

Indiana Secretary of State
Packet: 2011041300499
Filing Date: 04/13/2011
Effective Date: 04/13/2011

~~WJH~~
PU

RECEIVED
CORPORATIONS DIV.

OpenMRS1, Limited

SECRETARY OF
RECEIVED

~~11 ARTICLES OF INCORPORATION OF OPENMRS LIMITED~~

2011 APR 12 AM

The undersigned Incorporators, desiring to form a corporation (the "Corporation") pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act"), hereby execute the following Articles of Incorporation:

RECEIVED
CORPORATIONS DIV.
11 APR 13 PM 1:40

ARTICLE I

Name

APPROVED
AND
FILED
Charles P. Delittle
IND. SECRETARY OF STATE

The name of the Corporation is ~~OpenMRS, Limited~~ → OpenMRS1, Limited

ARTICLE II

Purposes

Section 1. This Corporation is a public benefit corporation that shall be organized and operated exclusively to benefit, perform, and carry out the exclusively educational, scientific, charitable, and other exempt purposes of Partners in Health (the "Supported Organization"), to the extent that such purposes are described in Sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws (the "Code").

Section 2. In carrying out such educational, scientific, charitable, and other exempt purposes, and subject thereto, the Corporation may engage in the following activities in support of the Supported Organization (among others):

- (a) improve health care delivery in resource-constrained environments, including developing countries; and
- (b) work with and coordinate a global community to create and support software to manage medical records and other health care systems in developing countries and to resource-constrained environments.

ARTICLE III

Powers

Notwithstanding any other provision of these Articles of Incorporation, neither the Board of Directors nor the Corporation shall have the power or authority to do any act that shall prevent the Corporation from being an organization described in Code sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2). Subject to the foregoing statement, and subject to and in furtherance of the purposes for which it is organized, the Corporation shall possess all of the rights, privileges, and powers conferred by the Act or by other law and, in addition, the following rights, privileges, and powers:

Section 1. To indemnify any person against liability and expense, and to advance the expenses incurred by such person, in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, and whether formal or informal, to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law.

Section 2. To cease its activities and to dissolve and surrender its corporate franchise.

ARTICLE IV

Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE V

Initial Registered Agent and Initial Registered Office

Section 1. The name and address of the initial registered agent in charge of the Corporation's initial registered office are Dawn C. Smith, 410 West 10th Street, Suite 2000, Indianapolis, Indiana 46202.

Section 2. The street address of the initial registered office of the Corporation is 410 West 10th Street, Suite 2000, Indianapolis, Indiana 46202.

ARTICLE VI

Incorporators

The names and addresses of the Incorporators of the Corporation are as follow:

Paul Biondich
410 West 10th Street, Suite 2000
Indianapolis, Indiana IN 46202

Hamish S. F. Fraser
888 Commonwealth Avenue, 3rd Floor
Boston, Massachusetts 02215

Burke Mamlin
410 West 10th Street, Suite 2000
Indianapolis, Indiana 46202

ARTICLE VII

Members

The Corporation shall not have members as that term is described in the Act. The Corporation may, upon resolution of the Board of Directors, designate as "members" certain individuals, corporations, or other associations and organizations who satisfy certain criteria established by the Board of Directors and who support the purposes and programs of the

Corporation. Such designations shall carry no legal significance under the Act and shall not entitle such "members" to any vote on Corporation matters or to attendance at Corporation meetings.

ARTICLE VIII

Directors

The exact number of directors of the Corporation shall be specified in or fixed in accordance with the Bylaws of the Corporation at a number no smaller than five (5).

ARTICLE IX

Initial Board of Directors

The members of the initial Board of Directors of the Corporation shall be elected by the Incorporators at an organizational meeting or by written consent; provided, however, that the Incorporators shall elect, as a majority of such initial directors, individuals selected by the Supported Organization.

ARTICLE X

Appointment and Election of Directors

Each of the directors of the Corporation, other than the members of the initial Board of Directors, shall be appointed or elected in the manner provided in the Bylaws of the Corporation; provided, however, that at all times a majority of the directors of the Corporation shall be appointed by the Supported Organization.

ARTICLE XI

No Private Inurement

None of the Corporation's net earnings shall inure to the benefit of any private individual.

ARTICLE XII

Regulation of Corporate Affairs

The affairs of the Corporation shall be subject to the following provisions:

Section 1. Notwithstanding any other provision of these Articles of Incorporation, if for any taxable year the Corporation is deemed a "private foundation" described in Code section 509(a), the Corporation shall make distributions at such time and in such manner as not to subject the Corporation to the tax imposed by Code section 4942.

Section 2. Notwithstanding any other provision of these Articles of Incorporation, if at any time the Corporation is deemed a "private foundation" described in Code section 509(a), the Corporation shall not:

- (a) Engage in any act of self-dealing as defined in Code section 4941(d);
- (b) Retain any excess business holdings as defined in Code section 4943(c);
- (c) Make any investment in such manner as to subject the Corporation to tax under Code section 4944; or
- (d) Make any taxable expenditure as defined in Code section 4945(d).

Section 3. Except as otherwise permitted by Code section 501(h), no substantial part of the activities of the Corporation shall be or consist of carrying on propaganda, or otherwise attempting, to influence legislation.

Section 4. The Corporation shall not participate or intervene in (including the publishing or distributing of any statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 5. Subject to the provisions of these Articles of Incorporation and applicable law, the Board of Directors shall have complete and plenary power to manage, control, and conduct the affairs of the Corporation.

Section 6. The power to make, alter, amend, and repeal the Bylaws of the Corporation shall be vested in the Board of Directors.

Section 7. No director of the Corporation shall be liable for any of the Corporation's obligations.

Section 8. Meetings of the Board of Directors may be held at any location, either inside the State of Indiana or elsewhere.

Section 9. All parties dealing with the Corporation shall have the right to rely upon any action taken by the Corporation pursuant to authorization by the Board of Directors by resolution duly adopted in accordance with the Corporation's Articles of Incorporation and Bylaws and applicable law.

Section 10. The Board of Directors may from time to time, in the Bylaws of the Corporation or by resolution, designate such committees as the Board of Directors may deem desirable for the furtherance of the purposes of the Corporation.

Section 11. Neither the Board of Directors nor the Corporation shall have power or authority to do any act that shall prevent the Corporation from being an organization described in Code section 501(c)(3).

ARTICLE XIII

Dissolution of the Corporation

If the Corporation is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed, subject to any contractual or legal requirement, to one or more other organizations that have been selected by the Board of Directors, that are organized and operated for purposes substantially the same as those of the Corporation (including representing the needs of the community served by the Corporation), and that are described in Code sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2).

The undersigned Incorporator hereby adopts these Articles of Incorporation and presents them to the Secretary of State of Indiana for filing.

IN WITNESS WHEREOF, the undersigned Incorporator hereby verifies and affirms, subject to penalties of perjury, that the representations contained herein are true, this 8th day of April, 2011.



Paul Brondich


Indiana Secretary of State
Packet: 2011041300499
Filing Date: 04/13/2011
Effective Date: 04/13/2011

ARTICLES OF INCORPORATION—
OpenMRS, Limited OpenMRS I, Ltd.

The undersigned Incorporator hereby adopts these Articles of Incorporation and presents them to the Secretary of State of Indiana for filing.

IN WITNESS WHEREOF, the undersigned Incorporator hereby verifies and affirms, subject to penalties of perjury, that the representations contained herein are true, this

6th day of April, 2011.



Hamish S. F. Fraser

Indiana Secretary of State
Packet: 2011041300499
Filing Date: 04/13/2011
Effective Date: 04/13/2011

ARTICLES OF INCORPORATION—
~~OpenMFS, Limited~~ Open MRSI, Ltd.

The undersigned Incorporator hereby adopts these Articles of Incorporation and presents them to the Secretary of State of Indiana for filing.

IN WITNESS WHEREOF, the undersigned Incorporator hereby verifies and affirms, subject to penalties of perjury, that the representations contained herein are true, this 31 day of MARCH, 2011.


Burke Mamlin

This instrument was prepared by Jennett M. Hill, Attorney at Law, Baker & Daniels LLP,
300 North Meridian Street, Suite 2700, Indianapolis, Indiana 46204.

**State of Indiana
Office of the Secretary of State**

CERTIFICATE OF INCORPORATION

of

OPENMRS1, LIMITED

I, CHARLES P. WHITE, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above Non-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991.

Indiana Secretary of State
Packet: 2011041300499
Filing Date: 04/13/2011
Effective Date: 04/13/2011

NOW, THEREFORE, with this document I certify that said transaction will become effective Wednesday, April 13, 2011.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, April 13, 2011.

Charles P. White

CHARLES P. WHITE,
SECRETARY OF STATE

2011041300499 / 2011041389468
