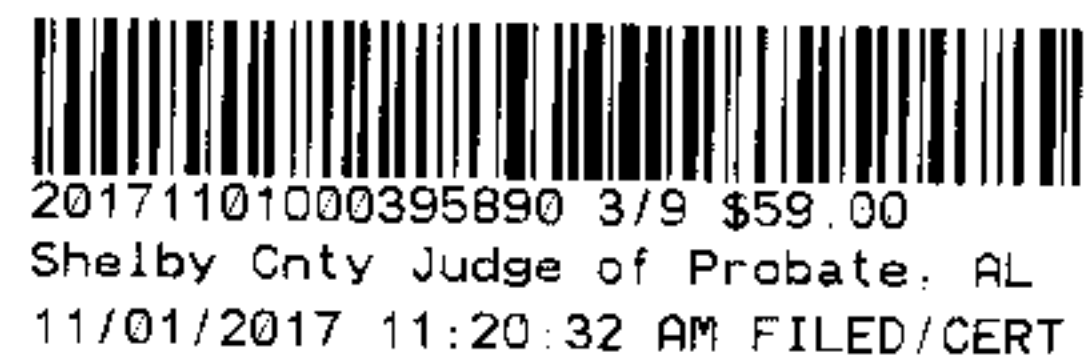
Street (**No PO Boxes**) address of Director: 1004 1st Street North, Suite 200, Alabaster, AL 35007

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

Director's Name: Travis E. Kidd, Jr.

Street (**No PO Boxes**) address of Director: 1004 1st Street North, Suite 200, Alabaster, AL 35007

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



Director's Name: Steven F. O'Sheal

Street (**No PO Boxes**) address of Director: 1004 1st Street North, Suite 200, Alabaster, AL 35007

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

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

12. 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.
13. If the converted entity is one in which one or more owners lack limited liability protection, a statement that each owner of the converting entity who is to become a owner without limited liability protection of the resulting entity has consented in writing to the conversion as required by 10A-1-8.01 is attached.
14. The undersigned certify that the conversion was approved pursuant to *Code of Alabama 1975*, Title 10A, Chapter 1, Article 8 (specifically 10A-1-8.01) and that the information included in or attached to this conversion form are true and correct.
15. Signature requirements are in accordance with 10A-1-4.01 and 10A-1-8.01 of the *Code of Alabama 1975*.

_____ Additional documents which are not inconsistent with Alabama Code are attached.


CONVERSION OF DOMESTIC ENTITY/PC to Corporation

Signature Page -- Use additional if necessary.

10-26-17
Date

Teresa Venz-Williamson, President

Typed Name and Title of Signature Below


Signature of Person Authorized to Sign



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Date

Typed Name and Title of Signature Below

Signature of Person Authorized to Sign

Date

Typed Name and Title of Signature Below

Signature of Person Authorized to Sign

CONVERSION OF DOMESTIC ENTITY/PC to Corporation

CYTOPATH, P.C.

Entity ID: 129-727

11. Director Information (continued)

Name: Susan S. Harvey

Address: 1004 1st Street North, Suite 200, Alabaster, AL 35007

Name: Kathryn Clary

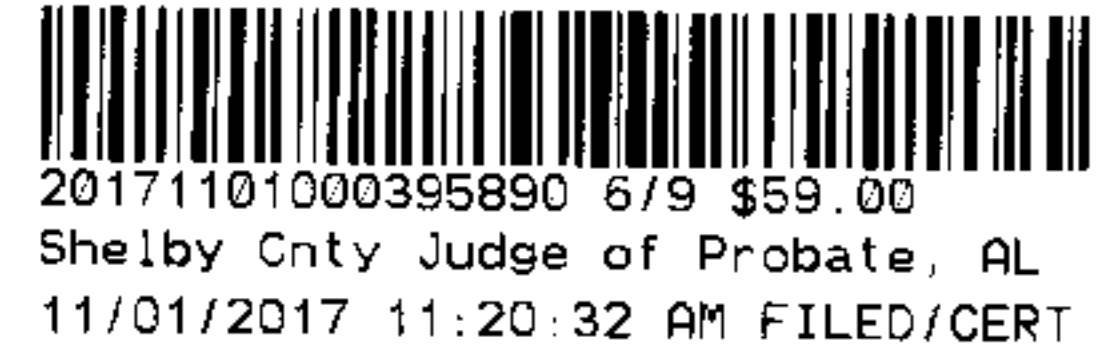
Address: 1004 1st Street North, Suite 200, Alabaster, AL 35007



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**JOINT UNANIMOUS CONSENT OF
THE SHAREHOLDERS AND
THE BOARD OF DIRECTORS OF
CYTOPATH, P.C.**

AS OF OCTOBER 26, 2017



The following actions are taken by the unanimous consent of the Directors of CytoPath, P.C., an Alabama corporation, (the "Company,,), in lieu of a meeting:

WHEREAS, the Shareholders have entered into a Stock Purchase Agreement dated OCTOBER 26, 2017 (the "Agreement,,) by and among Travis E. Kidd, Jr., M.D., Stevel F. O'Sheal, M.D., Teresa Venz-Williamson, M.D., Susan S. Harvey, M.D., Kathryn D. Clary, M.D., all Alabama residents (the "Sellers,,) and Aurora Diagnostics, LLC, a Delaware limited liability company (the "Buyer,,), a copy of which is attached and incorporated herein, for the sale of all shares of stock in and to the Company (the "Assets,,), in accordance with the terms and conditions and the Agreement; and

WHEREAS, the Shareholders and Directors of the Company find and determine that the sale of all shares in the Company to the Buyer is in the best interest of the Company.

NOW, THEREFORE, BE IT RESOLVED, the Shareholders and Directors find and determine that the sale of the Assets is advisable and in the best interest of the Company.

FURTHER RESOLVED, that the proposed Agreement by and among the Buyer, as transferee, and the Sellers, as transferors, is hereby authorized, approved, and ratified.

FURTHER RESOLVED, that the President of the Company, Teresa Venz-Williamson, M.D. (the "President,,) be, and she hereby is, authorized and empowered to execute and deliver the Agreement; and the officers of the Company be, and they individually hereby are, authorized, in the name and on behalf of the Company, to execute and deliver the Agreement, substantially in the form attached hereto, such approval to be conclusively established by the execution thereof; and to perform all of the Company's obligations under the Agreement.


FURTHER RESOLVED, that in compliance with the terms of the Agreement, prior to the sale of the Assets the Company shall convert from a professional corporation to a business corporation, that the Directors hereby authorize, approve, and ratify such conversion, and that the President is authorized and

empowered to execute and deliver any necessary documents as shall be required to effectuate such conversion.

FURTHER RESOLVED, that following the conversion, the Company shall be known as "CytoPath, Inc., (the "Converted Entity,") and that new stock certificates in such name shall be issued to the current Shareholders in the same names and number of shares as are presently held.

FURTHER RESOLVED, that as part of the conversion the Shareholders do hereby elect the following persons to serve as Directors of the Converted Entity until the next annual meeting of the shareholders or until their successors have been elected and shall qualify:

Travis E. Kidd, Jr., M.D.
Stevel F. O'Sheal, M.D.
Teresa Venz-Williamson, M.D.
Susan S. Harvey, M.D.
Kathryn D. Clary, M.D.


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RESOLVED FURTHER, by the Shareholders of the Converted Entity that the Directors of the Corporation be, and they hereby are, directed to enter upon the discharge of their duties, as specified in the By-Laws of the Converted Entity, as of the date hereof.

FURTHER RESOLVED, that as part of the conversion the Directors do hereby elect the following persons to serve as Officers of the Converted Entity until the next annual meeting of the Directors or until their successors have been elected and shall qualify:

<u>Name</u>	<u>Office</u>
Teresa Venz-Williamson, M.D.	President
<u>STEVEN F. O'SHEAL M.D.</u>	Secretary / Treasurer

FURTHER RESOLVED, that the Company shall be, and it hereby is, authorized and empowered, and the officers of the Company be, and they individually hereby are, authorized, directed and empowered to: (i) execute and deliver all other documents, affidavits, agreements, certificates and other instruments in the name and on behalf of the Company that the officers may deem necessary, appropriate or desirable in connection with the transactions provided for in the foregoing resolutions and (ii) take any and all other actions they deem necessary and appropriate to carry out the intent and purposes of the foregoing resolutions.

FURTHER RESOLVED, that any person dealing with any officer in connection with any of the transactions contemplated by the foregoing resolutions shall be conclusively entitled to rely on the authority of such officer and by such person's

execution of any document, agreement or instrument, the same shall be a valid and binding obligation of the Company, enforceable in accordance with its terms.


FURTHER RESOLVED, that all actions heretofore taken by the officers in the name and on behalf of the Company, related to or in connection with the transactions contemplated by the foregoing resolutions, including without limitation the execution and delivery of any instruments or other documents as any such person shall have determined to be necessary or appropriate, are hereby authorized, approved and ratified.

FURTHER RESOLVED, that the officers are authorized to certify to interested parties that these resolutions have been duly adopted by the Company, and to incur such costs and expenses, including applicable filing fees, as may be necessary to effect any of transactions contemplated by these resolutions.

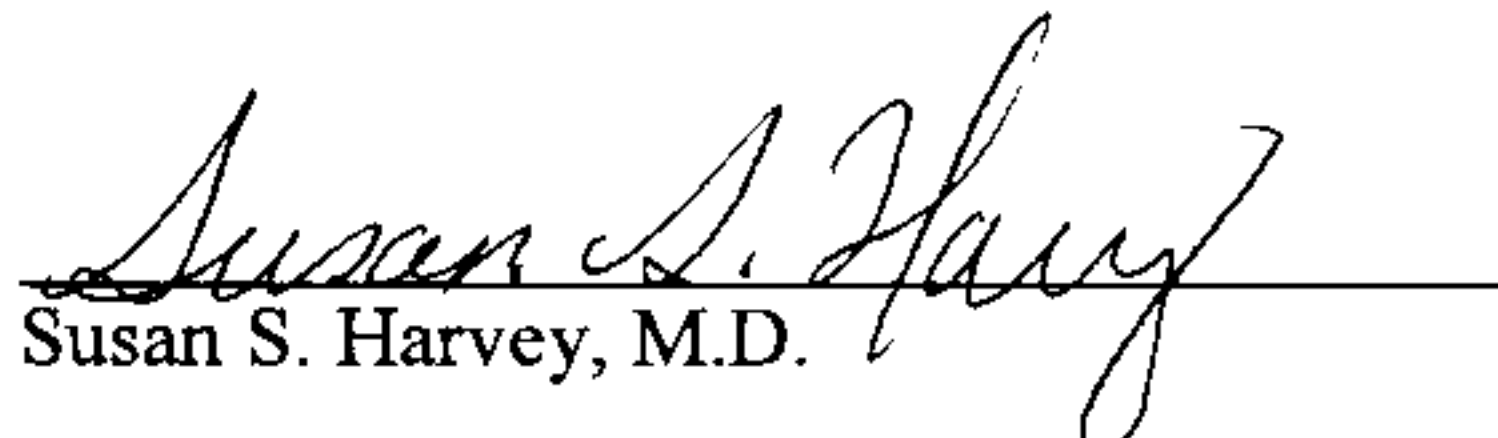
FURTHER RESOLVED, that this Action by Written Consent may be executed in counterparts, each of which shall be deemed to be an original and all of which together shall be deemed to be one and the same instrument.


DIRECTORS AND SHAREHOLDERS:



Travis E. Kidd, Jr., M.D.


Stevel F. O'Sheal, M.D.


Teresa Venz-Williamson, M.D.


Susan S. Harvey, M.D.


Kathryn D. Clary, M.D.


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Secretary of State
State of Alabama

I hereby certify that this is a true and complete
copy of the document filed in this office on

October 27, 2017
DATE *October 30, 2017* *es*

J. H. Merrill

Secretary of State