

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

FRANCES JONES MILLS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF AUTHORITY OF

SUNNER RADIOLOGY, P.C.

I, FRANCES JONES MILLS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that duplicate originals of an application of

SUNNER RADIOLOGY, P.C.

FALLATIN, TN

for a Certificate of Authority to transact business in this Commonwealth, duly signed and verified pursuant to the Provisions of Kentucky Revised Statutes Chapter 271A have been received in this office and comply to said statutes.

Accordingly, as Secretary of State, and by virtue of the authority vested in me by law, I do hereby issue this Certificate of Authority to transact business in this Commonwealth under the name of

SUNNER RADIOLOGY, P.S.C.



SECRETARY OF STATE

Witness my official signature and seal of office this 6TH
day of JUNE , 19 83 *at Frankfort, Kentucky.*

Frances Jones Mills
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

FRANCES JONES MILLS
Secretary



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FRANKFORT, KENTUCKY
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

JUN 06 1983

Frances Jones Mills
SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Chapter 271A of the Kentucky Revised Statutes, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the state of Kentucky and for that purpose submits the following statement:

- First: Name of Corporation Sumner Radiology, P.C. 300547
- Second: The name to be used in the state of Kentucky Sumner Radiology, P.S.C.
- Third: State or country of incorporation Tennessee, Sumner County
- Fourth: Date of incorporation October, 1982
and duration of incorporation perpetual
- Fifth: Address of principal office in the state or country of incorporation 581 East Bledsoe Street, Gallatin, TN 37066
- Sixth: Address of proposed registered office in Kentucky Franklin-Simpson Hospital, Franklin, KY 42134
and name of registered agent in Kentucky at the same address Clay Hurley
- Seventh: The purpose or purposes which said corporation intends to transact business in the state of Kentucky is to practice medicine and provide radiological services
- Eighth: The names and addresses of all the corporate directors and officers are as follows. Attach separate sheet if more space is needed.

NAME	OFFICE	ADDRESS
M. Alfred Todd, M.D.	President/Treasurer	581 East Bledsoe St. Gallatin, TN 37066
Mrs. M. Alfred Todd, M.D.	Secretary	" " "

Sole Director - M. Alfred Todd, M.D.

State of Tennessee



Department of State

I, GENTRY CROWELL, Secretary of State of the State of Tennessee, do hereby certify that the annexed is a true and correct copy of the Charter of

SUMNER RADIOLOGY, INC.

which was filed in this office on October 1, 1982

with document locator number 00323 00734

and amendment thereto;

(1) October 4, 1982, with document locator number 00323 01509
Filing Restated Charter - Changing the name from SUMNER
RADIOLOGY, INC. to:

SUMNER RADIOLOGY, P.C.



IN WITNESS WHEREOF, I have hereto affixed my signature
and the Great Seal of the State, at Nashville, this _____
day of _____ in the year of our Lord
nineteen hundred _____

Gentry Crowell
Secretary of State

SECRET
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CHARTER

OF

SUMNER RADIOLOGY, INC.

The undersigned natural person, having capacity to contract and acting as the incorporator of a corporation under the Tennessee General Corporation Act, adopts the following Charter for such corporation:

1. The name of the corporation is: Sumner Radiology, Inc.
2. This corporation will exist perpetually unless dissolved in the manner prescribed by law.
3. The address of the principal office of the corporation in the State of Tennessee shall be 581 East Bledsoe Street, Gallatin, Tennessee 37066, County of Sumner.
4. The corporation is for profit.
5. The purposes for which the corporation is organized are to provide office managerial, organizational, and supportive services of a non-professional nature to doctors in the practice of medicine and to engage in any lawful act or activity for which corporations may be organized under the Tennessee General Corporation Act.
6. The corporation shall have all general powers possessed by corporations organized under the General Corporation Act, including all powers necessary or convenient to effect any or all of the Corporate purposes determined by the Board of Directors.
7. The maximum number of shares which the corporation shall have the authority to issue is one thousand (1,000) shares, with no par value.
8. The corporation will not commence business until consideration of one thousand Dollars (\$1,000) has been received for the issuance of shares.

Dated this 1st day of October, 1982.


H. Dennis Little, Jr.,
Incorporator

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RESTATED CHARTER
OF
SUMNER RADIOLOGY, INC.

UNDER SECTION 48-304 OF THE GENERAL CORPORATION ACT
Pursuant to the provisions of Section 48-304 of the Tennessee
General Corporation Act, the undersigned corporation adopts the
following restated charter:

I.

ARTICLE ONE: The name of the corporation is: Sumner Radiology,
P.C.

ARTICLE TWO: This corporation will exist perpetually
unless dissolved in the manner prescribed by law.

ARTICLE THREE: The address of the principal office of the
corporation is: 581 East Bledsoe Street, Gallatin, Tennessee
37066, County of Sumner.

ARTICLE FOUR: The professional corporation is for profit,
and is formed to practice the profession of medicine, as set
forth in Article Five.

ARTICLE FIVE: The professional corporation elects to be
governed by the provisions of the Tennessee Professional Corpo-
ration Act. The general nature of the business to be transacted
by this professional corporation is:

The practice of medicine by a graduate physician or physicians
licensed to practice in the State of Tennessee, the furnishing of
related clinical services and the lease and purchase of such real
and personal property as is necessary for the rendering of its
practice.

To contract debts, borrow money, issue and sell or pledge
bonds, notes or other evidences of indebtedness and to execute
such mortgages, transfers of corporate property or other instru-
ments to secure the payment of corporation indebtedness as re-
quired.

The investment of funds in real estate, mortgages, stocks
and bonds, or any other type of investments, but only if such
investments are: the principal business of the corporation.

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To purchase the assets of or to merge or consolidate with any other professional corporation engaged in the same character of business.

The redemption, purchase, retention, sale or transfer of its capital stock.

The creation of employee benefit plans and trusts incidental thereto.

ARTICLE SIX: The maximum number of common shares which the Corporation shall have the authority to issue is One Thousand (1,000) shares with no par value.

ARTICLE SEVEN: The professional corporation will not commence business until consideration of at least one thousand dollars (\$1,000.00) has been received for the issuance of shares.

ARTICLE EIGHT: The professional corporation shall be governed by a board of directors, the number of which is to be fixed in the bylaws adopted for the professional corporation. If the bylaws allow the board to change the number of directors, it shall be done by a majority vote by such board. However, no decrease in the number of directors shall shorten the term of any incumbent director. The sole member or a majority of the members of the board shall be licensed to practice medicine in the State of Tennessee. However, if the board includes persons not so licensed, the bylaws must direct the board to create a standing committee of licensed members and vest the responsibility for decisions relating wholly to professional considerations in such committee.

ARTICLE NINE: No shares of this professional corporation shall be issued to, held by or transferred to anyone other than an individual who is a graduate physician licensed to practice in the State of Tennessee, and who, unless disabled, is actively engaged in such practice, and each certificate shall be appropriately endorsed disclosing this restriction.

ARTICLE TEN: This charter may be amended in the manner provided by Section 49-302 of the Tennessee General Corporation Act.

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ARTICLE ELEVEN: The board of directors are hereby given the power to adopt the bylaws necessary to conduct orderly and proper functions of the professional corporation as provided by law.

ARTICLE TWELVE: In the event a shareholder dies or retires, his share in the professional corporation shall be either redeemed or cancelled by the professional corporation or transferred to a person or persons authorized to hold the shares within six (6) months after the date of death or retirement, and the shares held by the shareholder who becomes legally disqualified from practicing the profession for which the professional corporation is organized shall be so redeemed, cancelled or transferred within ninety (90) days after the disqualification becomes final. The board of directors are directed to adopt bylaws providing the procedure for the redemption or transfer of such shares in the event a shareholder becomes disqualified, retires or dies.

II.

1. The date the original charter was filed by the Secretary of State was October 1, 1982.

2. The restated charter amends the charter as specified below and was duly authorized by unanimous written consent of the shareholders on October 1, 1982. The above Articles have been substituted in lieu of the following deleted Articles 1 and 4 through 8.

1. The name of the corporation is Sumner Radiology, Inc.
4. The corporation is for profit.
5. The purposes for which the corporation is organized are to provide office managerial, organizational, and supportive services of a non-professional nature to doctors in the practice of medicine and to engage in any lawful act or activity for which corporations may be organized under the Tennessee General Corporation Act.
6. The corporation shall have all general powers possessed by corporations organized under the General Corpora-

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tion Act, including all powers necessary or convenient to effect any and all of the Corporate purposes determined by the Board of Directors.

7. The maximum number of shares which the corporation shall have the authority to issue is one thousand (1,000) shares, with no par value.

8. The corporation will not commence business until consideration of one thousand dollars (\$1,000.00) has been received for the issuance of shares.

3. The board of directors shall replace the original stock certificates by exchanging them for stock certificates which reflect the change of name of the corporation and include the required restrictive legend.

I, the undersigned, apply to the State of Tennessee by virtue of the laws of such state for filing of the foregoing Restated Charter, with the Secretary of State, this 14 day of October, 1982.

SUMNER RADIOLOGY, INC.

ATTEST:

Lucy Ellen Murphy

By:

H. Stennis Little, Jr.,
Acting Secretary

KING, BALLOW & LITTLE
LAW OFFICES
FIRST AMERICAN CENTER
NASHVILLE, TENNESSEE 37203

(615) 259-1400

FRANK S. KING, JR.
ROBERT L. BALLOW, P.C.
H. STEPHEN LITTLE, JR., P.C.
L. MICHAEL ZINSER
JOHN H. OWENS, JR.
DR. HAROLD L. LARBY
GARY V. WEBSTER
RICHARD C. LOWE

ROBERT D. KAMENSHINE
OF COUNSEL

ALEX B. SHIPLEY, JR.
(1942-1970)

RICHARD F. RUSSELL
DIANE P. WEIS
GERALD A. SMITH, JR.
CLAUDIA W. DICKERSON
R. EDDIE WAYLAND
B. GAIL REESE
LIMMY L. ESIER
D. JEFFERSON HERRING
JAMES T. HIATT
SAMUEL A. BARON
STEPHEN P. SILBERLING
J. ALLEN REYNOLDS III
RACHAEL S. BLUM
JAMES P. THOMPSON
MARK J. MINSKY
W. EUGENE JESSUP

ADMITTED IN ALABAMA ONLY

June 3, 1983

Secretary of State
Commonwealth of Kentucky
Frankfort, KY 40601
ATTN: Corporations

TO WHOM IT MAY CONCERN:

Enclosed are the documents required for Sumner Radiology, P.C., to make application for a Certificate of Authority. Also enclosed is a check for \$35.00 for the filing fee. Please let me know if there are any problems.

Sincerely yours,


Sue Ellen Murphy

SEM/bws

Enclosures

SECRETARY OF STATE
RECEIVED

JUN - 6 1983

COMMONWEALTH OF KENTUCKY