

DOMESTIC
NONPROFIT CORPORATION

STATE OF MAINE

RESTATED
ARTICLES OF INCORPORATION

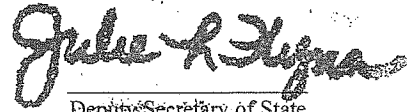
Medical Care Development, Inc.

(Name of Corporation as it appears on the records of the Secretary of State)

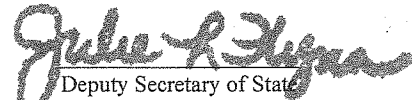
M

File No. 19660044ND Pages 4
Fee Paid \$ 20
DCN 2142651600016 REST
-----FILED-----
09/22/2014

ipose.


Deputy Secretary of State

A True Copy When Attested By Signature


Deputy Secretary of State

Pursuant to 13-B MRSA §805, the undersigned corporation adopts these Articles of Restatement:

FIRST: The restatement set out in Exhibit A attached contains the same information and provisions as are required for original articles. Statements as to the incorporator or incorporators and the initial directors may be omitted. This restatement was adopted on 9/17/2014 (date).

("X" one box only)

- By the members at a meeting at which a quorum was present and the restatement received at least a majority of the votes which members were entitled to cast.
- (If the Articles require more than a majority vote.) By the members at a meeting at which the restatement received at least the percentage of votes required by the Articles of Incorporation.
- By the written consent of all members entitled to vote with respect thereto.
- (If no members, or none entitled to vote thereon.) By majority vote of the board of directors.

SECOND: The Registered Agent is a: (select **either** a Commercial or Noncommercial Registered Agent)

Commercial Registered Agent CRA Public Number: _____

(name of commercial registered agent)

Noncommercial Registered Agent

Mark E. Battista

(name of noncommercial registered agent)

11 Parkwood Drive, Augusta, ME 04330

(physical location, not P.O. Box – street, city, state and zip code)

(mailing address if different from above)

THIRD: Pursuant to 5 MRSA §108.3, the registered agent as listed above has consented to serve as the registered agent for this nonprofit corporation.

Dated September 19, 2014

*By Mark E. Battista
(signature)

Mark E. Battista, President and CEO

type or print name and capacity

*By _____
(signature)

type or print name and capacity

***MUST BE COMPLETED FOR VOTE
OF MEMBERS***

I certify that I have custody of the minutes showing
the above action by the members.

(signature of clerk, secretary or asst. secretary)

*This document **MUST** be signed by any duly authorized officer. (13-B MRSA §104.1.B)

Please remit your payment made payable to the Maine Secretary of State.

Submit completed form to:

**Secretary of State
Division of Corporations, UCC and Commissions
101 State House Station
Augusta, ME 04333-0101
Telephone Inquiries: (207) 624-7752**

Email Inquiries: CEC.Corporations@Maine.gov

FIRST:

The name of the corporation is **Medical Care Development, Inc.**

SECOND:

The corporation is organized as a public benefit corporation and shall at all times be operated exclusively for purposes consistent with Section 501(c)(3) the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"). Within these restrictions, the corporation is organized for the following specific purposes:

- To develop and implement projects and programs that strengthen healthcare systems and enable people to achieve improved health status in the United States and internationally.
- To provide education, training services and technical assistance to improve the performance of public health and healthcare personnel and health systems.
- To develop and operate model programs of care, including supported residential care, community-based services and other programs, for elderly people and people with disabilities.

Notwithstanding any other provisions of these Restated Articles of Incorporation, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code.

THIRD:

The business and affairs of the corporation shall be managed by the Board of Directors, which shall have and may exercise all the powers of the corporation as provided by the Bylaws of the corporation except for powers reserved to the members as set forth herein.

The total number of Directors constituting the Board of Directors shall be not less than ten (10) or more than thirty-five (35) and the number of voting directors shall be not less than ten (10) or more than nineteen (19). All Directors shall be elected for an initial term of three (3) years. Directors may be elected to two (2) additional consecutive three (3) year terms. The Board of Directors may, in its discretion, extend by one (1) year, to a total of ten (10) consecutive years, the number of consecutive years a Director may serve.

Any Director who has served in such capacity for nine (9) consecutive years (or ten (10) consecutive years if the Board of Directors extends the term of the director in accordance with these Articles) shall not be eligible for re-election to the Board of Directors until the passage of

at least one (1) calendar year from the end of such Director's term of office, whether or not extended by the Board of Directors in accordance herewith.

FOURTH:

The corporation shall have members. The members shall have only the following powers:

- Approval of a change of the business purpose of the corporation;
- Approval of the conversion of the corporation to for-profit status;
- Approval of the merger of the corporation;
- Approval of the dissolution of the corporation;
- Approval of a declaration of insolvency or bankruptcy of the corporation; and
- Removal of a Director or the full Board of Directors of the corporation.

Any exercise of these powers by the members shall require the vote of a two-thirds ($\frac{2}{3}$) supermajority of all existing members.

FIFTH:

- A. The corporation shall possess any and all powers granted to it under the laws of the State of Maine which are necessary and expedient to carry out the powers set forth in Article Second above, but shall not possess or exercise any powers which would cause the Corporation to be ineligible for exemption from income tax under Section 501(c)(3) of the Code.
- B. No part of the net earnings of the corporation shall inure to the benefit of or be distributed to any director, trustee, employee or other individual, partnership, estate, trust or corporation having a personal or private interest in the Corporation. Compensation for services actually rendered and reimbursement for expenditures actually incurred in attending to the affairs of the corporation shall be limited to reasonable amounts.
- C. In the event of the liquidation, dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation then remaining in the hands of the Board of Directors, after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, to one or more organizations which have been recognized as tax-exempt under Section 501(c)(3) of the Code.