

**Articles of Incorporation  
of  
Medical Care Development, Inc.**

**FIRST:**

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

**SECOND:**

This Corporation shall be organized and operated solely for charitable, educational, and scientific purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and solely as a public benefit corporation within the meaning of § 1406 (1) of the Maine Nonprofit Corporation Act, Title 13-B of the Maine Revised Statutes. Subject to the foregoing restrictions, this 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; and
- To provide education, training services and technical assistance to improve the performance of public health and healthcare personnel and health systems.

Notwithstanding any other provision of these Articles or of the Bylaws, this 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 Registered Agent is a Noncommercial Registered Agent: Name: Christopher Schwabe

Physical location: 11 Parkwood Drive, Augusta, Maine 04330

**FOURTH:**

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

**FIFTH:**

The business and affairs of this Corporation shall be managed by the Board of Directors, which shall have and may exercise all the powers of the Corporation.

The total number of voting directors shall be not less than seven (7) 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.

**SIXTH:**

Members: The Corporation shall have no members.

**SEVENTH:**

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

**EIGHTH:**

Notwithstanding any other provision of these Articles or of the Bylaws, no Director, Officer, agent, or employee of this Corporation shall take any action or carry on any activity by or on behalf of this Corporation that is not permitted to be taken or carried on by an organization exempt from taxation under section 501(c)(3) of the Code, or regulations adopted pursuant thereto, or by an organization contributions to which are deductible as charitable donations under section 170(c)(2) of the Code, or regulations adopted pursuant thereto.

No part of the net earnings of this Corporation shall inure to the benefit of or be distributed to any Director, Officer, agent, employee, or other entity having a personal or private interest in this 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.

In the event of the dissolution of this Corporation, no part of its assets may inure to the benefit of any Director or Officer, and the assets of this Corporation may be distributed upon its dissolution only to another nonprofit corporation exempt from taxation under section 501(c)(3) of the Code.