

**ARTICLES OF INCORPORATION
OF
MY MEDICAL NEIGHBORHOOD COALITION ON HEALTH, INC.**

**ARTICLE I
NAME**

The name of this Corporation is "My Medical Neighborhood Coalition on Health, Inc."

**ARTICLE II
NON-PROFIT STATUS**

The Corporation shall be a nonprofit corporation organized and operated pursuant to the Georgia Nonprofit Corporation Code (O.C.G.A. Section 14-3-101 et. seq.) (the "Act").

**ARTICLE III
DURATION**

The Corporation shall have perpetual duration.

**ARTICLE IV
PURPOSES**

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). In furtherance thereof, but without limitation thereon, the Corporation shall advance collaboration by all stakeholders in achieving a healthier community in various communities through increased community understanding and acceptance of the most cost-effective healthcare delivery systems and use of medical services, including without limitation, innovative care coordination, clinical integration, dissemination of clinical healthcare data and other advances in health care delivery and health and wellness programs. Specifically, the charitable and educational purposes of the Corporation shall be accomplished by: (i) accumulating health-related information with respect to healthcare delivery matters and creating community-wide forums for the exchange of such health-related information; (ii) advancing the purposes of the American Recovery and Reinvestment Act of 2009, consistent with structures advised by the U.S. Department of Health and Human Services by developing, operating and maintaining a health information exchange ("HIE") to facilitate the electronic use and exchange of health-related information, including evidence-based measures, designed to reduce healthcare costs, improve healthcare quality, safety and efficiency with the objective of providing the general public in the communities served by the HIE with better health care quality at lower costs and efficiencies on account of the HIE; (iii) promoting, sponsoring and conducting educational workshops, seminars and other similar programs, which shall provide instruction to the public on subjects useful to the individual and beneficial to the community which would be open to the general public; (iv) disseminating reports of surveys, research and other studies on healthcare delivery matters, which shall be available to the general public; (v) encouraging healthful lifestyles and preventative care to the general public; and (vi) engaging in such other activities as may be necessary to achieve these charitable and educational purposes.

ARTICLE V
POWERS

Except as otherwise provided in these Articles of Incorporation, the Corporation shall have the power and authority to do all things and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives enumerated in these Articles of Incorporation or any amendment hereof, necessary or incidental to the protection and benefit of the Corporation, and, in general, either alone or in association with other associations, corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment, attainment, or furtherance of the purposes and objectives of the Corporation.

The Corporation shall have power to receive, accept and administer donations, in money or in property, either without restriction or restricted to such purposes as the donor may provide; provided, however, such purposes are within the purposes of the Corporation, and any such restricted donations shall be used for the purposes to which restricted.

ARTICLE VI
LIMITATIONS

The Corporation is not organized and shall not be operated for profit or pecuniary gain. Notwithstanding any other provisions contained in these Articles of Incorporation, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member of its Board of Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. The Corporation shall not, except as an insubstantial part of its activities, attempt to influence legislation by propaganda or otherwise and shall not participate or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Code Section 501(c)(3).

Notwithstanding any other provisions contained in these Articles of Incorporation, during any taxable year or taxable years in which the Corporation constitutes a "private foundation" as described in Code Section 509(a), the Corporation must distribute its income for each taxable year at such time and in such manner so as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall be prohibited from all of the following: (a) engaging in any act of "self-dealing" (as defined in Code Section 4941(d)); (b) retaining any "excess business holdings" (as defined in Code Section 4943(c)); (c) making any investments in such manner so as to subject the Corporation to tax under Code Section 4944; (d) making any taxable expenditure (as defined in Code Section 4945(d)); and (e) violating any other Code provision applicable to the Corporation while it is a "private foundation".

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, (i) dispose of all its assets exclusively for the purposes of the Corporation in such manner as the Board of Directors shall determine, or (ii) distribute its assets to such organization or organizations, organized and

operated exclusively for charitable, educational, or scientific purposes as shall at that time qualify as an exempt organization or exempt organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the superior court of the county in which the Corporation's registered office is located, exclusively for exempt charitable, educational, or scientific purposes or to such organization or organizations as said court shall determine are organized and operated exclusively for such purposes.

ARTICLE VII **DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors of the Corporation and the method of election shall be set out in the Bylaws of the Corporation.

ARTICLE VIII **REGISTERED OFFICE AND PRINCIPAL OFFICE**

The registered office of the Corporation is at 160 S. Industrial Blvd., Calhoun, Georgia 30701 and the registered agent at such address is Kimberlee A. Johns. The mailing address of the principal office of the Corporation is at 160 S. Industrial Blvd., Calhoun, Georgia 30701.

ARTICLE IX **DEFINITIONS**

For purposes of these Articles of Incorporation, "charitable purposes" include charitable, educational, religious, literary, and scientific purposes within the meaning of Section 501(c)(3) of the Code, contributions for which are deductible under Section 170(c)(2) of the Code. All references in these Articles of Incorporation to sections of the Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under its sections and provisions.

ARTICLE X **MEMBERS**

The Corporation shall have members as provided in the Bylaws of the Corporation.

ARTICLE XI **DIRECTOR AND OFFICER LIABILITY AND INDEMNIFICATION**

No Director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of duty of care or other duty as a Director if he or she acted in a manner he or she 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 his or her conduct was unlawful. Notwithstanding the preceding sentence, no Director's liability shall be limited or eliminated for any action with respect to which exculpation is prohibited by Section 14-3-202(b)(4) of the Act. If the Act is amended after the effective date of this Article XI to

authorize corporate action further limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be limited to the fullest extent permitted by the Act, as so amended. Any repeal or modification of the foregoing paragraph by the Directors of the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is a legal representative, is or was a Director, shall be indemnified and held harmless by the Corporation to the fullest extent authorized and allowable by the Act as the same exists or may hereafter be amended (but in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Act permitted the Corporation to provide prior to such amendment), against all expenses, liability, and loss (including attorneys' fees, judgments, fines, excise taxes under Section 4958 of the Code, ERISA excise taxes, or penalties, and amounts paid or to be paid in settlement) actually and reasonably incurred or suffered by such person in connection with any such proceeding. Such indemnification shall continue as to a Director who has ceased to be a Director and shall inure to the benefit of the Director's heirs, executors, and administrators. Except with respect to proceedings to enforce rights to indemnification by a Director, the Corporation shall indemnify any such Director in connection with a proceeding (or part thereof) initiated by such Director only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Article XI shall be a contract right. Notwithstanding the preceding provisions of this paragraph, no Director shall be indemnified for expenses or losses to the extent such indemnification is prohibited by the Act.

The Corporation shall pay for or reimburse, to the maximum extent permitted by law, the actual and reasonable expenses incurred by a Director who is a party to a proceeding in advance of final disposition of the proceeding if the Director furnishes the Corporation a written undertaking, executed personally or on his or her behalf, to repay any advances if it is ultimately determined that he or she is not entitled to indemnification for such expenses under this Article XI or otherwise. The undertaking must be an unlimited general obligation of the Director but need not be secured and may be accepted without reference to such Director's financial ability to make repayment.

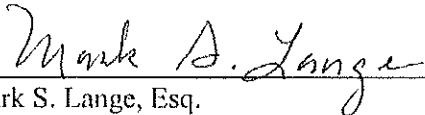
Officers, employees and agents of the Corporation shall be entitled to the same rights, standards of conduct and indemnification as shall Directors, as set forth in this Article XI.

ARTICLE XII
INCORPORATOR

The name and address of the incorporator is:

Mark S. Lange, Esq.
Baker & Hostetler LLP
1170 Peachtree Street, NW
Suite 2400
Atlanta, Georgia 30309

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of the 20th day of July, 2018.



Mark S. Lange, Esq.
Incorporator

BAKER & HOSTETLER LLP
1170 Peachtree Street, NW
Suite 2400
Atlanta, Georgia 30309
(404) 256-6686

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Brian P. Kemp
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
2 Martin Luther King Jr. Dr. SE
Suite 313 West Tower
Atlanta, Georgia 30334
(404) 656-2817
sos.georgia.gov/corporations

TRANSMITTAL INFORMATION FORM
GEORGIA PROFIT OR NONPROFIT CORPORATION

IMPORTANT Please provide the entity's primary email address when completing this form.
Primary Email Address: mslange@bakerlaw.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1.
Corporate Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank)
My Medical Neighborhood Coalition on Health, Inc.
Corporate Name (List exactly as it appears in articles.)

2. Mark S. Lange
Name of Person Filing Articles of Incorporation (Certificate will be mailed to this person at email address listed below.)
1170 Peachtree Street, NE, Suite 2400
Address
Atlanta GA 30309
City State Zip Code
mslange@bakerlaw.com 404-256-6686
Filer's Email Address Telephone Number

3. Kimberlee A. Johns
Name of Registered Agent in Georgia
160 S. Industrial Blvd.
Registered Office Street Address in Georgia (Post office box or mail drop not acceptable for registered office address.)
Calhoun Gordon GA 30701
City County State Zip Code
Kimberlee_Johns@mohawkind.com
Registered Agent's Email Address

4. Mail the following items to the Secretary of State at the above address:
- 1) This transmittal form;
 - 2) The Articles of Incorporation; and
 - 3) Filing fee of \$100.00 payable to Secretary of State. Filing fees are non-refundable.

I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publication fee of \$40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located. (The clerk of superior court can advise you of the official organ in a particular county.) I understand that the information on this form will be entered in the Secretary of State business entity database, and I certify that the above information is true and correct to the best of my knowledge.

Mark S. Lange
Signature of Authorized Person
Mark S. Lange
Print name

July 20, 2018
Date