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AMENDED AND RESTATED BYLAWS
OF
MOREHOUSE MEDICAL ASSOCIATES, INC.

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ARTICLE I

NAME, PURPOSES, POWERS AND RELATED MATTERS

1.1 Name and Purposes

The name and purposes of the corporation (hereinafter referred to as the "Corporation") shall be as set forth in the Second Restated Articles of Incorporation of Morehouse Medial Associates, Inc. (the "Articles of Incorporation")

1.2 Location

The location of the principal office of the Corporation shall be 20 Westview Drive, S.W., Atlanta, Georgia. The Board of Directors of the Corporation (the "Board") may change the location of the principal office upon filing the necessary documents with the Secretary of State; provided, however, that the principal office of the Corporation shall be located in the State of Georgia.

1.3 Additional Offices

The Corporation may have additional offices at such place or places, within or without the State of Georgia, as the Board may from time to time determine or the business of the Corporation may require, subject to the laws of the jurisdiction in which the office is established.

1.4 Powers

The powers of the Corporation and of its directors, officers, committees, shareholders, and members, and all matters concerning the conduct and regulation of the affairs of the Corporation, including the matter of accomplishing the purposes of the Corporation, shall be subject to the provisions of the Articles of Incorporation and these Bylaws.

1.5 Corporate Seal

The Corporate seal shall be in such form as the Board of Directors may from time to time determine.

1.6 Fiscal Year

The fiscal year of the Corporation shall, unless otherwise decided by the Board, end on June 30 in each year. The Board is authorized to change the fiscal year from time to time, as it deems appropriate.

1.7 Registered Office and Agent

The Corporation shall maintain a registered office and shall designate a

registered agent whose place of business shall be the registered office. The Board may from time to time change the location of the registered office and/or the identity of the registered agent.

1.8 Articles and Bylaws

All references in these Bylaws of the Articles of Incorporation and the Bylaws shall be construed to mean the Articles of Incorporation and the Bylaws as they may be amended from time to time.

ARTICLE II

SHAREHOLDERS

2.1 Shareholders

Each full-time member of the clinical medical faculty of Morehouse School of Medicine, Inc. (the "School") who fulfills the following requirements shall be issued, at par value, one share of stock of the Corporation and shall have all the rights and privileges of a shareholders of the Corporation:

- (a) The faculty member must be licensed to practice medicine in the State of Georgia and actively engaged in the practice of medicine.
- (b) The faculty member must be a full-time member in good standing of the clinical medical faculty of the School.
- (c) The shareholder must agree to be bound by and comply with the terms and conditions of the School's Medical Faculty Practice Plan (the "Plan").

2.2. Disqualification

Upon the death of permanent disability of a shareholder or in the event a shareholder at any time fails to satisfy the qualifications set forth in Section 2.1 hereof, such shareholder's share of common stock of the Corporation shall be redeemed by the Corporation for its par value within thirty (30) days of the event giving rise to the redemption.

2.3 Rights, Privileges, Immunities, Obligations, and Liabilities of Shareholders

The rights, privileges, immunities, obligations, and liabilities of the shareholders shall be herein specified:

- (a) A shareholder shall be under no financial obligation to the Corporation or its creditors other than the obligation to pay the full consideration due the Corporation with reference to the share of common stock held by him.
- (b) Shareholders shall have no preemptive rights
- (c) All decisions regarding the use and application of income generated by the Corporation shall be vested in the School, the Board of Directors or the Professional Practice Council ("PPC"), as provided by these Bylaws and the Plan.

ARTICLE III

SHAREHOLDERS MEETINGS

3.1 Shareholder Approval

Matters which require shareholder approval shall be limited to those matters which, by provisions of these Bylaws or by law, expressly call for shareholder action. In no event shall any shareholder be permitted to vote on the amount of compensation to be paid by the Corporation to any of its shareholders/employees.

3.2 Annual Meeting

The annual meeting of shareholders shall be held on or before February 15 in each year (or if the annual meeting is not held before February 15 and February 15 a legal holiday in the place where the meeting is to be held, on the next succeeding business day not a legal holiday) for the purpose of transacting any and all business that may properly come before the meeting. The purpose of which the annual meeting shall be held shall include the election of shareholder members of the Board of Directors, the delivery of the annual financial report of the Corporation, and for such other purposes as may be prescribed by law, by the Articles of Incorporation, by these Bylaws, or as may properly come before the meeting.

3.3 Substitute Annual Meeting

If the annual meeting is not held on the day designated in Section 3.2 hereof, any business which might properly have been acted upon at that meeting by the shareholders may be acted upon at any subsequent shareholder's meeting held pursuant to these Bylaws.

3.4 Special Meetings

Special meetings of the shareholders may be called at any time by the President, by a majority of the duly elected directors of the Corporation, or by shareholders holding 25% or more voting shares of the Corporation. Upon any such call or application, a special meeting shall be called by the Secretary, by any other officer or director. Such call or application shall state the day, hour, place and purpose of the meeting and shall be delivered to the Secretary no later than fourteen (14) days prior to the date of such meeting.

3.5 Place of Meetings

Meetings of shareholders may be held at any place within or without the State of Georgia, as stated in the Notice thereof, or in the event of a meeting held pursuant to a waiver of notice, as may be stated in the waiver, or if no place is so specified, at the registered office of the Corporation.

3.6 Notice of Meetings

Unless waived, a written or printed notice of each meeting of the shareholders, stating the day, hour and place of such meeting and the purposes for which the meeting is being held, shall be given by the Secretary, not less than ten (10) days or more than thirty (30) days before the date of the meeting, to each shareholder by leaving such notice with him or at his residence or usual place of business, or by mailing it, postage prepaid, and addressed to such shareholder at his usual or last known business or residence address. In the case of an annual or substitute annual meeting, the notice of the meeting need not state the purpose or purposes of the meeting. In case of death, absence, incapacity or refusal of the Secretary to give such notice, such notice may be given by any other officer, or by the person or persons calling the meeting.

3.7 Waiver of Notice

No notice of a meeting of shareholders need be given to any shareholder who waives notice therefore by a writing signed by said shareholder, if said written waiver is filed with the presiding officer before or at the meeting. In addition, no notice need be given to any shareholder who is present, in person or by proxy, at a meeting to which such shareholder was entitled to notice, except where the shareholder attends the meeting for the sole express purpose of objecting to the transaction of business because such meeting is allegedly not lawfully called.

3.8 Quorum

At any annual or special meeting of shareholders, the presence, in person or by proxy, of the holders of more than 50% of the shares outstanding and entitled to vote shall constitute a quorum, but a lesser number may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice.

3.9 Voting

Each outstanding share shall entitle the holder of such share to one vote on each matter submitted to a vote at a meeting of shareholders; provided, however, that no shareholder shall be permitted to vote on the amount of compensation to be paid by the Corporation to any of its shareholders/employees. If a quorum is present, a majority of the shares outstanding and entitled to vote which are represented at any meetings shall determine any matter properly coming before the meeting, except where a larger vote is required by law, by the Articles of Incorporation or by these Bylaws. The shareholders at a meeting where a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum. Voting on all matters shall be by voice vote or by show of hands, unless any qualified voter, prior to voting on any matter, demands vote by ballot.

3.10 Proxies

A shareholder entitled to vote pursuant to Section 3.9 hereof may vote in person or by proxy executed in writing by the shareholder. The proxy shall not be valid after one month from the date of its execution, unless a longer period is expressly stated therein; but in no event shall a proxy be valid for more than ninety (90) days from the date of its execution. If the validity of any proxy is questioned, it must be submitted to the Secretary for examination or to a proxy officer appointed by the person presiding at

the meeting. The Secretary, or if appointed, the proxy office, shall determine the validity or invalidity of any proxy officer in the minutes of the shareholders meeting, and the minutes of said meeting shall be prima facie evidence of the facts stated therein for the purpose of establishing the presence of a quorum at such meeting, the validity of said proxies, and for all other purposes. All proxies shall be filed with the Secretary before being voted, and once filed, shall entitle holder thereof to vote at any adjourned session of meeting named in such proxy; but shall not be valid after the final adjournment of such meeting.

3.11 Presiding Officer

The President or his designee shall preside at all shareholder meetings. The presiding officer may appoint such other persons as he deems necessary to assist with such meetings.

3.12 Adjournment

Any meeting of the shareholders, whether or not a quorum is present, may be adjourned by the holders of the majority of the voting shares represented at the meeting to reconvene at a specific time and place. At any such reconvened meeting at which a quorum is represented or present, any business may be transacted which could have been transacted at the meeting which was adjourned.

3.13 Action by Consent

Any action required or permitted to be taken at any meeting of the shareholders may be taken without a meeting if written consent, setting forth the action so take, shall be signed by persons who would be entitled to vote at a meeting whose shares having voting power to cast not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote were present and voted, provided that no such consent shall be effective unless the requirements of Section 14-2-112(d) of the Georgia Business Corporation Code are met and the written consents are filed with the Secretary. Such consents so filled shall have the same effect as the vote of the shareholders at an annual or special meeting of shareholders.

3.14 Telephone

Shareholders may participate in any annual or special meeting of shareholders by means of conference telephone, teleconferencing equipment, or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at said meeting.

Conference Meetings

Shareholders may participate in any annual or special meeting of shareholders by means of conference telephone, teleconferencing equipment, or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at said meeting.

3.15 Procedure

All meetings of the shareholders shall be governed as to procedure by Robert's Rules of Order to the extent that Robert's Rules of Order may conflict with any express provisions of these Bylaws, the Articles of Incorporation, or applicable law, in which case the applicable Bylaw, Article of Incorporation or law shall govern.

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ARTICLE IV
SHARE CERTIFICATES

4.1 Form of Certificate

Certificate of stock of the Corporation shall be in such form as may be from time to time determined by the Board and shall contain such references, notations and other material as may be required by these Bylaws, the Articles of Incorporation or applicable law.

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4.2 Issue of Certificate

Each share of the Corporation shall receive a certificate for one share of common stock of the Corporation. The value of each share of common stock shall be one dollar (\$1.00), which shall be paid by a shareholder upon issuance of a share to him. The School may advance shareholder funds by which to purchase said shares as long as any funds advanced are repaid to the School within twelve (12) months of such advance together with interest thereon at 10 percent per annum. Share certificates shall be issued consecutively, shall be in registered form, and shall indicate the date of issue; and all information shall be entered on the Corporation's books. Each certificate shall be signed by the President or Vice President and the Secretary or an Assistant Secretary and shall be sealed with the seal of the Corporation or facsimile thereof. If such certificate is countersigned by a transfer agent or registrar who is not a director, officer or employee of the Corporation, the signature of said officers may be

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facsimiles. If any officer who has signed, or whose facsimile signature has been placed upon such certificate, shall cease to be an officer before the certificate is issued, it may be issued by the Corporation with the same effect as if the person who signed such certificate, or whose facsimile signatures appear thereon, were such officer at the time of issue.

4.3 Nonassignability

Shares of stock of the Corporation shall not be transferable, assignable, or pledgeable, nor shall said shares appreciate in value, bear interest or premiums, or accrue to its holder or any other person any right to dividends or other distribution of profit or property, whether real or personal, of the Corporation. The shares of stock of Corporation shall be subject to the restrictions of transfer imposed by the Articles of Incorporation and these Bylaws.

4.4 Stock Legend

Each share of stock in the Corporation shall have the following legend typed or printed on the face thereof:

NOTICE: The share represented by this certificate may be held only by a full-time clinical faculty member of Morehouse School of Medicine who is licensed to practice medicine in the State of Georgia, is actively engaged in the practice of medicine and agrees to be bound by and comply with the terms and conditions of the Morehouse School of Medicine Medical Practice Plan. This certificate may not be transferred, assigned or pledged, nor does it bear interest or premiums, and no dividends or other distributions or property, whether real or personal, shall accrue to its holder or to any other person.

4.5 Lost, Stolen or Destroyed Certificates

The Board may determine the conditions upon which a new certificate may be issued in place of any certificate of stock alleged to have been lost, stolen, mutilated or destroyed. The Board may, in its discretion, require the owner of a lost, stolen, mutilated or destroyed certificate, or his legal representative, to give a bond, sufficient in the opinion of the Board, with or without surety, to indemnify the Corporation against any loss or claim which may arise by reasons of the issue of such new certificate.

4.6 Cancellation and Redemption

In the event that the Secretary or other officer of the Corporation is notified or determines that a shareholder is no longer qualified under Section 2.1 hereof to be a shareholder, the Secretary shall demand immediate surrender of said shareholder's

certificate of stock in the Corporation, and upon the surrender of said said person the par value thereof. In the event that a stock certificate within thirty (30) days after a demand therefore, the Secretary shall certificate. All redemptions and cancellations of stock certificates shall on the books of the Corporation.

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4.7 Record Date

The record date for determining shareholders having the right vote at, a meeting of shareholders shall be at the close of business o preceding the day on which notice of such meeting is given. The rec determining the shareholders for any other purpose shall be at the ck the day next preceding the date on which the Board acts with respect

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**ARTICLE V
BOARD OF DIRECTORS**

5.1 Powers

The Board shall have the general management and control of affairs and funds of the Corporation, and may exercise all of the power professional corporation except for those specifically vested by law, th Incorporation or these Bylaws in other persons or entities. In particul have responsibility for, without limitation, approving policy decision, th long-range planning decision, and all actions of the PPC. The Board s power to alter, amend, repeal or adopt Bylaws where such power is n exclusively to the shareholders, and provided the Bylaws at no time s inconsistent with law or the Articles of Incorporation.

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5.2 Initial Directors

The incorporators of the Corporation shall select the initial dire Corporation who shall serve until a succeeding Board of Directors is e annual meeting of shareholders, or at such other meeting of sharehol for the purpose of electing such directors, whichever comes first.

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5.3. Qualifications and Number

There shall be three (3) classes of directors. Class I directors three (3) directors who shall be the President of the School, the Dean

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a member of the School's Board of Trustees appointed by the President of the Corporation with the approval of the School's Board of Trustees. Each Class I director shall serve as director of the Corporation as long as such director continues to serve in the official capacity at the School described above.

Class II directors shall consist of three (3) chairmen of recognized clinical medical departments of the School who are also shareholders. Class II directors shall be elected by the shareholders at an annual meeting. Class II directors shall hold office until the third annual meeting after their election, and thereafter until a qualified successor shall be appointed or until said Class II director's earlier resignation, removal, disqualification, retirement, withdrawal, incapacity or death.

Class III directors shall consist of three (3) shareholders who are not chairman of recognized medical departments of the School. Shareholders shall elect Class III directors and they shall hold office until the second annual meeting after their appointment, and subsequent Class III directors shall hold office for three (3) year terms, and thereafter until a qualified successor shall be appointed or until said Class III director's earlier resignation, removal, disqualification, retirement, withdrawal, incapacity or death.

Any Class I or Class III director shall be disqualified from serving as such at any time such director ceases to be a shareholder or, where applicable, a chairman of a recognized clinical medical department of the School.

5.4 Chairman of the Board

The Class I director who is the President of the School shall be the Chairman of the Board of Directors. The Chairman of the Board shall preside at all annual and special meetings of the Board. Except as otherwise provided in these Bylaws, the Chairman of the Board shall appoint the members of all committees of the Board and their chairman, and shall perform such other duties as may from time to time be assigned by the Board.

5.5 Vice Chairman of the Board

The Class I director who is a member of the School's Board of Trustees shall be the Vice Chairman of the Board. The Vice Chairman of the Board shall, in the absence, disability or refusal of the Chairman of the Board, or at the direction of the Chairman of the Board, perform the duties and exercise the powers of the Chairman of the Board.

The Vice Chairman of the Board shall have such other duties and powers as may be assigned from time to time by the Board.

5.6 Number of Votes of Directors

All directors shall have one vote on each matter submitted to a vote at a meeting of the directors; provided, however, that directors who are also shareholders shall not be permitted to vote on the amount of compensation to be paid by the Corporation to its shareholders/employees; provided, further, that shareholder members of the Board may vote on the amount to be paid by the Corporation to the School, provided that any vote to decrease such amount shall be subject to the approval of the Board of Trustees of the School.

5.7 Removal

The Class I director appointed by the President of the Corporation may be removed from office by the President, with approval of the School's Board of Trustees, with or without cause, at any time. Class II directors may be removed from office, with or without cause, by a majority vote of the remaining directors. Class III directors may be removed from office, with or without cause, by a majority vote of the remaining directors, or by a two-thirds (2/3) vote of the shareholders. Removal action may be taken at any director's meeting or, where applicable, meeting of the shareholders, where notice of the proposed removal has been duly given. A removed director's successor shall be appointed at the same meeting at which a director is removed, and the successor shall serve the unexpired term of the removed director.

5.8 Vacancies

Any Class II or Class III director may resign his appointed at any time by giving written notice of the same to the entire Board. Except as is provide in Section 5.7 hereof, upon the resignation, removal, incapacity, retirement, withdrawal, disqualification or death of any Class II or Class III director, a majority of the then remaining directors shall appoint his successor by majority vote. Such success shall serve for the unexpired term of the director to whose position he is succeeding. A director shall be considered incapacitated if, for any reason, he shall be unable to carry on the duties of his office, as determined by a majority vote of the remaining directors. In the even of removal of the Class I directors appointed by the President, the President shall appoint said director's successor, with the approval of the School's Board of

Trustees, within thirty (30) days after said removal. In the event of a resignation, incapacity, retirement or death of a Class I director, such director's interim or permanent successor assuming said director's official duties at the School shall also succeed to and assume said director's appointment as a Class I director. If an interim successor to a Class I director is appointed by the School's Board of Trustees, said interim successor shall only assume said director's appointment as a Class I director until a permanent successor at the School is appointed by the Board of Trustees, at which time, said permanent successor shall succeed to said director's position as a Class I director.

5 Compensation

No director shall receive any compensation for his services as a member of the Board, as such is provided, however, that any director may be reimbursed for necessary expenses incurred by him in the performance of his duties as a director. A director may also serve the Corporation in a capacity other than that of director and receive such compensation, as determined by the Board subject to approval of the Trustees, to be fair and reasonable for services rendered in such capacity.

ARTICLE VI

COMMITTEES OF THE BOARD

6 Ad hoc Committees

The Board may establish such committees with such duties and powers as the Board may deem appropriate to assist in carrying on powers as the Board may deem appropriate to assist in carrying on the business of the Corporation, and the Board or its Chairman may appoint the members of such committees. The Board may establish an Executive Committee of the Board to transact all business of the Board during the period between meetings of the Board, with such powers and duties as the Board may deem appropriate. The chairman of any committee established by the Board shall submit an annual report of committee activities to the Board at the Board's annual meeting. The Chairman of the Board shall be an ex-officio member of all committees of the Board.

ARTICLE VII

MEETINGS OF DIRECTORS AND COMMITTEES

7.1 Annual Meeting

(a) Directors. The Board of Directors shall meet annually following the annual meeting of shareholders.

(b) Committees. Annual meetings of Committees shall be held at such place, time and date as shall be fixed by the chairman of each Committee.

7.2 Regular and Special Meetings

(a) Directors. The regular and special meetings of the Board may be called by the Chairman of the Board or the Treasurer of the Corporation, or by any two directors in office at that time, upon proper notice of the same to the Board.

The Chairman of the Board, or in his absence, the Vice Chairman of the Board, shall preside at all regular and special meetings of the Board.

(b) Committees. Regular and special meetings of Committees may be called by the Chairman of such Committee, by a majority of the members of such Committee, by the Board, or by the Chairman of the Board, upon proper notice of the same to the members of such Committee.

7.3 Place of Meetings

The Board and Committees may hold their meetings at any place, within or without the State of Georgia, as the Board or chairman of the Committee, respectively, may from time to time establish for regular meetings, or as may be set forth in the notice of any special or regular meeting, or in the event of a meeting held pursuant to a waiver of notice, as may be set forth in the waiver.

7.4 Notice of Meetings

(a) Directors. Notice of an annual, special or regular meeting of the directors shall be given to each director and shall include the time, place and in the instance of a special meeting, the purpose of such meeting. Such notice shall be given by mailing a notice of the meeting or by communicating such notice by telephone, telegraph, cablegram or hand delivery at least five (5) days before the date of the meeting. Notice shall be deemed to have been given by telegraph or cablegram at the time notice is filed with the transmitting agency.

When notice is given to a director by mail, the notice shall be sent first class by registered mail by deposit in the same in a post office or letter box in a postage prepaid, sealed envelope addressed to the director at his address as it appears in the books of the Corporation, and such notice shall be deemed to have been given at the time the same is deposited in the United States mail.

(c) Committees. Notice of a regular or special meeting of a Committee shall include the day, time, and place of such meeting. Such notice shall be given orally or in writing at least two (2) days before the date of the meeting. For the purposes of this Article, notice shall be deemed given when received by the member of the Committee.

7.5 Notification

No notice of a meeting need be given to any director or member of a committee entitled to notice who waives notice thereof by a writing signed by such director or committee member, whether written before or after the meeting to which the waiver pertains, if such written waiver is filed with the records of the corporation. No notice need be given to any director or Committee member who is either present in person or represented by proxy at a meeting to which such director or committee member was entitled to notice, except where such director or Committee member attends the meeting for the sole express purpose of objecting to the transaction of business because such meeting is allegedly not lawfully called.

7.6 Quorum

(a) Directors. At any annual, regular or special meeting of the Board, the presence in person or by proxy, of more than one-third (1/3) of the voting power of the directors then in office shall be necessary to constitute a quorum for the transaction of business; but in no case shall less than three (3) directors be necessary to constitute a quorum. If a quorum is not present, those directors present may adjourn the meeting from time to time, and the meeting may be held as adjourned without further notice.

(b) Committees. At any meeting of a Committee the presence, in person or by proxy, of more than one half (1/2) of the members of the Committee shall be necessary to constitute a quorum for the transaction of business, but a lesser

number may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice.

7.7 Voting

(a) Directors. Except as may be otherwise provided by law or in these Bylaws, the vote of directors holding a majority of the voting power of those directors present in person or by proxy, at a meeting at which a quorum is present, shall constitute a valid act of the Board of Directors.

(b) Committee. Except as may otherwise be provided in the Bylaws or by law, the vote of a majority of Committee members present in person or by proxy at a Committee meeting, at which a quorum is present, shall constitute a valid act of such committee.

7.8 Proxies

Directors and Committee members may be present at meetings, and vote, by proxy in the same manner as shareholders, pursuant to Section 3.10 of these Bylaws. At directors' meetings, the Secretary or his designee shall act as proxy officer. At Committee meetings, the Chairman or his designee shall act as proxy officer.

7.9 Action without Meeting

An action required of a committee may be taken at any meeting of the Board or a Committee, or may be taken without a meeting if written consent thereto shall be signed by all the persons entitled to notice of such meeting and such written consent is filed with the presiding officer before the meeting. Said action by consent shall be effective upon its filing with the presiding officer. Such consent so filed shall have the same effect as a unanimous vote of the Board or a Committee, respectively, at a duly called and held meeting of the Board or a Committee.

7.10 Presiding Officer

The Chairman of the Board or his designee shall preside at all meetings of the Board. The Chairman of each Committee or his designee shall preside at each meeting of a Committee.

7.11 Telephone Conference Meetings

Members of the Board and Committee members may participate at any duly called meetings to which they are entitled to notice by teleconferencing equipment in the same manner as shareholders pursuant to Section 3.14 of these Bylaws.

7.12 Adjournment

Any meeting of the Board or a Committee may be adjourned in the manner set forth in Section 3.12 of these Bylaws.

7.13 Proceedings

All meetings of the Board or a Committee shall be governed as to procedure in the manner set forth in Section 3.15 of these Bylaws.

ARTICLE VIII

OFFICERS

3.1 Enumeration

The offices of the Corporation shall be a President, a Vice President, a Treasurer, a Secretary, and such other officers, including additional Vice Presidents, as the Board may from time to time determine. Unless otherwise provided for in these Bylaws, officers of the Corporation need not be shareholders, directors, or trustees or officers of the School. Two or more offices may be held by the same person, except the offices of the President and Secretary shall, at all times, be held by different person.

3.2 Initial Officers

The initial officers shall be elected by incorporators of the Corporation and shall serve until the first annual meeting of the Board or until a meeting of directors is called for the purpose of electing such officers, whichever shall occur first.

3.3 Election

Except as may otherwise be provided herein, officers shall be elected at an annual meeting of the Board by a majority vote of the Board.

3.4 President

The President of the School shall be the President of the Corporation. The President's duties shall include, but not limited to, joint authority with the Secretary to make binding contracts on behalf of the Corporation; the power to hire and fire Corporation employees, to sign checks and to represent the Corporation in all official

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3.6 Secretary

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shareholders. Such books shall be
shareholder, any member of the
or any Trustee of the School. The
required by law of by these Bylaws. He
ords, contracts and other documents.
he Corporation, where necessary or
require his signature. In the absence,
ere no Vice President has been
assigned by the Board, the Secretary
ty be assigned to him from time to

8.7 Treasurer

The Board shall elect one of its members to serve as Treasurer of the Corporation. The Treasurer shall be the administrator and the chief fiscal officer of the Corporation. Subject to the direction and control of the Board and the PPC, the Treasurer shall have general charge of the financial affairs of the Corporation. Except as may otherwise be provided in these Bylaws, the Treasurer shall have care and custody of all funds, securities and valuable papers belonging to the Corporation and shall receive, collect, deposit and disburse the same at the direction of the Board and the PPC. The Treasurer shall, at the request of the Board or the President, and at least annually, render a full and true account of all receipts and disbursements of the Corporation. The Treasurer shall have power to endorse for deposit or collection all notes, checks, drafts, and other obligations and orders for the payment of money to the Corporation, and to keep books of account, which shall be the property of the Corporation and open to inspection at all reasonable times by the Board and the PPC. The Treasurer shall have such other duties and powers as may be assigned to him from time to time by the Board or the President. The Treasurer may delegate his powers and duties to such persons, entities, or firms as the Treasurer may deem appropriate.

8.8 Unlicensed Officers

Notwithstanding any other provision of these Bylaws, any officer or director of the Corporation who is not licensed to practice medicine in the State of Georgia shall have no authority, nor exercise any powers, nor perform any duties, which would involve the rendering of professional medical services, constitute the practice of medicine or which would relate wholly to any professional medical consideration of any sort.

8.9 Bond

The Board may, by resolution, require any or all of the officers, director, agents or employees of the Corporation to give a bond for the faithful performance of the duties of his office or position in such form and amount, and with such surety of sureties, as the Board may require, and to comply with such other conditions as may from time to time be required by the Board.

Term, Removal and Vacancies

Officers elected by the Board shall serve until the second annual meeting of the after their election, and thereafter until a qualified successor shall be elected or their earlier resignation, removal, retirement, disqualification, withdrawal, incapacity or death. Any officer or agent elected by the Board may be removed by a majority vote of the Board at any meeting with respect to which notice of such proposed removal has been given the persons entitled to vote thereat. The President and Vice President shall serve in their respective positions as officers as long as they maintain their respective appointments as the School as President and Dean. In the event of resignation, incapacity, retirement or death of either such officer, such officer's interim permanent successor assuming said officer's official duties at the School shall also be deemed to and assume said officer's position as officer of the Corporation.

Compensation

The officers occupying the positions of President and Treasurer shall receive no compensation for their services as such officers. The compensation, if any, of all other officers of the Corporation shall be as determined from time to time by the Board and such compensation shall be fair and reasonable. Officers shall be reimbursed for necessary expenses incurred in the performance of their duties as officers of the Corporation.

ARTICLE 3

PROFESSIONAL PRACTICE COUNCIL

Members

The PPC shall have general and active management of the day-to-day operation of the Corporation. The PPC shall be responsible for the administration of the Corporation, including general supervision of the policies of the Corporation and the financial and active management of the financial affairs of the Corporation. In addition, the PPC shall be vested with the sole authority with respect to the management of the professional medical practice of the Corporation and its shareholders, and shall be solely responsible for making decisions related to the practice of medicine or professional operations of any sort. The PPC shall recommend to the Board rules and regulations for governing the professional conduct of shareholders. The PPC shall also

received and review all reports concerning the professional performance of shareholders at the School, School approved facilities and in other professional settings. All actions of the PPC shall be subject to ratification by the Board. In the event of any dispute concerning the jurisdiction of the PPC, the decision of the President of the Corporation thereon shall be conclusive and binding.

9.2 Classification and Number

There shall be three (3) classes of members of the PPC. Class I members shall consist of three (3) persons who shall be the Dean of the School and chairmen of the Schools Department of Medicine and Surgery. Class II directors shall consist of two (2) chairmen of the remaining recognized clinical medical departments of the School who are also shareholders. Class II member of the PPC shall be elected at the annual meeting of shareholders by the shareholders who are chairmen of the recognized clinical medical departments of the School. Class III members of the PPC shall consist of three (3) shareholders who are not chairmen of the recognized clinical medical departments of the School. Such non-chair shareholders shall elect the Class III members of the PPC at the annual meeting of shareholders.

9.3 Term

Each Class I member of the PPC shall serve as a member of the PPC for so long as such member continues to serve in the official capacity of the School described in Section 9.2 of these Bylaws. The initial Class II and Class III members of the PPC shall draw straws for one (1) one-year term, two (2) two-year terms and two (2) three year terms. Thereafter, all Class II and Class III members of the PPC shall serve for three-year terms; provided; however, that no Class II or Class III members of the PPC may serve for more than three (3) consecutive terms. Any Class II or Class III member of the PPC shall be disqualified from serving as a member of the PPC in the event such member ceases to be a shareholder, or where applicable, a chairmen of a recognized clinical medical department of the School.

9.4 Vacancies

In the event of the resignation, incapacity, retirement or death of a Class I member of the PPC, such member's permanent successor assuming said member's official duties at the School shall also succeed to and assume said member's appointment as a Class I member of the PPC. During the period prior to the

appointment of a permanent successor to the position at the School vacated by the Class I member of the PPC, the vacancy among Class I members may be filled by a Class II or Class III member of the PPC appointed by the Dean of the School, after consultation with the Board, to serve as an interim Class I member or may remain unfilled until such time as the vacating Class I member's permanent successor is appointed.

Any Class II or Class III member of the PPC may resign as such at any time by giving written notice of the same to the entire PPC. Upon resignation, removal, incapacity, retirement, withdrawal, disqualification or death of any Class II or Class III director, the vacancy of the PPC left thereby may be filled by a shareholder or a chairman of a recognized clinical medial department of the School, as the case may be, appointed by the Dean of the School or elected at a special meeting of the shareholders to fill the vacancy for the remainder of the unexpired term.

9.5 Chairman of the PPC

The Dean of the School shall serve as Chairman of the PPC and shall preside at all meetings of the PPC.

9.6 Vice Chairman of the PPC

A Vice Chairman of the PPC shall be elected by the members of the PPC from the membership of the PPC at each Annual Meeting (as defined below) of the PPC. No member of the PPC may serve as Vice Chairman for more than three (3) consecutive terms. The Vice Chairman of the PPC shall, in the absence, disability or refusal of the Chairman of the PPC or at the direction of the Chairman of the PPC, perform the duties and exercise the powers of the Chairman of the PPC.

9.7 Voting

All members of the PPC except the Chairman of the PPC shall have one vote on each matter submitted to a vote at a meeting of the PPC; provided, however, that members who are also shareholders shall not be permitted to vote on the amount of compensation to be paid by the Corporation to its shareholders/employees. The Chairman of the PPC shall have the right to cast vote in the case of a tie vote among the other members of the PPC. Except as may otherwise be provided by law or in these Bylaws, the vote of the members of the PPC holding a majority of the voting power of those members present, in person or by proxy, at a meeting at which a

quorum is present, shall constitute a valid act of the PPC. Members of the PPC may be present at meetings and vote by proxy in the same manner as shareholders pursuant to Section 3.10 of these Bylaws.

9.8 Meetings

The PPC shall meet as least once each month. The monthly meeting which is held in May of each year shall be known as the Annual Meeting. The monthly meetings held in October, January, April and July of each year shall be known as the Quarterly Meetings. Special meetings of the PPC may be called by the Chairman of the PPC or by a majority of the members of the PPC. Members of the PPC may participate at any duly called meeting to which they are entitled to notice by teleconferencing equipment in the same manner as shareholders pursuant to Section 3.14 of these Bylaws. Any meeting of the PPC may be adjourned in the manner set forth in Section 3.11 of these Bylaws. Any action required or permitted to be taken at any meeting of the PPC may be taken without a meeting if written consent is signed by all the persons entitled to notice of such meeting and such written consent is filed with the Chairman of the PPC before or at such meeting. Such consent shall have the same effect as the unanimous vote of the PPC at the duly called and held meeting of the PPC.

9.9 Notice

Notice of each Annual, Quarterly, regular or special meeting of the PPC shall be given to each member and shall include the date, time, place and agenda for such meeting. Notice shall be given by mailing a notice of the meeting or by communicating such notice by telephone, telegraph, cablegram or hand delivery at least five (5) days before the date of the meeting. Notice shall be deemed to have been given by telegraph or cablegram at the time notice is filed at the transmitting agency. Whenever notice is given by mail, the notice shall be sent first class mail by depositing the same in a post office of letter box in a postage prepaid sealed envelope addressed to the member at this address as it appears in the books of the Corporation, and such notice shall be deemed to have been given at the time that same deposited in the United States mail.

9.10 Meeting Agenda

The agenda for each regular meeting shall include (1) a follow-up report on pending business; (2) a report on the income and expenses of the Corporation and any

proposals for operation of the Corporation; (3) a review of recommendation for the addition of shareholders to the Corporation; and (4) a review of the professional performance of the Corporation's shareholders/employees in light of relevant standards for the practice of medicine. The agenda for each Quarterly Meeting shall include a report on proposed expenditures of corporate income. The agenda for the Annual Meeting shall include a report on the business plan and proposed budget for the next fiscal year.

9.11 Quorum

At any Annual, Quarterly, regular or special meeting of the PPC, the presence, in person or by proxy, of three (3) voting members of the PPC (not including the Chairman of the PPC) shall be necessary to constitute a quorum for the transaction of business. If a quorum is not present, those members present may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice.

ARTICLE X

INDEMNIFICATION AND INSURANCE

10.1 Actions Not in the Right of the Corporation

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 action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer 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 actions, suit or proceeding if he acted in a manner he reasonably believed to be or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had not reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea *nolo contendere* or its equivalent, shall not, of itself, create a presumption that a person did not act in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any

criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

10.2 Actions in the Right of the Corporation

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 action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact he was director or officer of the Corporation, or is or was serving the request of the Corporation as a director or officer 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; provided, however, 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 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 the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

10.3 Mandatory Indemnification

To the extent that a person indemnified hereunder has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 10.1 and 10.2 of these Bylaws, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

10.4 Authorization of Indemnification

Any indemnification under Sections 10.1 and 10.2 of these Bylaws (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 or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 10.1 and 10.2 of these Bylaws. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties of such action, suit or proceeding, or (ii) if such a quorum is not obtainable or a

quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

10.5 Advancement of Expenses

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this article.

10.6 Indemnification and Advancement Not Exclusive

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw or resolution approved by the affirmative vote of the holders of a majority of the shares entitled to vote thereon taken at a meeting the notice of which specified that such Bylaw or resolution would be placed before the shareholders as to action by a director or officer in his official capacity and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

10.7 Insurance

The Corporation and its officers shall have power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer 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.

10.8 Notice to Shareholders

If, under this article, any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the shareholders or by an insurance carriers pursuant to insurance maintained by the Corporation, the Corporation shall, not later than the next annual meeting of shareholders unless such meeting is held within three (3) months from the date of such payment, and, in any event, within fifteen (15) months from the date of such payment, send by first class mail to its

shareholders of record at the time entitled to vote for the election of directors statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

10.9 Reimbursement of Payments

Any payments made to any director, officer, employee, or shareholder of the Corporation, including, without limitation, payments as salaries, commissions, bonuses, fees, interest, or rents, which is determined by the Internal Revenue Service or the Georgia Department of Revenue to have inured to the benefit of a private person in violation of the laws governing tax-exempt organizations shall be reimbursed to such director, officer, employee, or shareholder to the Corporation to the full extent of the private inurement. It shall be the duty of the Board of Directors to enforce the reimbursement of all such amounts. In the event any such director, officer, employee, or shareholder fails or refuses to reimburse such amounts upon demand made by the Corporation, the Corporation may, without limiting any other remedies it may have, withhold from future payments due and owing to such director, officer, employee, or shareholder, an amount or amounts sufficient to reimburse the Corporation to the full extent of such private inurement.

ARTICLE XI

MISCELLANEOUS

11.1 Sale or Transfer of Corporate Property

Any sale or transfer of any stock, bond, security or any other property standing in the name of the Corporation, shall be valid only if signed by the Corporation acting through any two officers. Any transfer signed in this manner, having affixed thereon the seal of the Corporation, shall in all respects bind the Corporation as fully and completely as if such transaction had been authorized by a specific vote of the Board, and any person, firm or corporation to whom a copy of this Section 11.1 shall have been certified by the Secretary shall be entitled to rely thereon until notified of its repeal.

11.2 Voting Stock in Other Corporations

Whenever the Corporation shall own stock of another corporation, the Treasurer, acting either in person or by proxy, may exercise in the name on behalf of the

Corporation all voting and subscription rights thereof, but the Board may, from time to time, delegate like authority to any one or more other persons.

11.3 Execution of Writings

Unless the Board shall otherwise provide, any bill, note, check or other negotiable instrument shall be made, signed, accepted, or endorsed in the name and on behalf of the Corporation, and any other contract or written instrument whatsoever shall be signed, sealed with the corporate seal, acknowledged and delivered in the name and on behalf of the Corporation by either the President or the Treasurer.

11.4 Execution of Certifications

Any action taken by the shareholders, the Board of Directors or any Committee thereof of the PPC at any meeting may be certified by the officer whose duty it is to keep the minutes of such meeting or by the officer of director presiding thereat; and any such certificate shall be conclusive evidence for all purposes that the action so certified was taken.

11.5 Gender

Unless the context otherwise clearly expresses, in these Bylaws or any amendment thereto, the masculine, feminine and neuter genders shall each be deemed to include masculine, feminine and neuter.

ARTICLE XII

DISSOLUTION, CHARITABLE PURPOSES

12.1 No Division or Appropriation

None of the funds, property or net income of the Corporation shall be divided among, inure to, or confer a private benefit upon the shareholders, directors or officers of the Corporation or any other private person, or be used or appropriated for purposes of that than those set forth in the Corporation's Articles of Incorporation or these Bylaws.

12.2 Dissolution

In the event that the Corporation is dissolved or liquidated, none of the funds, property or net income of the Corporation shall be distributed to, divided among, inure to, or confer a private benefit upon the shareholders, directors or officers of the Corporation or any other private person, by the same shall be disposed of in accordance with the terms of the Articles of Incorporation.

ARTICLE XIII
AMENDMENTS

13.1 Directors

Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, none of these Bylaws may be amended, altered, supplemented or repealed at any meeting of the Board except by an affirmative vote of not less than a majority of the voting power of the Board at a duly called, noticed and held meeting of the Board. Not later than seven (7) days prior to the meeting of shareholders next following the amendment, alteration, addition or repeal by the Board of any Bylaw, notice of the same shall be given to all shareholders. Any Bylaw amended, altered, supplemented or repealed by the Board may be amended, altered, supplemented or repealed by the shareholders.

13.2 Shareholders

Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, no Bylaw shall be amended, altered, supplemented or repealed by the shareholders at any meeting except by an affirmative vote of three-fourths (3/4) of the votes of all shareholders at a duly called, noticed and held meeting of the shareholders.

13.3 Annual Meeting Date

No change in the date of the annual meeting of shareholders may be made within fourteen (14) days before the date fixed in these Bylaws for such meeting.