

11-15-83  
D-834556

ARTICLES OF INCORPORATION  
OF  
PREPARED CHILDBIRTH, INC.

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WE, the undersigned incorporators, hereby form and establish a corporation for profit under the laws of the State of Kansas.

ARTICLE ONE

The name of this corporation is Prepared Childbirth, Inc.

ARTICLE TWO

The location of the its principal place of business in this state is, 3911 Edgemont, Wichita, Sedgwick County, Kansas.

ARTICLE THREE

The location of its registered office in this state is 3911 Edgemont, Wichita, Sedgwick County, Kansas. Janice Kay VanSickle will be resident agent.

ARTICLE FOUR

The corporation is organized for profit and the nature of its business, or objects or purposes to be transacted, promoted or carried on are to do any or all of the things herein mentioned, as fully and to the same extent as natural persons might or would do, including specifically the following powers:

(a) To engage in any lawful act or activity for which a corporation may be organized under the Kansas Corporation Code as set forth in K.S.A. 17-6102.

(b) To purchase, subscribe for, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness and other securities, contracts, or obligations of any other corporation or corporations, association or associations, domestic or foreign, and to pay therefor in whole or in part in cash or by exchanging therefor stocks, bonds or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any

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such real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness, or other securities, contracts, or obligations; to receive, collect and dispose of the interest, dividends and income arising from such property, and to possess and exercise in respect thereof, all the rights, powers and privileges of ownership, including all voting powers on any stocks so owned.

(c) To enter into, make, perform and carry out contracts of every kind for any purpose, without limit as to amount, with any person, firm, association or corporation, municipality, county, state, or any other municipal or governmental subdivision, United States of America or any foreign government.

(d) To take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, lease (either as lessor or as lessee) and otherwise dispose of, and to invest, trade, deal in and deal with goods, supplies, wares, merchandise, and all other personal property of every class and description.

(e) To purchase, acquire, own, hold, use, lease (either as lessor or as lessee), grant, sell, exchange, subdivide, mortgage, convey in trust, manage, improve, construct, operate and generally deal in and with any and all real estate, improved or unimproved, or interest therein of any kind or character, including oil and/or or gas leases, and royalties, and to hold, manage, operate, explore, develop, sell, encumber and otherwise dispose of the same and to erect, and contract for real estate, improved or unimproved, stores, office buildings, manufacturing plants, and other buildings, and any and all other property of every kind and description, real, personal, and mixed, wheresoever situated, whether within or without the State of Kansas.

(f) To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

(g) To borrow or raise monies for any of the purposes of the corporation and, from time to time, without limit as to amount to draw,

make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquire, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

(h) To loan to any person, firm or corporation any of its funds, either with or without security. To lend or borrow money with or without security, and for such length of time as it may deem proper; to give or to take any note or other written evidence of indebtedness from monies so loaned or borrowed, the same to mature in such time and in such manner and to bear such interest as it may be deemed proper; and to secure any monies so borrowed or owing by executing and delivering any mortgages or liens upon its real and/or personal property.

(i) To issue bonds, notes debentures, or other obligations of this corporation from time to time for any of the objects or purposes of this corporation and to secure the same by mortgage, deed of trust, pledge or otherwise, or to issue the same unsecured; to purchase or otherwise acquire its own bonds, debentures, or other evidence of indebtedness, or obligations, to purchase, hold, sell and transfer the shares of its own capital stock to the extent and in the manner provided by the laws of the State of Kansas, as the same are now enforced, or may hereafter be amended.

(j) To purchase, hold, sell and transfer the shares of its own capital stock; provided, it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted directed or indirectly.

(k) To charge, receive and collect any fees, commissions, or other compensation for any services it may perform for and on behalf of any person, firm or corporation, whatsoever.

(l) To carry on any business whatsoever, either as principal or agent, or both, or as a partnership, which this corporation may deem proper or convenient in connection with any of the foregoing purposes, or otherwise, or for which may be calculated directly or indirectly to promote the interests of this corporation, or to enhance the value of its property or business; to conduct its business in this state and other states, in the District of Columbia, and the territories and colonies of the United States of America, and foreign countries.

(m) To do and perform any and all acts or things which may be necessary or required by the laws of any other state to qualify to do business in such state as a foreign corporation.

(o) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Kansas upon corporations formed under the General Corporation Law of the State of Kansas, as such laws are now in effect or may at any time hereafter be amended, and to do any or all the things hereinbefore set forth to the same extent as natural persons might or could do.

(p) The objects and purposes specified in the foregoing clause, shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this certification of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

#### ARTICLE SIX

This corporation is authorized to issue one thousand (1,000) shares of common stock without par value.

The common stock of this corporation shall be issued upon the following terms:

(a) The corporation shall have the first lien on all shares of capital stock and upon all dividends declared upon the same for any

indebtedness of the respective holders thereof to the corporation, and no transfer shall be completed until made on the books of the corporation and the officers and directors of the corporation may refuse to transfer such certificates if the original stockholder is in anywise indebted to the corporation.

(b) Before there can be a valid sale or transfer of any of the stock of this corporation, other than to this corporation or to the spouse or child of the holder of said stock, the holder of said stock to be sold or transferred shall give notice in writing to the corporation and to each of the record holders of stock of the corporation of his or her desire to sell and transfer said stock, which notice shall set forth fully the price, terms and conditions of any existing bona fide offer to purchase and the name of the person making said offer. Said written notice shall be sent by registered mail to the corporation at its registered office and to each of said record holders of stock at his or her last known address.

(c) The corporation shall have the exclusive right for a period of twenty days from the receipt by it or said written notice within which to elect to purchase said stock at the same price and upon the same terms and conditions as those contained in said bona fide offer of purchase, provided, that if the corporation does not elect within such time to purchase said stock then the record holders of stock shall have the exclusive right for a period of ten days thereafter to elect to purchase said stock at the same price and upon the same terms and conditions as those contained in said bona fide offer of purchase, provided that if any of said record holders of stock elect to purchase said stock being offered for sale, they shall mail by registered mail to said holder desiring to sell, written notice of such election to purchase.

(d) In the event two or more record holders of stock so elect to purchase the stock being offered for sale, each shall have the right to purchase the proportion of said stock being offered which the number of shares of stock of the corporation owned by him bears to the total number of shares of stock owned by all those electing to purchase. If neither

this corporation nor any record holder of stock so elects to purchase, then said holder desiring to sell may accept the bona fide offer to purchase and make a valid sale and transfer of the stock which he is offering for sale, only upon the terms and conditions contained in said notice and only to the bona fide purchaser named in said notice.

(e) In the event the party desiring to sell and transfer stock of the corporation procures and files with the secretary of the corporation the written consent and waiver of the provisions and restrictions contained in this paragraph signed by all of the other record holders of the stock of this corporation, then such party shall have the right to make a valid sale and transfer of said stock without being required to comply with the provisions hereof.

(f) The shares of stock of this corporation shall be non-assessable and shall be the private property of the stockholders and shall not be subject to the payment of corporation debts, nor shall the owners or holders of the stock of this corporation be liable for debts or obligations of the corporation.

#### ARTICLE SEVEN

In furtherance and not in limitation of the general powers conferred by the laws of the State of Kansas:

(a) The stockholders shall have the power to adopt, amend, alter, or repeal all of the bylaws of this corporation by the affirmative vote of a majority of the stockholders at any regular annual meeting, or at any special meeting, if notice of the proposed alteration be contained in the notice of the special meeting.

(b) Whenever a compromise or arrangement is proposed between this corporation and its stockholders or any class of them, any court of competent jurisdiction within the State of Kansas, on the application in an summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 104 (17-6901) of the general corporation code of Kansas or on the application of trustees in dissolution or of any receiver or receivers appointed for this

corporation under the provisions of Section 98 (17-6808) of the general corporation code of Kansas, may order a meeting of the creditors or class of creditors, or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization, if sanctioned by the court to which the said application has been made shall be binding on all the creditors or class of creditors, or on all the stockholders or class of stockholders of this corporation, as the case may be, and also on this corporation.

ARTICLE EIGHT

The names and places of residence of the incorporators are:

Nancy Sue Smith, SSN [REDACTED]  
1005 Dalton  
Wichita, Kansas 67207

Janice Kay VanSickle, SSN [REDACTED]  
3911 Edgemont  
Wichita, Kansas 67208

IN WITNESS WHEREOF, we have hereunto subscribed our names this 17th day of November, 1983.

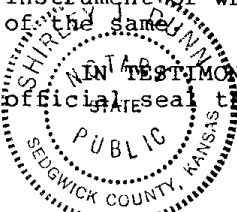
[REDACTED]  
Nancy Sue Smith

[REDACTED]  
Janice Kay VanSickle

STATE OF KANSAS )  
                          ) SS:  
SEDGWICK COUNTY )

BE IT REMEMBERED, that on this 17th day of November, 1983, before me, the undersigned, a Notary Public, in and for the county and state aforesaid, came Nancy Sue Smith and Janice Kay VanSickle, who are personally known to me to be the same persons who executed the within instrument of writing, and such persons duly acknowledged the execution of the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.



Shirley J. [Name]  
Notary Public

My Appointment Expires: 6/16/86