AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CAPSTONE HEALTH SERVICES FOUNDATION, P. C.

KNOW ALL BY THESE PRESENTS, that we, the undersigned, as President and Secretary of Capstone Health Services Foundation, P.C., a nonprofit professional corporation organized and existing under the laws of the State of Alabama, hereby certify that, in accordance with the provisions of section 10-3A-84 of the Code of Alabama, the Corporation has duly adopted amendments to the Articles of Incorporation as required by law and that such amendments supersede the Articles of Incorporation heretofore filed and all amendments thereto, and do declare the following:

ARTICLE I
Name

The name of the Corporation shall be Capstone Health Services Foundation, P.C., and any and all references to Capstone Health Services Foundation, P.C. shall hereafter be deemed to refer to Capstone Health Services Foundation, P.C.

ARTICLE II
Purposes

1. The purposes for which the corporation is organized are:

   (a) To engage in the practice of medicine in accordance with the canons of professional ethics and in accordance with all rules of practice and other regulations adopted by nationally recognized licensing and/or accrediting medical associations, e.g., AMA, AAMC and ACGME of which any director or employed professional is or may become a member.

   (b) To coordinate and develop patient care in a group practice setting of the faculty of the University of Alabama School of Medicine, within the academic environs of the College of Medicine and, its patient care facilities and to conduct, execute and perform a public trust in supporting, aiding and advancing the study and investigation of human illnesses and injuries, and the causes, prevention, relief and cure thereof, and the study and investigation of problems of hygiene and health; to encourage, promote and perform medical, surgical and scientific learning, skill, education and investigation; to conduct the practice of medicine and surgery and allied services; to promote medical, surgical and scientific services; to assist and conduct programs of medical, surgical and scientific education and research; to carry on such programs of public charity as may be related to the carrying out of the other stated purposes of the Corporation, and specifically the charitable program of utilizing the knowledge and skills acquired by the Corporation through its above-described operations for the benefit of persons who may be in need thereof, regardless of his or her ability to pay for such.

   (c) In furtherance of the purposes stated in paragraph 1. (a) and (b) of this Article, to use and apply the whole or any part of income and principal exclusively for charitable, religious, scientific, literacy, or educational purposes.
(d) To carry out the purpose set forth in paragraphs 1. (a), (b) and (c) through various organizational and financial concepts.

(e) To have and to exercise all powers conferred by the laws of the state of Alabama upon not-for-profit professional corporations, including, specifically but not exclusively, the Alabama Nonprofit Corporation Act and the Alabama Professional Corporation Act.

(f) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed as set forth in Article IV.

2. No part of the net earnings of the corporation shall inure to the benefit of any director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to enable the Corporation to provide the medical, surgical, or scientific services for which it has been organized or otherwise affecting one or more of its purposes), and no director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

3. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under section 170(c) (2) of such Code and Regulations as they may exist or as they may hereafter be amended.

4. In carrying out the above-stated purposes, this Corporation will require the services of professional employees who hold the degrees of Doctor of Medicine, Doctor of Dental Medicine or Surgery, or Doctor of Osteopathy, among others. The employed professionals will not be subject to lay control or supervision in the exercise of the individual's professional judgment.

5. The foregoing clauses shall be construed as purposes for which the Corporation is organized, in addition to those powers specifically conferred upon the Corporation by law, and it is hereby expressly provided that except for paragraphs 2 and 3 above, the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law.

ARTICLE III
Powers

As a means of accomplishing the foregoing purposes, the corporation shall have the following powers, in addition to the general powers provided by statute:
1. To accept, acquire, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature or description and wherever situated.

2. To own, hold, mortgage, lease, sell, exchange, convey, transfer, or otherwise dispose of, and "trade in any such property, both real and personal, insofar as the same may be necessary or appropriate in connection with the objects and purposes of the corporation, subject to such limitations as may be prescribed by law.

3. To borrow money, and from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation, wherever situated, whether now owned or hereafter to be acquired.

4. To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, real estate, or in such other securities and property or any type of investment as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

5. To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

6. To enter into, make, perform and carry out contracts of every kind and for any lawful purposes with any person, firm, association, corporation, government or governmental subdivision.

7. To lend money and to take security therefore by way of mortgage, pledge, transfer or assignment of real or personal property, of every nature and description.

8. To make donations for the public welfare or for charitable, scientific or educational purposes.

9. To establish pension and profit sharing plans for the benefit of officers and employees of the Corporation.

10. To draw, make, accept, endorse, discount, execute and to issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
11. To issue bonds, debentures or obligations of this Corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise.

12. To assume, guarantee or become surety for the payment and performance of any and all debts and obligations of any other person, persons, corporation, general partnership, limited partnership, association, or any other legal entity.

13. To do any and every thing necessary and proper for the accomplishment of the objects enumerated or necessary or incidental to the benefit of the corporation.

14. Subject to the limitations as herein prescribed, the Corporation shall have the power to make payments for the purposes of the corporation herein referred to out of either the principal or the income of the Corporation, and to accumulate income from the property in its possession, provided that such accumulations are not unreasonable in amount, duration, use or investment, to such an extent that such accumulations result in a denial to the Corporation of exemption under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or a denial to the Corporation of the benefits of exemption from the payment of income taxes as provided under any applicable laws and statutes of the United States, whether now in effect or hereafter adopted.

15. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to the further limitation and condition that, notwithstanding any other provisions of these Articles, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended and by an organization to which contributions are deductible under section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE IV
Duration. Dissolution

The duration of this Corporation shall be perpetual. The Corporation may dissolve by majority vote of its entire Board of Directors. In the event of the dissolution of the corporation, the Board of Directors of the Corporation shall cause the assets of the Corporation to be applied and distributed as follows:

1. All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provisions shall be made therefor.

2. Assets held by the Corporation upon a condition which occurs by reason of the dissolution shall be returned, transferred or conveyed in accordance with such requirements; and
3. All of the remaining assets of the Corporation shall be transferred or conveyed to the Board of Trustees of the University of Alabama or its successor, if said corporation, or its successor shall qualify as a public corporation and an instrument of the state of Alabama or as an exempt organization under section 501(c) (3) of the Internal Revenue Code of 1986, as amended, and if said corporation or its successor shall not so qualify, then all of the remaining assets shall be transferred or conveyed to some other organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code of 1986, as amended.

ARTICLE V
Members

The corporation shall have no members.

ARTICLE VI
Directors

1. The number of Directors shall be thirteen (13), and the number of Directors shall not be increased or decreased except by a two-thirds (2/3) vote of the Board of Directors of the Corporation. The number of Directors of the Foundation shall never be less than nine (9).

2. The Board of Directors shall consist of three (3) classifications of Directors: (1) Ex-officio members, (2) public members, and (3) one faculty member. All Directors shall have voting privileges, and each Director shall be entitled to one vote on each matter to be voted upon by the Board of Directors. The number of Public Board Members shall always be one (1) more than the total number of non-public members of the Board of Directors. The Directors in each of the three (3) classifications shall be selected and determined in the manner hereinafter set forth.

3. There shall be five (5) ex-officio members of the Board of Directors: (1) the President of the University of Alabama at Tuscaloosa; (2) the Vice President of Financial Affairs of the University of Alabama at Tuscaloosa; (3) the Dean of the University of Alabama School of Medicine; (4) the Dean of the College of Community Health Sciences at the University of Alabama at Tuscaloosa and Associate Dean of the University of Alabama School of Medicine Tuscaloosa Program and (5) the Associate Dean of Clinical Affairs of the College of Community Health Sciences at the University of Alabama School at Tuscaloosa. The person holding each of these positions with The University of Alabama System shall serve as an ex-officio member of this Board of Directors so long as such person holds the said position with The University of Alabama System. Immediately upon termination by resignation or otherwise from this position with The University of Alabama System, such membership on the Board of Directors shall automatically cease. The successor to such position, whether appointed in interim or regularly, shall ipso facto become an ex-officio member of this Board of Directors. When an interim appointee to one of the aforesaid positions with The University of Alabama System has been replaced by a permanent appointee, then the membership of the interim appointee on this Board shall automatically cease and the regular appointee shall automatically become the Board
member to fill such vacancy. If such position is vacant and no person is designated to act in it on 
an interim basis, the respective ex-officio position on the Board of Directors shall remain vacant 
until such position is filled, but the Board shall continue to function and operate fully, and such 
vacancy shall not be deemed a default of the first paragraph of this Article.

4. There shall be one (1) Faculty Member of the Board of Directors who shall fulfill the 
   following qualifications:

   (a) be a full-time clinical faculty member of the University of Alabama School of 
       Medicine, Tuscaloosa Program,

   (b) be employed by the Corporation and

   (c) have been compensated for at least one year in accordance with the Corporation’s 
       compensation plan for physicians at University Medical Center who are engaged in an 
       ambulatory practice.

Each Faculty Board Member shall serve a three-year term and may be elected to up to one 
additional three year term. A Faculty Board Member who has served two three-year terms shall 
not be eligible to serve as a Faculty Board Member for three years, at which time he or she will 
again become eligible to serve as a Faculty Board Member if he or she then meets the 
qualifications listed above. At such time the Faculty Board Member ceases to meet the 
qualifications listed above, he or she shall immediately cease to be a member of the Board of 
Directors. The Faculty Board Member must be nominated and elected in accordance with the 
following procedures. Nominations may be made only by University Medical Center full-time 
clinical faculty members who are engaged in an ambulatory practice and who are compensated in 
accordance with the Corporation’s physician compensation plan (“UMC Clinical Faculty”). 

Emails will be sent to UMC Clinical Faculty to solicit nominations. After eligibility and 
willingness to serve are verified, either electronic or paper ballots will be circulated to the UMC 
Clinical Faculty (as defined above). The nominee receiving the majority affirmative vote of the 
UMC Clinical Faculty (as defined above) will be designated the Faculty Member of the Board. A 
Faculty Board Member may be removed upon the recommendation of the majority of the ex­ 
officio members of the Board.

5. There shall be seven (7) Public Members of the Board of Directors. The Public Board 
   Members shall be persons who are not employed in any capacity by The University of Alabama 
   System. The Public Board Members shall be selected by a majority vote of the Board of 
   Directors of the Corporation holding office at the time the term of any Public Board Member 
   expires or otherwise terminates. The Public Board Members shall serve terms of five (5) years. 
The terms of the Public Board Members shall be staggered so that no more than one-fifth 
(rounded to the next whole number) of the Public Board Members’ terms expire in any given 
year. A Public Board Member may succeed himself to one (1) successive full term on the Board 
but may serve out the remainder of an unexpired term and then serve one full term. A Public 
Board Member who has served two five-year terms shall not be eligible to serve as a Public 
Board Member for three years, at which time he or she will again become eligible to serve as a 
Public Board Member as long as he or she is not then employed in any capacity by the

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University of Alabama System. A Public Member of the Board may be removed by a majority vote of the other members of the Board for due cause.

6. The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute, by the Articles of Incorporation, or by By-Laws hereafter adopted, and any amendments to the foregoing.

7. In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized to make and alter the By-Laws of this Corporation.

8. Any action required or permitted to be taken at any meeting of the Board of Directors or of any Committee thereof may be taken without a meeting if, prior to such action, a written consent thereto is signed by all members of the Board or of such Committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or Committee. Any such written consent shall have the same force and effect as a resolution, duly resolved at a meeting of the Board or of such a Committee.

9. The Corporation may, in its By-Laws, confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statute.

10. Notwithstanding anything herein to the contrary, pursuant to Code of Alabama 1975, section 10-4-393, at least one member of the Board of Directors shall be a "qualified person" as defined in Code of Alabama 1975, section 10-4-382(5).

ARTICLE VII
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 Restated Articles of Incorporation or to add one or more additional provisions. The sole power to amend these Restated Articles of Incorporation shall rest in the Board of Directors. Such amendment may be approved by the affirmative vote of a majority of the members of the Board of Directors; provided however that any amendment to Article VI of these Articles of Incorporation shall require the affirmative vote of two-thirds (2/3) of the members of the Board of Directors and any amendment to Article X of these Articles of Incorporation shall require the affirmative vote of all the members of the Board of Directors.

ARTICLE VIII
Officers

The officers of the corporation shall include a President, Vice President, a Secretary and Treasurer, and such other officers as may be required by law or as the Board of Directors may from time to time determine. Anyone person may serve in more than one office, except the offices of President, Vice-President, and Secretary/Treasurer. Pursuant to Code of Alabama 1975, Section 10-4-393, the President and Vice-President shall always be a "qualified person" as defined in Code of Alabama 1975, Section 10-4-382(5).
ARTICLE IX
By-Laws

The Board of Directors shall adopt By-Laws for the management, regulation and control of the affairs, property and the operation of the Corporation provided, however, the said By-Laws shall not be inconsistent with the Restated Articles of Incorporation of this corporation or the laws of the state of Alabama. Neither the Restated Articles of Incorporation nor the By-Laws of this corporation shall be altered, amended or repealed unless by and with the consent and approval of said Directors in accordance with the provisions of Article VII hereof.

ARTICLE X
Indemnification of Officers and Directors

1. The Corporation shall, by action of the Board of Directors, have the power to indemnify any person who was or is a party or is threatened to be made a party to a threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a Director, officer, employee or agent of this Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. The termination of any action, claim, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such conduct was unlawful. Notwithstanding the foregoing, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

2. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees)
actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

3. To the extent that a Director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (1) and (2) of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, notwithstanding he has not been successful on any other claim, issue or matter in any such action, suit or proceeding.

4. Any indemnification under subsections (1) and (2) of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsections (1) and (2). Such determination shall be made (1) by the Board of Directors by a majority vote of quorum consisting of Directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable and a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

5. Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such claim, action, suit or proceeding as authorized in the manner provided in subsection (4) upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount if and to the extent that it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article.

6. The indemnification authorized by this Article shall not be deemed exclusive of and shall be in addition to any other rights (whether created prior or subsequent to the date of these Articles) to which those indemnified may be entitled under any statute, rule of law, provision of articles of incorporation, by-law, agreement, vote of disinterested directors or otherwise, both as to action in such official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

7. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability
asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article or any statute.

ARTICLE XI
Construction of Articles

1. 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.

2. The corporation shall be governed generally by the laws of the state of Alabama governing or applicable to nonprofit and professional corporations, including, but not limited to, the Alabama Nonprofit Corporation Act and Revised Alabama Professional Corporation Act.

The Corporation has no members. The foregoing Amended and Restated Articles of Incorporation were adopted at a duly called meeting of the Board of Directors on the ___ day of August, 2010, by a majority vote of the Directors in office.

These Amended and Restated Articles of Incorporation are being filed in the Office of the Judge of Probate of Tuscaloosa County, Alabama for the purpose of setting forth the amendments to the Articles of Incorporation approved by the Board of Directors and the restatement of the Articles of Incorporation in accordance with the requirements of Section 10-3A-84 of the Code of Alabama.

IN WITNESS WHEREOF, the undersigned officers of Capstone Health Services Foundation, P.C. have executed these Amended and Restated Articles of Incorporation with full authority this the ___ day of October, 2010.

CAPSTONE HEALTH SERVICES FOUNDATION, P.C.

By: ____________________________
    Karen Burgess, M.D.
    Its President

By: ____________________________
    Allison H. Arendale
    Its Secretary/Treasurer
VERIFICATION

I, Karen Burgess, M.D., President of Capstone Health Services Foundation, P.C., hereby verify that the foregoing Amended and Restated Articles of Incorporation of Capstone Health Services Foundation, P.C., were duly and correctly adopted by the Board of Directors of the Corporation and that the signatures appearing thereon are genuine and correct in all respects.

Dated the ___ day of August, 2010.

Karen Burgess, M.D.

STATE OF ALABAMA    )
TUSCALOOSA COUNTY  )

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Karen Burgess, M.D., whose name is signed as President of Capstone Health Services Foundation, P.C. to the foregoing Amended and Restated Articles of Incorporation, and who is known to me, acknowledged before me on this date that, being informed of the contents of said document, she executed the same voluntarily and with full authority on the day the same bears date.

Subscribed and sworn to before me on this the 15 day of October, 2010.

Charlotte C. Mills
Notary Public

My commission expires: April 11, 2014

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Apr 16, 2014
BONDED THRU NOTARY PUBLIC UNDERWRITERS