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03/13/2002	200207200888	DOMESTIC ARTICLES/NON-PROFIT (ARN)	125.00	.00	.00	.00	.00

Receipt

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SCHOTTENSTEIN, ZOX & DUNN
41 S. HIGH STREET, SUITE 2600
ATTN: SHARON K. FERGUSON
COLUMBUS, OH 43215

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

1305771

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

ACCESS HEALTHCOLUMBUS

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC ARTICLES/NON-PROFIT

Document No(s):

200207200888



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 12th day of March, A.D.
2002.

J. Kenneth Blackwell
Ohio Secretary of State

ARTICLES OF INCORPORATION

(Under Chapter 1702 of the Ohio Revised Code)
Non-Profit Corporation

The undersigned, desiring to form a corporation, not for profit, under Sections 1702.01 et seq of the Ohio Revised Code does hereby state the following:

FIRST: The name of said corporation shall be:

Access HealthColumbus

SECOND: The place in Ohio where its principal office is to be located is Columbus, Franklin County, Ohio.

THIRD: The corporation is formed exclusively for nonprofit charitable, scientific, or educational purposes, within the meaning of and to the fullest extent permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted and as the same may be amended from time to time (the "Internal Revenue Code"), including to improve access to health care for vulnerable persons residing in Franklin County, Ohio.

FOURTH: The following persons, not less than three, shall serve said corporation as directors until the first annual meeting or other meeting called to elect directors:

Philip H. Cass, PhD
Columbus Medical Association Foundation
431 East Broad Street
Columbus, OH 43215

Richard A. Vincent
Osteopathic Heritage Foundation
1100 Dennison Avenue, Second Floor
Columbus, Oh 43201

Paula A. Spence
5191 Colt Court
Westerville, OH 43081

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FIFTH: In furtherance of the purposes set forth herein, the corporation shall do any and all acts and things and exercise any and all powers which now or hereafter may be lawful under the provisions of Section 1702.01, et seq. of the Ohio Revised Code and Section 501(c)(3) of the Internal Revenue Code.

- SIXTH: Upon the dissolution of the corporation, or the winding up of its affairs or other liquidation of its assets, the Board of Directors shall, after paying or making provision for the payment of all the corporation's liabilities, dispose of all the corporation's assets exclusively for the purposes of the corporation, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, in such manner as the Board of Directors shall determine.
- SEVENTH: No part of the net earnings, if any, of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private individuals, except that the foregoing shall not be deemed to prevent (i) the payment of reasonable compensation for services rendered; (ii) the payment and distribution of any funds or assets to an organization which is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code; and (iii) payments and distributions upon liquidation, dissolution, or winding up of the corporation pursuant to these Articles. No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- EIGHTH: Whenever the corporation is a "private foundation" as defined in Section 509 of the Internal Revenue Code, the corporation shall not do the following:
- a. Engage in any act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code that would give rise to any liability for any tax imposed by Section 4941 of the Internal Revenue Code.
 - b. Retain any "excess business holdings" as defined in Section 4943(c) of the Internal Revenue Code that would give rise to any liability for any tax imposed by Section 4943 of the Internal Revenue Code.
 - c. Make any investment that would jeopardize the carrying out of the corporation's exempt purposes, within the meaning of Section 4944 of the Internal Revenue Code so as to give rise to any

liability for any tax imposed by Section 4944 of the Internal Revenue Code.

- d. Make any "taxable expenditures" as defined in Section 4945(d) of the Internal Revenue Code that would give rise to any liability for any tax imposed by Section 4945 of the Internal Revenue Code.

Whenever the corporation is a "private foundation" within the meaning of Section 509 of the Internal Revenue Code, the corporation shall distribute at such time and in such manner, for each taxable year, amounts at least sufficient to avoid liability for any tax imposed by Section 4942 of the Internal Revenue Code.

NINTH: The corporation shall not have members.

TENTH: The Directors present in person at a meeting held for such purpose may adopt amendments to these Articles of Incorporation by an affirmative vote of a majority of Directors in office if a quorum is present at such meeting.

IN WITNESS WHEREOF, I have subscribed my name on March 6, 2002
(date)

Signature: Peter A. Pavarini Incorporator

Name: Peter A. Pavarini



J. Kenneth Blackwell

Prescribed by:
J. Kenneth Blackwell
 Secretary of State
 30 East Broad St. 14th Floor
 Columbus, Ohio 43266-0418

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of
Access HealthColumbus
 (name of corporation)

hereby appoint **Mercury Agent Company** to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is:

41 South High Street, Suite 2600

(street address)

Columbus

(city)

, Ohio

43215

(zip code)

Note: P.O. Box addresses are not acceptable

Signature: *Peter A. Pavarini*

Name: **Peter A. Pavarini, Incorporator**

Signature: _____

Name: _____

Signature: _____

Name: _____

ACCEPTANCE OF APPOINTMENT

The undersigned, **Mercury Agent Company**, named herein as the statutory agent for
Access HealthColumbus, hereby acknowledges and accepts the appointment of
 statutory agent for said corporation.

Signature: *Richard A. Banhart*

Statutory Agent

Its: *Vice President*