

Form 1023 Checklist

(Revised June 2006)

Application for Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code

Note. Retain a copy of the completed Form 1023 in your permanent records. Refer to the General Instructions regarding Public Inspection of approved applications.

Check each box to finish your application (Form 1023). Send this completed Checklist with your filled-in application. If you have not answered all the items below, your application may be returned to you as incomplete.

- Assemble the application and materials in this order:
- Form 1023 Checklist
 - Form 2848, *Power of Attorney and Declaration of Representative* (if filing) — **SEE EXHIBIT A**
 - Form 8821, *Tax Information Authorization* (if filing)
 - Expedite request (if requesting)
 - Application (Form 1023 and Schedules A through H, as required)
 - Articles of organization
 - Amendments to articles of organization in chronological order
 - Bylaws or other rules of operation and amendments
 - Documentation of nondiscriminatory policy for schools, as required by Schedule B
 - Form 5768, *Election/Revocation of Election by an Eligible Section 501(c)(3) Organization To Make Expenditures To Influence Legislation* (if filing)
 - All other attachments, including explanations, financial data, and printed materials or publications. Label each page with name and EIN.
- User fee payment placed in envelope on top of checklist. DO NOT STAPLE or otherwise attach your check or money order to your application. Instead, just place it in the envelope.
- Employer Identification Number (EIN)
- Completed Parts I through XI of the application, including any requested information and any required Schedules A through H.
- You must provide specific details about your past, present, and planned activities.
 - Generalizations or failure to answer questions in the Form 1023 application will prevent us from recognizing you as tax exempt.
 - Describe your purposes and proposed activities in specific easily understood terms.
 - Financial information should correspond with proposed activities.
- Schedules. Submit only those schedules that apply to you and check either "Yes" or "No" below.
- | | | | |
|------------|---------------------|------------|---------------------|
| Schedule A | Yes ___ No <u>X</u> | Schedule E | Yes ___ No <u>X</u> |
| Schedule B | Yes ___ No <u>X</u> | Schedule F | Yes ___ No <u>X</u> |
| Schedule C | Yes ___ No <u>X</u> | Schedule G | Yes <u>X</u> No ___ |
| Schedule D | Yes <u>X</u> No ___ | Schedule H | Yes ___ No <u>X</u> |

- An exact copy of your complete articles of organization (creating document). Absence of the proper purpose and dissolution clauses is the number one reason for delays in the issuance of determination letters.
 - Location of Purpose Clause from Part III, line 1 (Page, Article and Paragraph Number) Article II
 - Location of Dissolution Clause from Part III, line 2b or 2c (Page, Article and Paragraph Number) or by operation of state law Article XI
- Signature of an officer, director, trustee, or other official who is authorized to sign the application.
 - Signature at Part XI of Form 1023.
- Your name on the application must be the same as your legal name as it appears in your articles of organization.

Send completed Form 1023, user fee payment, and all other required information, to:

Internal Revenue Service
P.O. Box 192
Covington, KY 41012-0192

If you are using express mail or a delivery service, send Form 1023, user fee payment, and attachments to:

Internal Revenue Service
201 West Rivercenter Blvd.
Attn: Extracting Stop 312
Covington, KY 41011



**Application for Recognition of Exemption
 Under Section 501(c)(3) of the Internal Revenue Code**

Note: If exempt status is approved, this application will be open for public inspection.

Use the instructions to complete this application and for a definition of all **bold** items. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at www.irs.gov for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I - XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

Part I Identification of Applicant

1 Full name of organization (exactly as it appears in your organizing document)		2 c/o Name (if applicable)	
OpenMRS1, Limited		Dr. Paul Blondich	
3 Mailing address (Number and street) (see instructions)	Room/Suite	4 Employer Identification Number (EIN)	
410 West 10 th Street, Suite 2000		45-5316647	
City or town, state or country, and ZIP + 4		5 Month the annual accounting period ends (01 -12)	
Indianapolis, Indiana 46202		6	
6 Primary contact (officer, director, trustee, or authorized representative)		b Phone: 317-237-0300	
a Name: Jennett M. Hill		c Fax: (optional)	
7 Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative.		<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <i>Please see attached Exhibit A for a completed Form 2848.</i>	
8 Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
9a Organization's website: www.openmrs.org			
b Organization's email: (optional)			
10 Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
11 Date incorporated if a corporation, or formed, if other than a corporation.		(MM/DD/YYYY) 04/13/2011	
12 Were you formed under the laws of a foreign country ? If "Yes," state the country.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

Part II Organizational Structure

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. (See instructions.) **DO NOT file this form unless you can check "Yes" on lines 1, 2, 3, or 4.**

- 1 Are you a **corporation**? If "Yes," attach a copy of your articles of incorporation showing **certification of filing** with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification. **Yes** **No**
Please see attached Exhibit B.
- 2 Are you a **limited liability company (LLC)**? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application. **Yes** **No**
- 3 Are you an **unincorporated association**? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments. **Yes** **No**
- 4a Are you a **trust**? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments. **Yes** **No**
- b Have you been funded? If "No," explain how you are formed without anything of value placed in trust. **Yes** **No**
- 5 Have you adopted **bylaws**? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected. **Yes** **No**
Please see attached Exhibit C.

Part III Required Provisions in Your Organizing Document

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. **DO NOT file this application until you have amended your organizing document.** Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

- 1 Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph): Page 1, Article II
- 2a Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c.
- 2b If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a Page 5, Article XI
- 2c See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state:

Part IV Narrative Description of Your Activities

— See attached Exhibit D.

Using an attachment, describe your past, present, and planned activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors

- 1a List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual compensation, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
<i>Please see attached Exhibit E.</i>			

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

b List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
Please see attached Exhibit E.			

c List the names, names of businesses, and mailing addresses of your five highest compensated independent contractors that receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
N/A			

The following "Yes" or "No" questions relate to *past, present, or planned* relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

2a Are any of your officers, directors, or trustees related to each other through family or business relationships? If "Yes," identify the individuals and explain the relationship. Yes No

b Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees. Yes No

c Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship. Yes No

3a For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties. *Please see attached Exhibit E.*

b Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through common control? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement. Yes No

4 In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.

a Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy? Yes No

b Do you or will you approve compensation arrangements in advance of paying compensation? Yes No

c Do you or will you document in writing the date and terms of approved compensation arrangements? Yes No

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- d Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements? Yes No
- e Do you or will you approve compensation arrangements based on information about compensation paid by **similarly situated** taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. Yes No
- f Do you or will you record in writing both the information on which you relied to base your decision and its source? Yes No
- g If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that is **reasonable** for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.
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- 5a Have you adopted a **conflict of interest policy** consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c. Yes No
- b What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation? *Please see Bylaws, attached at Exhibit C, for the policy.*
- c What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?
- Note:** A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.
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- 6a Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through **non-fixed payments**, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. Yes No
- b Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or will place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. Yes No
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- 7a Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine that you pay no more than **fair market value**. Attach copies of any written contracts or other agreements relating to such purchases. Yes No
- b Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you make or will make such sales, how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you are or will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such sales. Yes No
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- 8a Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f. Yes No
- b Describe any written or oral arrangements that you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at arm's length.
- e Explain how you determine you pay no more than fair market value or you are paid at least fair market value.
- f Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.
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- 9a Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f. Yes No
- Please see attached Exhibit F.*

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- b Describe any written or oral arrangements you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at arm's length.
- e Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.
- f Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

Part VI Your Members and Other Individuals and Organizations That Receive Benefits From You

The following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to *past, present, and planned* activities. (See instructions.)

- 1a In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals. Yes No
Please see Exhibit D.
- b In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations. Yes No
Please see Exhibit D.
- 2 Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program. Yes No
- 3 Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds. Yes No

Part VII Your History

The following "Yes" or "No" questions relate to your history. (See instructions.)

- 1 Are you a **successor** to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to non-profit status. If "Yes," complete Schedule G. Yes No
- 2 Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E. Yes No

Part VIII Your Specific Activities

The following "Yes" or "No" questions relate to specific activities that you may conduct. Check the appropriate box. Your answers should pertain to *past, present, and planned* activities. (See instructions.)

- 1 Do you support or oppose candidates in **political campaigns** in any way? If "Yes," explain. Yes No
- 2a Do you attempt to **influence legislation**? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a. Yes No
- b Have you made or are you making an **election** to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities. Yes No
- 3a Do you or will you operate bingo or **gaming** activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. **Revenue and expenses** should be provided for the time periods specified in Part IX, Financial Data. Yes No
- b Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length; and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies or any written contracts or other agreements relating to such arrangements. Yes No
- c List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct gaming or bingo.

Part VIII Your Specific Activities (Continued)

- 4a Do you or will you undertake fundraising? If "Yes," check all the fundraising programs you do or will conduct. (See instructions.) Yes No
- mail solicitations
 - email solicitations
 - personal solicitations
 - vehicle, boat, plane, or similar donations
 - foundation grant solicitations
 - phone solicitations
 - accept donations on your website
 - receive donations from another organization's website
 - government grant solicitations
 - Other
- Please see attached Exhibit G for fundraising details.*

Attach a description of each fundraising program.

- b Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements. Yes No
- c Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements. Yes No
- d List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you.
- e Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors. Yes No

5 Are you affiliated with a governmental unit? If "Yes," explain. Yes No

6a Do you or will you engage in economic development? If "Yes," describe your program. Yes No

b Describe in full who benefits from your economic development activities and how the activities promote exempt purposes.

7a Do or will persons other than your employees or volunteers develop your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees. Yes No

b Do or will persons other than your employees or volunteers manage your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees. Yes No

c If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements. *Please see Exhibit F.*

8 Do you or will you enter into joint ventures, including partnerships or limited liability companies treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate. Yes No

9a Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10. Yes No

b Do you provide child care so that parents or caretakers of children you care for can be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). Yes No

c Of the children for whom you provide child care, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). Yes No

d Are your services available to the general public? If "No," describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k). Yes No

10 Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other intellectual property? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed. Yes No *Please see attached Exhibit H.*

Part VIII Your Specific Activities (Continued)

- 11** Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution. **Yes** **No**
Please see attached Exhibit H.
-
- 12a** Do you or will you operate in a **foreign country or countries**? If "Yes," answer lines 12b through 12d. If "No," go to line 13a. **Yes** **No**
- b** Name the foreign countries and regions within the countries in which you operate.
- c** Describe your operations in each country and region in which you operate.
- d** Describe how your operations in each country and region further your exempt purposes. *But see attached Exhibit D.*
-
- 13a** Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a. **Yes** **No**
- b** Describe how your grants, loans, or other distributions to organizations further your exempt purposes.
- c** Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract. **Yes** **No**
- d** Identify each recipient organization and any **relationship** between you and the recipient organization.
- e** Describe the records you keep with respect to the grants, loans, or other distributions you make.
- f** Describe your selection process, including whether you do any of the following:
- (i)** Do you require an application form? If "Yes," attach a copy of the form. **Yes** **No**
- (ii)** Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused. **Yes** **No**
- g** Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.
-
- 14a** Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," answer lines 14b through 14f. If "No," go to line 15. **Yes** **No**
- b** Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.
- c** Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries. **Yes** **No**
- d** Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors. **Yes** **No**
- e** Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information. **Yes** **No**
- f** Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately. **Yes** **No**

Part VIII Your Specific Activities (Continued)

- 15 Do you have a **close connection** with any organizations? If "Yes," explain. *Please see Exhibit I.* Yes No
- 16 Are you applying for exemption as a **cooperative hospital service organization** under section 501 (e)? If "Yes," explain. Yes No
- 17 Are you applying for exemption as a **cooperative service organization of operating educational organizations** under section 501 (f)? If "Yes," explain. Yes No
- 18 Are you applying for exemption as a **charitable risk pool** under section 501 (n)? If "Yes," explain. Yes No
- 19 Do you or will you operate a **school**? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity. Yes No
- 20 Is your main function to provide **hospital or medical care**? If "Yes," complete Schedule C. Yes No
- 21 Do you or will you provide **low-income housing** or housing for the **elderly or handicapped**? If "Yes," complete Schedule F. Yes No
- 22 Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H. Yes No

Note: Private foundations may use Schedule H to request advance approval of individual grant procedures.

Part IX Financial Data

For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (See instructions.)

A. Statement of Revenues and Expenses

	Type of revenue or expense	Current tax year	3 prior tax years or 2 succeeding tax years			(e) Provide Total for (a) through (d)
		(a) From 7/2011 To 6/2012	(b) From 4/2011 To 6/2011	(c) From 7/2012 To 6/2013	(d) From 7/2013 To 6/2014	
Revenues	1 Gifts, grants, and contributions received (do not include unusual grants)	0.00	0.00	150,000.00	300,000.00	450,000.00
	2 Membership fees received					0.00
	3 Gross investment income					0.00
	4 Net unrelated business income					0.00
	5 Taxes levied for your benefit					0.00
	6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)					0.00
	7 Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list)	Please see Exhibit J. 0.00	0.00	35,000.00	45,000.00	80,000.00
	8 Total of lines 1 through 7	0.00	0.00	185,000.00	345,000.00	530,000.00
	9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)					0.00
	10 Total of lines 8 and 9	0.00	0.00	185,000.00	345,000.00	530,000.00
	11 Net gain or loss on sale of capital assets (attach schedule and see instructions)					0.00
	12 Unusual grants					0.00
	13 Total Revenue Add lines 10 through 12	0.00	0.00	185,000.00	345,000.00	530,000.00
Expenses	14 Fundraising expenses					
	15 Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)					
	16 Disbursements to or for the benefit of members (attach an itemized list)					
	17 Compensation of officers, directors, and trustees	0.00	0.00	34,000.00	35,020.00	
	18 Other salaries and wages	0.00	0.00	154,000.00	158,620.00	
	19 Interest expense					
	20 Occupancy (rent, utilities, etc.)					
	21 Depreciation and depletion					
	22 Professional fees	0.00	0.00	1,985.00	3,080.00	
	23 Any expense not otherwise classified, such as program services (attach itemized list)	Please see Exhibit J. 0.00	0.00	170,600.00	207,800.00	
	24 Total Expenses Add lines 14 through 23	0.00	0.00	360,585.00	404,520.00	

Part IX Financial Data (Continued)

B. Balance Sheet (for your most recently completed tax year)

Table with columns for line numbers, descriptions of assets and liabilities, and dollar amounts. Includes sections for Assets, Liabilities, and Fund Balances or Net Assets.

Part X Public Charity Status

Part X is designed to classify you as an organization that is either a private foundation or a public charity. Public charity status is a more favorable tax status than private foundation status.

- 1a Are you a private foundation?
b As a private foundation, section 508(e) requires special provisions...
2 Are you a private operating foundation?
3 Have you existed for one or more years?
4 Have you attached either (1) an affidavit or opinion of counsel...
5 If you answered "No" to line 1a, indicate the type of public charity status...

Part X Public Charity Status (Continued)

- e 509(a)(4)—an organization organized and operated exclusively for testing for public safety.
- f 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit.
- g 509(a)(1) and 170(b)(1)(A)(vi)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public.
- h 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross **investment income** and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions).
- i A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status.

- 6 If you checked box g, h, or i in question 5 above, you must request either an **advance** or a **definitive ruling** by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.
- a **Request for Advance Ruling:** By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, *Extending the Tax Assessment Period*, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at www.irs.gov or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling.

Consent Fixing Period of Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code

For Organization

 (Signature of Officer, Director, Trustee, or other authorized official) (Type or print name of signer) (Date)

 (Type or print title or authority of signer)

For IRS Use Only

 IRS Director, Exempt Organizations (Date)

- b **Request for Definitive Ruling:** Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii).
- (i) (a) Enter 2% of line 8, column (e) on Part IX-A. Statement of Revenues and Expenses. _____
 - (b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box.
 - (ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each **disqualified person**. If the answer is "None," check this box.
 - (b) For each year amounts are included on line 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A. Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," check this box.

- 7 Did you receive any unusual grants during any of the years shown on Part IX-A. Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual. Yes No

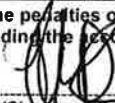
Part XI User Fee Information

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed \$10,000 annually over a 4-year period, you must submit payment of \$750. If your gross receipts have not exceeded or will not exceed \$10,000 annually over a 4-year period, the required user fee payment is \$300. See instructions for Part XI, for a definition of **gross receipts** over a 4-year period. Your check or money order must be made payable to the United States Treasury. *User fees are subject to change. Check our website at www.irs.gov and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.*

- 1 Have your annual gross receipts averaged or are they expected to average not more than \$10,000? **Yes** **No**
 If "Yes," check the box on line 2 and enclose a user fee payment of \$300 (Subject to change—see above).
 If "No," check the box on line 3 and enclose a user fee payment of \$750 (Subject to change—see above).
- 2 Check the box if you have enclosed the reduced user fee payment of \$300 (Subject to change).
- 3 Check the box if you have enclosed the user fee payment of \$750 (Subject to change).

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please Sign Here


 (Signature of Officer, Director, Trustee, or other authorized official)

Dr. Paul Biondich
 (Type or print name of signer)

5/24/2012
 (Date)

Executive Director
 (Type or print title or authority of signer)

Reminder: Send the completed Form 1023 Checklist with your filled-in-application.

Schedule D. Section 509(a)(3) Supporting Organizations**Section I Identifying Information About the Supported Organization(s)**

1 State the names, addresses, and EINs of the supported organizations. If additional space is needed, attach a separate sheet.

Name	Address	EIN
Partners in Health, a Nonprofit Corporation	888 Common Wealth Avenue, 3 rd Floor Boston, Massachusetts 02215-1205	04-3567502
Indiana University	400 East 7 th Street, Poplars Bldg, Room 501 Bloomington, Indiana 47405	35-6001673

2 Are all supported organizations listed in line 1 public charities under section 509(a)(1) or (2)? If "Yes," go to Section II. If "No," go to line 3. Yes No

3 Do the supported organizations have tax-exempt status under section 501(c)(4), 501(c)(5), or 501(c)(6)? Yes No

If "Yes," for each 501(c)(4), (5), or (6) organization supported, provide the following financial information:

- Part IX-A. Statement of Revenues and Expenses, lines 1-13 and
- Part X, lines 6b(ii)(a), 6b(ii)(b), and 7.

If "No," attach a statement describing how each organization you support is a public charity under section 509(a)(1) or (2).

Section II Relationship with Supported Organization(s)—Three Tests

To be classified as a supporting organization, an organization must meet one of three relationship tests:

Test 1: "Operated, supervised, or controlled by" one or more publicly supported organizations, or

Test 2: "Supervised or controlled in connection with" one or more publicly supported organizations, or

Test 3: "Operated in connection with" one or more publicly supported organizations.

1 Information to establish the "operated, supervised, or controlled by" relationship (Test 1)
Is a majority of your governing board or officers elected or appointed by the supported organization(s)? If "Yes," describe the process by which your governing board is appointed and elected; go to Section III. If "No," continue to line 2. Yes No
See attached at Exhibit K.

2 Information to establish the "supervised or controlled in connection with" relationship (Test 2)
Does a majority of your governing board consist of individuals who also serve on the governing board of the supported organization(s)? If "Yes," describe the process by which your governing board is appointed and elected; go to Section III. If "No," go to line 3. Yes No

3 Information to establish the "operated in connection with" responsiveness test (Test 3)
Are you a trust from which the named supported organization(s) can enforce and compel an accounting under state law? If "Yes," explain whether you advised the supported organization(s) in writing of these rights and provide a copy of the written communication documenting this; go to Section II, line 5. If "No," go to line 4a. Yes No

4 Information to establish the alternative "operated in connection with" responsiveness test (Test 3)
a Do the officers, directors, trustees, or members of the supported organization(s) elect or appoint one or more of your officers, directors, or trustees? If "Yes," explain and provide documentation; go to line 4d, below. If "No," go to line 4b. Yes No

b Do one or more members of the governing body of the supported organization(s) also serve as your officers, directors, or trustees or hold other important offices with respect to you? If "Yes," explain and provide documentation; go to line 4d, below. If "No," go to line 4c. Yes No

c Do your officers, directors, or trustees maintain a close and continuous working relationship with the officers, directors, or trustees of the supported organization(s)? If "Yes," explain and provide documentation. Yes No

d Do the supported organization(s) have a significant voice in your investment policies, in the making and timing of grants, and in otherwise directing the use of your income or assets? If "Yes," explain and provide documentation. Yes No

e Describe and provide copies of written communications documenting how you made the supported organization(s) aware of your supporting activities.

Schedule D. Section 509(a)(3) Supporting Organizations (Continued)

Section II Relationship with Supported Organization(s)—Three Tests (Continued)

- 5 Information to establish the "operated in connection with" integral part test (Test 3)
Do you conduct activities that would otherwise be carried out by the supported organization(s)? If "Yes," explain and go to Section III. If "No," continue to line 6a. Yes No
- 6 Information to establish the alternative "operated in connection with" integral part test (Test 3)
- a Do you distribute at least 85% of your annual **net income** to the supported organization(s)? If "Yes," go to line 6b. (See instructions.) Yes No
If "No," state the percentage of your income that you distribute to each supported organization. Also explain how you ensure that the supported organization(s) are attentive to your operations.
- b How much do you contribute annually to each supported organization? Attach a schedule.
- c What is the total annual revenue of each supported organization? If you need additional space, attach a list.
- d Do you or the supported organization(s) **earmark** your funds for support of a particular program or activity? If "Yes," explain. Yes No
- 7a Does your organizing document specify the supported organization(s) by name? If "Yes," state the article and paragraph number and go to Section III. If "No," answer line 7b. Yes No
- b Attach a statement describing whether there has been an historic and continuing relationship between you and the supported organization(s).

Section III Organizational Test

- 1a If you met relationship Test 1 or Test 2 in Section II, your organizing document must specify the supported organization(s) by name, or by naming a similar purpose or charitable class of beneficiaries. If your organizing document complies with this requirement, answer "Yes." If your organizing document does not comply with this requirement, answer "No," and see the instructions. Yes No
- b If you met relationship Test 3 in Section II, your organizing document must generally specify the supported organization(s) by name. If your organizing document complies with this requirement, answer "Yes," and go to Section IV. If your organizing document does not comply with this requirement, answer "No," and see the instructions. Yes No

Section IV Disqualified Person Test

You do not qualify as a supporting organization if you are **controlled** directly or indirectly by one or more **disqualified persons** (as defined in section 4946) other than **foundation managers** or one or more organizations that you support. Foundation managers who are also disqualified persons for another reason are disqualified persons with respect to you.

- 1a Do any persons who are disqualified persons with respect to you, (except individuals who are disqualified persons only because they are foundation managers), appoint any of your foundation managers? If "Yes," (1) describe the process by which disqualified persons appoint any of your foundation managers, (2) provide the names of these disqualified persons and the foundation managers they appoint, and (3) explain how control is vested over your operations (including assets and activities) by persons other than disqualified persons. Yes No
- b Do any persons who have a family or business relationship with any disqualified persons with respect to you, (except individuals who are disqualified persons only because they are foundation managers), appoint any of your foundation managers? If "Yes," (1) describe the process by which individuals with a family or business relationship with disqualified persons appoint any of your foundation managers, (2) provide the names of these disqualified persons, the individuals with a family or business relationship with disqualified persons, and the foundation managers appointed, and (3) explain how control is vested over your operations (including assets and activities) in individuals other than disqualified persons. Yes No
- c Do any persons who are disqualified persons, (except individuals who are disqualified persons only because they are foundation managers), have any influence regarding your operations, including your assets or activities? If "Yes," (1) provide the names of these disqualified persons, (2) explain how influence is exerted over your operations (including assets and activities), and (3) explain how control is vested over your operations (including assets and activities) by individuals other than disqualified persons. Yes No

Schedule G. Successors to Other Organizations

1a Are you a **successor** to a **for-profit organization**? If "Yes," explain the relationship with the **predecessor** organization that resulted in your creation and complete line 1b. Yes No

b Explain why you took over the activities or assets of a for-profit organization or converted from for-profit to nonprofit status.

2a Are you a successor to an organization other than a for-profit organization? Answer "Yes" if you have taken or will take over the activities of another organization; or you have taken or will take over 25% or more of the fair market value of the net assets of another organization. If "Yes," explain the relationship with the other organization that resulted in your creation. Yes No
Please see attached Exhibit L.

b Provide the tax status of the predecessor organization.

c Did you or did an organization to which you are a successor previously apply for tax exemption under section 501(c)(3) or any other section of the Code? If "Yes," explain how the application was resolved. Yes No

d Was your prior tax exemption or the tax exemption of an organization to which you are a successor revoked or suspended? If "Yes," explain. Include a description of the corrections you made to re-establish tax exemption. Yes No

e Explain why you took over the activities or assets of another organization. *See attached Exhibit L.*

3 Provide the name, last address, and EIN of the predecessor organization and describe its activities.

Name: OpenMRS, LLC

Address: 410 West 10th Street, Indianapolis, Indiana 46202

EIN: N/A -

4 List the owners, partners, principal stockholders, officers, and governing board members of the predecessor organization. Attach a separate sheet if additional space is needed.

Name	Address	Share/Interest (If a for-profit)
Regenstreif Institute, Inc.	410 West 10 th Street, Suite 2000 Indianapolis, IN 46202	

5 Do or will any of the persons listed in line 4, maintain a working relationship with you? If "Yes," describe the relationship in detail and include copies of any agreements with any of these persons or with any for-profit organizations in which these persons own more than a 35% interest. Yes No

6a Were any assets transferred, whether by gift or sale, from the predecessor organization to you? If "Yes," provide a list of assets, indicate the value of each asset, explain how the value was determined, and attach an appraisal, if available. For each asset listed, also explain if the transfer was by gift, sale, or combination thereof. Yes No
Please see attached Exhibit L.

b Were any restrictions placed on the use or sale of the assets? If "Yes," explain the restrictions. Yes No

c Provide a copy of the agreement(s) of sale or transfer. *Please see attached Exhibit L.*

7 Were any debts or liabilities transferred from the predecessor for-profit organization to you? If "Yes," provide a list of the debts or liabilities that were transferred to you, indicating the amount of each, how the amount was determined, and the name of the person to whom the debt or liability is owed. Yes No

8 Will you lease or rent any property or equipment previously owned or used by the predecessor for-profit organization, or from persons listed in line 4, or from for-profit organizations in which these persons own more than a 35% interest? If "Yes," submit a copy of the lease or rental agreement(s). Indicate how the lease or rental value of the property or equipment was determined. Yes No

9 Will you lease or rent property or equipment to persons listed in line 4, or to for-profit organizations in which these persons own more than a 35% interest? If "Yes," attach a list of the property or equipment, provide a copy of the lease or rental agreement(s), and indicate how the lease or rental value of the property or equipment was determined. Yes No

OpenMRS1, Limited
ATTN: Dr. Paul Biondich
410 West 10th Street, Suite 2000
Indianapolis, Indiana 46202

Federal EIN: 45-5316647

Exhibit to Form 1023
(Part I, Line 7)

EXHIBIT A

FORM 2848 – POWER OF ATTORNEY

(see attached)

Power of Attorney and Declaration of Representative

OMB No. 1545-0150

For IRS Use Only

Received by: _____
 Name _____
 Telephone _____
 Function _____
 Date / /

▶ Type or print. ▶ See the separate instructions.

Part I Power of Attorney

Caution: Form 2848 will not be honored for any purpose other than representation before the IRS.

1 Taxpayer information. Taxpayer must sign and date this form on page 2, line 7.

Taxpayer name and address OPENMRS1, LIMITED 410 West 10th Street, Suite 2000 Indianapolis, Indiana 46202	Identifying number <p style="text-align: center;">45-5316647</p> Daytime telephone number <p style="text-align: center;">317.423.5579</p> Plan number (if applicable)
--	---

hereby appoints the following representative(s) as attorney(s)-in-fact:

2 Representative(s) must sign and date this form on page 2, Part II.

Name and address Jennett M. Hill, Esq., c/o Faegre Baker Daniels LLP 300 North Meridian Street, Suite 2700 Indianapolis, IN 46204	CAF No. 0302-60316R PTIN P01359428 Telephone No. (317) 237-0300 Fax No. (317) 237-1000 Check if to be sent notices and communications <input type="checkbox"/> Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
Name and address Katherine E. Ruhl, c/o Faegre Baker Daniels LLP 300 North Meridian Street, Suite 2700 Indianapolis, Indiana 46204	CAF No. 0302-63461R PTIN P01392801 Telephone No. (317) 237-0300 Fax No. (317) 237-1000 Check if to be sent notices and communications <input type="checkbox"/> Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
Name and address	CAF No. _____ PTIN _____ Telephone No. _____ Fax No. _____ Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>

to represent the taxpayer before the Internal Revenue Service for the following matters:

3 Matters

Description of Matter (Income, Employment, Excise, Whistleblower, PLR, FOIA, Civil Penalty, etc.) (see the instructions for line 3)	Tax Form Number (1040, 941, 720, etc.) (if applicable)	Year(s) or Period(s) (if applicable) (see the instructions for line 3)
Income	Form 1023	2011 - 2012

4 Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for Line 4. **Specific Uses Not Recorded on CAF**

5 Acts authorized. Unless otherwise provided below, the representatives generally are authorized to receive and inspect confidential tax information and to perform any and all acts that I can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The representative(s), however, is (are) not authorized to receive or negotiate any amounts paid to the client in connection with this representation (including refunds by either electronic means or paper checks). Additionally, unless the appropriate box(es) below are checked, the representative(s) are not authorized to substitute another representative or add additional representatives, to sign certain returns, or to execute a request for disclosure of tax returns or return information to a third party. See the line 5 instructions for more information.

- Disclosure to third parties;
 Signing a return;
 Substitute or add representatives;
 Other _____ (see instructions for more information)

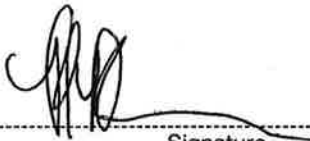
Exceptions. An unenrolled return preparer cannot sign any document for a taxpayer and may only represent taxpayers in limited situations. An enrolled actuary may only represent taxpayers to the extent provided in section 10.3(d) of Treasury Department Circular No. 230 (Circular 230). An enrolled retirement plan agent may only represent taxpayers to the extent provided in section 10.3(e) of Circular 230. A registered tax return preparer may only represent taxpayers to the extent provided in section 10.3(f) of Circular 230. See the line 5 instructions for restrictions on tax matters partners. In most cases, the student practitioner's (level k) authority is limited (for example, they may only practice under the supervision of another practitioner).

List any specific deletions to the acts otherwise authorized in this power of attorney: _____

6 Retention/revocation of prior power(s) of attorney. The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same matters and years or periods covered by this document. If you **do not** want to revoke a prior power of attorney, check here **YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.**

7 Signature of taxpayer. If a tax matter concerns a year in which a joint return was filed, the husband and wife must each file a separate power of attorney even if the same representative(s) is (are) being appointed. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

▶ IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED TO THE TAXPAYER.


Signature

5/24/2012
Date

Executive Director
Title (if applicable)

Paul Biondich, M.D.
Print Name

PIN Number

OPENMRS1, LIMITED
Print name of taxpayer from line 1 if other than individual

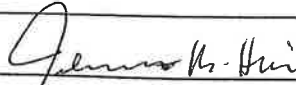

Part II Declaration of Representative

Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Circular 230 (31 CFR, Part 10), as amended, concerning practice before the Internal Revenue Service;
- I am authorized to represent the taxpayer identified in Part I for the matter(s) specified there; and
- I am one of the following:
 - a Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below.
 - b Certified Public Accountant—duly qualified to practice as a certified public accountant in the jurisdiction shown below.
 - c Enrolled Agent—enrolled as an agent under the requirements of Circular 230.
 - d Officer—a bona fide officer of the taxpayer's organization.
 - e Full-Time Employee—a full-time employee of the taxpayer.
 - f Family Member—a member of the taxpayer's immediate family (for example, spouse, parent, child, grandparent, grandchild, step-parent, step-child, brother, or sister).
 - g Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Internal Revenue Service is limited by section 10.3(d) of Circular 230).
 - h Unenrolled Return Preparer - Your authority to practice before the Internal Revenue Service is limited. You must have been eligible to sign the return under examination and have signed the return. **See Notice 2011-6 and Special rules for registered tax return preparers and unenrolled preparers in the instructions.**
 - i Registered Tax Return Preparer—registered as a tax return preparer under the requirements of section 10.4 of Circular 230. Your authority to practice before the Internal Revenue Service is limited. You must have been eligible to sign the return under examination and have signed the return. **See Notice 2011-6 and Special rules for registered tax return preparers and unenrolled return preparers in the instructions.**
 - k Student Attorney or CPA—receives permission to practice before the IRS by virtue of his/her status as a law, business, or accounting student working in LITC or STCP under section 10.7(d) of Circular 230. See instructions for Part II for additional information and requirements.
 - r Enrolled Retirement Plan Agent—enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e)).

▶ IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED. REPRESENTATIVES MUST SIGN IN THE ORDER LISTED IN LINE 2 ABOVE. See the instructions for Part II.

Note: For designations d-f, enter your title, position, or relationship to the taxpayer in the "Licensing jurisdiction" column. See the instructions for Part II for more information.

Designation—Insert above letter (a-r)	Licensing jurisdiction (state) or other licensing authority (if applicable)	License/Bar or Enrollment Number (if applicable)	Signature	Date
a	Indiana	20921-67		6-5-2012
a	Indiana	24298-49A		6-5-2012

OpenMRS1, Limited
ATTN: Dr. Paul Biondich
410 West 10th Street, Suite 2000
Indianapolis, Indiana 46202

Federal EIN: 45-5316647

Exhibit to Form 1023
(Part II, Line 1)

EXHIBIT B

ARTICLES OF INCORPORATION

CERTIFICATE OF INCORPORATION

AMENDED ARTICLES OF INCORPORATION

CERTIFICATE OF AMENDMENT

(see attached)

A true copy
James R. Goh
Attorney-in-fact
6-5-2012

OpenMRS7, Ltd.

ARTICLES OF INCORPORATION OF OPENMRS, LIMITED.

RECEIVED
CORPORATIONS DIV.

2011 APR 12 AM 9:59

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:

ARTICLE I

Name

The name of the Corporation is ~~OpenMRS, Limited~~ OpenMRS7,

ARTICLE II

Purposes

APPROVED
AND
FILED

Charles D. White
IND. SECRETARY OF STATE

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CORPORATIONS DIV.
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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

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

OpenMRS7, 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

A true copy
James M. Heli
Attorney-in-fact
6-5-2012

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.

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

A true Copy
James M. Br...
Attorney-in-fact
6-5-2012



ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION (NONPROFIT)

State Form 4161 (R11 / 2-11) / Corporate Form No. 364-2 (May 1988)
Approved by State Board of Accounts 1995

CHARLES P. WHITE
SECRETARY OF STATE
CORPORATIONS DIVISION
302 W. Washington St., Rm. E018
Indianapolis, IN 46204
Telephone: (317) 232-6576

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2012 MAY 17 AM 11:28

INSTRUCTIONS: Use 8 1/2" x 11" white paper for attachments.
Present original and one copy to address in upper right corner of this form.
Please TYPE or PRINT
Please visit our office on the web at www.sos.in.gov

Indiana Code 23-17-17-1 et seq.
FILING FEE: \$30.00

The undersigned officer of the Nonprofit Corporation named in Article I below (*hereinafter referred to as the "Corporation"*) desiring to give notice of corporate action effectuating Amendment(s) to the Articles of Incorporation, certifies the following facts:

This Corporation exists pursuant to: (*check appropriate box*)

- The Indiana Not-For-Profit Corporation Act of 1971 (IC 23-7-1.1) as amended.
- Indiana General Not-For-Profit Corporation Act (*approved March 7, 1935*)
- Indiana Nonprofit Corporation Act of 1991 (IC 23-17-1) as amended

APPROVED AND FILED
Connie Hansen
IND. SECRETARY OF STATE

ARTICLE I - AMENDMENT(S)

SECTION 1: The name of the Corporation is:

OpenMRS1, Limited

SECTION 2: The date of incorporation of the Corporation is (*month, day, year*):

April 13, 2011

SECTION 3: The name of the Corporation following this amendment to the Articles of Incorporation is:

OpenMRS1, Limited

SECTION 4

The exact text of Article(s) I-XI of the Articles of Incorporation is now as follows.

Please see attached Amended and Restated Articles of Incorporation.

SECTION 5

The date of adoption of the amendment to the Article(s) I - XI was April 20, 2012

ARTICLE II - MANNER OF ADOPTION AND VOTE

SECTION 1: Action by Board of Directors

The Board of Directors duly adopted a resolution proposing to amend the Article(s) of Incorporation: *(select one)*

- At a meeting held on _____, 20__, at which a quorum of such Board was present.
- By written consent executed on April 20, 2012, and signed by all members of such Board.

SECTION 2: Action by members

IF APPROVAL OF MEMBERS WAS NOT REQUIRED:

The Amendment(s) were approved by a sufficient vote of the Board of Directors or incorporators and approval of members was not required.

- Yes No

The Amendment(s) were approved by a person other than the members, and that approval pursuant to Indiana Code 23-17-17-1 was obtained.

- Yes No

IF APPROVAL OF MEMBERS WAS REQUIRED:

TOTAL

MEMBERS OR DELEGATES ENTITLED TO VOTE AS A CLASS

1	2	3
MEMBERS OR DELEGATES ENTITLED TO VOTE		
MEMBERS OR DELEGATES VOTED IN FAVOR		
MEMBERS OR DELEGATES VOTED AGAINST	0	

- The manner of the adoption of the Articles of Amendment and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Corporation.

I hereby verify, subject to penalties of perjury, that the facts contained herein are true.

Signature of Current Officer



Printed name of Officer

Paul Biondich

Title of Officer
President

AMENDED AND RESTATED

ARTICLES OF INCORPORATION OF OPENMRS1, LIMITED.

The undersigned officer of OpenMRS1, Limited (hereinafter, the "Corporation"), pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act"), hereby executes the following Amended and Restated Articles of Incorporation (the "Articles"), which supersede and take the place of the previously existing articles of the Corporation and all provisions and amendments thereto:

ARTICLE I

Name

The name of the Corporation is 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, A Nonprofit Corporation, and Indiana University (the "Supported Organizations"), 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 Organizations (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

Registered Agent and Registered Office

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

Section 2. At the time of filing these Articles, the street address of the registered office of the Corporation is 410 West 10th Street, Suite 2000, Indianapolis, Indiana 46202.

ARTICLE VI

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 VII

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 not less than five (5).

ARTICLE VIII

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 Organizations.

ARTICLE IX

No Private Inurement

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

ARTICLE X

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).

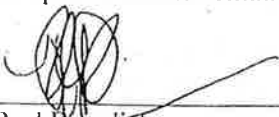
ARTICLE XI

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 officer of the Corporation hereby presents these Amended and Restated Articles of Incorporation to the Secretary of State of the State of Indiana for filing, and states that the manner of their adoption and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the previously existing Articles of Incorporation, and the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned officer hereby verifies and affirms, subject to penalties of perjury, that the representations contained herein are true, this 20 day of April, 2012.



Paul Blondich
President

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

*A true copy
James H. Dale
Attorney-in-fact
6-5-2012*

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

CERTIFICATE OF AMENDMENT
of
OPENMRS1, LIMITED

I, CONNIE LAWSON, Secretary of State of Indiana, hereby certify that Articles of Amendment 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.

NOW, THEREFORE, with this document I certify that said transaction will become effective Thursday, May 17, 2012.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, May 17, 2012.

Connie Lawson

CONNIE LAWSON,
SECRETARY OF STATE

OpenMRS1, Limited
ATTN: Dr. Paul Biondich
410 West 10th Street, Suite 2000
Indianapolis, Indiana 46202

Federal EIN: 45-5316647

Exhibit to Form 1023
(Part II, Line 5)
(Part V, Line 5a)

EXHIBIT C

BYLAWS

(see attached)

*A true copy
James M. Hill
Attorney-in-fact
6-5-2012*

**BYLAWS
OF
OPENMRS1, LIMITED**
[Adopted—April 20, 2012]

ARTICLE I

GENERAL

Section 1. Name. The name of the corporation is OpenMRS1, Limited (the "Corporation").

Section 2. Address. The post office address of the Corporation's initial registered office is 410 West 10th Street, Suite 2000, Indianapolis, Indiana 46202. The initial registered agent in charge of the initial registered office is Dawn C. Smith.

Section 3. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June next succeeding.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Directors. The affairs of the Corporation shall be managed, controlled, and conducted by, and under the supervision of, the Board of Directors, subject to the provisions of the Articles of Incorporation and these Bylaws. The Board of Directors (the "Board") shall have the number of members, not less than five and not more than nine, as designated by resolution of the Board from time to time. When not so designated, the number of directors shall be five. At all times, a majority of the Corporation's directors shall be persons appointed by the Supported Organizations (as identified in the Articles of Incorporation) or designated by their offices with the Supported Organizations.

Section 2. Terms and Qualifications. Beginning with the initial members of the Board, as identified below, there shall be two classes of directors: Appointed Directors and At-Large Directors, as further described below. Each class shall have the same rights regarding approval of actions and other matters (except as specifically provided in the Articles of Incorporation and these Bylaws). The names of the members of the initial Board, who shall serve for terms as specified below in these Bylaws, are as follows:

APPOINTED DIRECTORS

<u>Name</u>	<u>Term to Expire:</u>
William Tierney	December 31, 2015
Christopher Bailey	December 31, 2015
Aamir Khan	December 31, 2015

AT-LARGE DIRECTORS

<u>Name</u>	<u>Term to Expire:</u>
Joaquin Blaya	December 31, 2014
Mitchell Baker	December 31, 2014

The term of each member of the initial Board shall extend through the specified term, and until his or her successor is appointed (or elected) and qualified. Following or preceding the expiration of the term of a director (including the initial members of the Board), the directors shall be appointed and elected as follows:

- (a) Appointed Directors. The Supported Organization(s) shall appoint one or more members of the Board provided that the total number of directors so appointed comprises a majority of the Board (an "Appointed Director").

Other than the initial directors, who shall serve for the terms outlined above, each Appointed Director shall serve for a term of three years, and until his or her successor is appointed and qualified. An Appointed Director may serve no more than three terms (whether such terms are consecutive or non-consecutive).

- (b) At-Large Directors. The remaining members of the Corporation's Board of Directors (the "At-Large Directors") shall be elected by the directors then in office (both Appointed and At-Large Directors, whose terms have not expired). The Board shall strive to elect At-Large Directors from amongst the Corporation's community with at least one of the At-Large Directors coming from the community of implementers. Such individuals shall have actively participated in the direct implementation of the records system with experience "on the ground" and in health care settings. With the exception of the initial directors, who shall serve for the terms outlined above, each At-Large Director shall serve for a term of three years (or such other term as prescribed by the Board at the time of election) and until his or her successor is elected and qualified. An At-Large Director may serve no more than three terms (whether such terms are consecutive or non-consecutive).

Section 3. Quorum and Approval of Actions. A majority of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of any business properly to come before the Board. Unless otherwise provided in the Articles of

Incorporation or these Bylaws, the approval of two-thirds of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4. Regular Meetings. The Board may hold regular meetings, as fixed by these Bylaws or by resolution of the Board, for the purpose of transacting such business as properly may come before the Board. Such regular meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting.

Section 5. Special Meeting. Notwithstanding the provision for regular meetings of the Board, the Board of Directors may hold special meetings for any lawful purpose upon not less than five days' notice, as described in these Bylaws, upon call by the Chair of the Corporation or by not less than twenty percent (but not fewer than two) of the members of the Board of Directors then in office. A special meeting shall be held at such date, time, and place within or without the State of Indiana as is specified in the call of the meeting. The purpose of any such meeting need not be specified.

Section 6. Notice. Where required, oral or written notice of the date, time, and place of each special meeting of the Board of Directors shall be communicated, delivered, or mailed by the Secretary of the Corporation, or by the person or persons calling the meeting, to each member of the Board so that such notice is effective at least five days before the date of the meeting. The notice need not describe the purpose of the meeting. Oral notice shall be effective when communicated. A written notice transmitted by facsimile or electronic mail shall be effective when received. Any other written notice shall be effective at the earliest of the following:

- (a) When received;

- (b) Five (5) days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the Corporation;
- (c) On the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or
- (d) Thirty (30) days after the notice is deposited with another method of the United States Postal Service other than first class, registered, or certified postage affixed, as evidenced by the postmark, if mailed correctly addressed to the address listed in the most current records of the Corporation.

Section 7. Waiver of Notice. Notice of a meeting may be waived in writing, signed by the director entitled to notice, and filed with the minutes or the corporate records. Attendance at or participation in any meeting (a) waives objection to lack of notice or defective notice unless the director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and (b) waives objection to consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice, unless the director objects to considering the matter when the matter is presented.

Section 8. Means of Communication. The Board of Directors, or a committee thereof, may (a) permit a director or a committee member to participate in a regular or special meeting by or (b) conduct a regular or special meeting through the use of any means of communication by which all directors or committee members participating may simultaneously hear each other

during the meeting. A director or committee member participating in a meeting by such means shall be considered present in person at the meeting.

Section 9. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a written consent describing such action is signed by each director or committee member and such written consent is included in the minutes or filed with the corporate records reflecting the action taken. Action taken by written consent shall be effective when the last director or committee member signs the consent, unless the consent specifies a prior or subsequent effective date. A consent signed as described in this section shall have the effect of approval at a meeting and may be described as such in any document.

Section 10. Resignation, Removal, and Vacancies. An At-Large Director may voluntarily resign at any time by delivering to the Chair or Secretary his or her written notice of resignation. The resignation shall be considered accepted, and will become effective, when the notice is effective under Section 6 of this Article II, unless the notice specifies a later effective date. An At-Large Director may be removed from office or replaced at any time, with cause, by two-thirds of the directors present at a meeting at which a quorum is present. An At-Large Director so removed shall have thirty (30) days after receipt of notice of such removal to file a petition with the Secretary appealing the decision of the Board of Directors. A vacancy on the Board of Directors, whether created by removal or resignation of an At-Large Director, shall be filled by the Board, and the person elected to fill such vacancy shall serve until the expiration of the term vacated.

An Appointed Director may voluntarily resign at any time by delivering to the Supported Organization his or her written notice of resignation. An Appointed Director may be removed from office or replaced at any time, with cause, by the appointing Supported Organization. A vacancy on the Board of Directors, whether created by removal or resignation of an Appointed Director, shall be filled by the Supported Organization that made the appointment, and the person elected to fill such vacancy shall serve until the expiration of the term vacated.

ARTICLE III

OFFICERS

Section 1. In General. The officers of this Corporation shall be a Chair, a Vice Chair, an Executive Director, a Secretary, a Treasurer, and such other officers as the Corporation's Board of Directors may otherwise elect. An officer simultaneously may hold more than one office, with the exception of Chair and Vice Chair. Each officer shall be elected by the Board of Directors and shall serve for two years, or such other period as prescribed by the Board at the time of such election, and until the officer's successor is elected and qualified. An individual may serve as an officer for three consecutive terms but may serve any number of nonconsecutive terms. Except for the offices of Chair and Vice Chair, all officers may, but need not, be members of the Board. Any officer may be removed by the Board of Directors, with or without cause, by a two-thirds vote of the directors present at a meeting at which a quorum is present. Any vacancy occurring in any office shall be filled by the Board, and the person elected to fill such vacancy shall serve until the expiration of the term vacated.

Section 2. Chair. The Chair shall be a member of the Board of Directors and preside at all meetings of the Board. The Chair shall provide overall leadership and direction to the Board and shall perform such other duties as the Board of Directors may prescribe.

Section 3. Vice Chair. The Vice Chair shall be a member of the Board of Directors and shall perform the duties and exercise the powers of the Chair during the absence or disability of the Chair and such other duties as the Board may prescribe.

Section 4. Executive Director. The Executive Director shall perform the duties usual to such position, including conducting all operational aspects of the Corporation. The Executive Director shall perform such other duties and have such other powers as the Board of Directors may prescribe.

Section 5. Secretary. The Secretary shall be the custodian of all papers, books, and records of the Corporation other than books of account and financial records. The Secretary shall prepare and enter in the minute book the minutes of all meetings of the Board of Directors. The Secretary shall authenticate records of the Corporation as necessary. The Secretary shall perform the duties usual to such position and such other duties as the Board of Directors or Executive Director may prescribe.

Section 6. Treasurer. The Treasurer shall prepare and maintain correct and complete records of account showing accurately the financial condition of the Corporation. All fees, notes, securities, and other assets coming into the possession of the Corporation shall be received, accounted for, and placed in safekeeping as the Treasurer may from time to time prescribe. The Treasurer shall furnish, whenever requested by the Board of Directors or the Executive Director, a statement of the financial condition of the Corporation and shall perform

the duties usual to such position and such other duties as the Board of Directors or Executive Director may prescribe.

Section 7. Other Offices. Each other officer of the Corporation may perform such duties as the Board of Directors, Chair, or Executive Director may prescribe.

ARTICLE IV

COMMITTEES

Section 1. Executive Committee. The Board of Directors may, by resolution adopted by the directors then in office, designate two (2) or more directors of the Corporation to constitute an Executive Committee which, to the extent provided in such resolution and consistent with applicable law, shall have and exercise all of the authority of the Board of Directors in the management of the Corporation's affairs during intervals between the meetings of the Board of Directors. The Executive Committee shall be subject to the authority and supervision of the Board. At a minimum, the Executive Committee shall meet on a quarterly basis during the course of the Corporation's fiscal year.

Section 2. Other Committees. The Board of Directors may establish other committees, in addition to the Executive Committee, to accomplish the goals and perform the programs of the Corporation. Such committees shall have such responsibilities and powers as the Board of Directors shall specify. Members of such committees may, but need not, be members of the Board. A committee member appointed by the Board of Directors may be removed by the Board with or without cause.

ARTICLE V

INDEMNIFICATION

Section 1. Indemnification by the Corporation. To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a director, officer, employee, or agent of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by her or him in connection with or resulting from any claim, action, suit, or proceeding (a) if such person is wholly successful with respect thereto or, (b) if not wholly successful, then if such person is determined as provided in Section 3 of this Article V to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation (or, in any case not involving the person's official capacity with the Corporation, in what he or she reasonably believed not to be opposed to the best interests of the Corporation) and, in addition, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that her or his conduct was lawful (or no reasonable cause to believe that the conduct was unlawful). The termination of any claim, action, suit, or proceeding, civil or criminal, by judgment, order, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of nolo contendere or its equivalent, shall not create a presumption that a person did not meet the standards of conduct set forth in this Article V.

Section 2. Definitions.

- (a) As used in this Article V, the terms "claim, action, suit, or proceeding" shall include any threatened, pending, or completed claim, action, suit, or proceeding

and all appeals thereof (whether brought by or in the right of this Corporation, any other corporation, or otherwise), civil, criminal, administrative, or investigative, whether formal or informal, in which a person (or her or his heirs or personal representatives) may become involved, as a party or otherwise:

- (i) By reason of her or his being or having been a director or officer of the Corporation or of any corporation where he or she served as such at the request of the Corporation, or
 - (ii) By reason of her or his acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust, or other organization or entity where he or she served as such at the request of the Corporation, or
 - (iii) By reason of any action taken or not taken by her or him in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been incurred.
- (b) As used in this Article V, the terms “liability” and “expense” shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by or on behalf of, a person.
- (c) As used in this Article V, the term “wholly successful” shall mean (i) termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against her or him, (ii) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit, or proceeding, or (iii) the expiration of a reasonable period of time after the making

of any claim or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Section 3. Entitlement to Indemnification. Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification (a) if special independent legal counsel, which may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the “referee”), shall deliver to the Corporation a written finding that such person has met the standards of conduct set forth in the preceding Section 1 of this Article V and (b) if the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions, or other evidence in any way relevant to the referee’s finding that is within the possession or control of the Corporation.

Section 4. Relationship to Other Rights. The right of indemnification provided in this Article V shall be in addition to any rights to which any person may otherwise be entitled.

Section 5. Extent of Indemnification. Irrespective of the provisions of this Article V, the Board of Directors may, at any time and from time to time, approve indemnification of directors, officers, employees, agents, or other persons to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

Section 6. Advancement of Expenses. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

Section 7. Purchase of Insurance. The Board of Directors is authorized and empowered to purchase insurance covering the Corporation's liabilities and obligations under this Article V and insurance protecting the Corporation's directors, officers, employees, or other persons.

ARTICLE VI

CONFLICT OF INTEREST

Section 1. General Statement and Procedures. It is the policy of the Corporation and its Board of Directors that the Corporation's directors, officers, and employees carry out their respective duties in a fashion that avoids actual, potential, or perceived conflicts of interest. The Corporation's directors, officers, and employees shall have the continuing, affirmative duty to report any personal ownership, interest, or other relationship that might affect their ability to exercise impartial, ethical, and business-based judgments in fulfilling their responsibilities to the Corporation. This policy shall be further subject to the following principles:

(a) Directors, officers, and employees of the Corporation shall conduct their duties with respect to potential and actual grantees, contractors, suppliers, agencies, and other persons transacting or seeking to transact business with the Corporation in a completely impartial

Section 6. Advancement of Expenses. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

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ARTICLE VI

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Section 1. General Statement and Procedures. It is the policy of the Corporation and its Board of Directors that the Corporation's directors, officers, and employees carry out their respective duties in a fashion that avoids actual, potential, or perceived conflicts of interest. The Corporation's directors, officers, and employees shall have the continuing, affirmative duty to report any personal ownership, interest, or other relationship that might affect their ability to exercise impartial, ethical, and business-based judgments in fulfilling their responsibilities to the Corporation. This policy shall be further subject to the following principles:

(a) Directors, officers, and employees of the Corporation shall conduct their duties with respect to potential and actual grantees, contractors, suppliers, agencies, and other persons transacting or seeking to transact business with the Corporation in a completely impartial

manner, without favor or preference based upon any consideration other than the best interests of the Corporation.

(b) Directors, officers, and employees of the Corporation shall not seek or accept for themselves or anyone else, from any person or business entity that transacts or seeks to transact business with the Corporation, any gifts, entertainment, or other favors relating to their positions with the Corporation that exceed common courtesies consistent with ethical and accepted business practices.

(c) If a director, or a director's relative (the term "relative" includes spouses, ancestors, and descendants, whether by whole or half blood), directly or indirectly owns a significant financial interest in, or is employed by, any business entity that transacts or seeks to transact business with the Corporation, the director shall disclose that interest or position and shall refrain from voting on any issue pertaining to the transaction.

(d) Officers and employees of the Corporation shall not conduct business on behalf of the Corporation with a relative or a business entity in which the officer, employee, or his or her relative owns a significant financial interest or by which such officer, employee, or relative is employed, except where such dealings have been disclosed to, and specifically approved and authorized by, the Board of Directors of the Corporation.

(e) The Board of Directors may require the Corporation's directors, officers, or employees to complete annually (or as otherwise scheduled by the Board) a disclosure statement regarding any actual or potential conflict of interest described in these Bylaws. The disclosure statement shall be in such form as may be prescribed by the Board and may include information regarding a person's participation as a, director, officer, or employee of any other

nonprofit organization. The Board of Directors shall be responsible for oversight of all disclosures or failures to disclose and for taking appropriate action in the case of any actual or potential conflict of interest transaction.

Section 2. Validity of Actions. The failure of the Corporation, its Board of Directors, or any or all of its directors, officers, or employees to comply with the conflict of interest provisions of these Bylaws shall not invalidate, cancel, void, or make voidable any contract, relationship, action, transaction, debt, commitment, or obligation of the Corporation that otherwise is valid and enforceable under applicable law.

ARTICLE VII

CONTRACTS, CHECKS, LOANS, DEPOSITS, AND GIFTS

Section 1. Contracts. The Board of Directors may authorize two (2) or more officers, agents, or employees of the Corporation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless so authorized by the Board, no officer, agent, or employee shall have any power to bind the Corporation or to render it liable for any purpose or amount.

Section 2. Checks. All checks, drafts, or other orders for payment of money by the Corporation shall be signed by such person or persons as the Board may from time to time designate by resolution. Such designation may be general or confined to specific instances.

Section 3. Loans. Unless authorized by the Board, no loan shall be made by or contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in its name. Such authorization may be general or confined to specific instances.

Section 4. Deposits. All funds of the Corporation shall be deposited to its credit in such banks or other depositories as the Board may designate. Such designation may be general or confined to specific instances.

Section 5. Gifts. The Board of Directors may accept on behalf of the Corporation any gift, grant, bequest, devise, or other contribution for the purposes of the Corporation on such terms and conditions as the Board shall determine.

ARTICLE VIII

AMENDMENTS

The power to make, alter, amend, or repeal the Bylaws is vested in the Board of Directors and any such amendments shall require approval of two-thirds of the directors present at a meeting at which a quorum is present.

Exhibit to Form 1023
(Part IV)
(Part VI, Line 1b)

EXHIBIT D

ACTIVITIES

Overview. As provided in its Articles of Incorporation, OpenMRS1, Limited (the “Corporation”), is an Indiana nonprofit corporation that is organized and operated exclusively to benefit, perform the functions of, and carry out the exclusively charitable, educational, and other purposes of Indiana University and Partners in Health, A Nonprofit Corporation (collectively, the “Supported Organizations”). The Corporation seeks to improve the quality of health care by coordinating a global community to collaboratively develop a freely available, user-driven, open source, electronic medical record system platform that is used in resource-constrained health care clinics throughout the world.

Developing countries, in particular, will benefit greatly from the Corporation’s activities. Most health care clinics in developing countries manage their patient and medical information using difficult to maintain paper-based records, or small, poorly designed databases, which perpetuates marginal health care for patients in these countries. The Corporation, therefore, seeks to curate an openly accessible, emerging body of work produced through a series of partnering organizations all committed toward improving access to health information for the poor, the underserved, and the underprivileged in healthcare clinics and health systems worldwide. Additionally, through its work, the Corporation will support research activities and serve as a basis for health informatics courses at various university and vocational training facilities around the world.

Background. A worldwide network of individuals and nonprofit institutions specializing in medical informatics research (including the Regenstrief Institute, Inc., and Partners in Health) worked collaboratively to help support the increased need for information in health care systems throughout the world, including Western Kenya, Eastern Rwanda, Central Peru, and KwaZulu Natal, South Africa. From these collaborative origins the Open Medical Record System (“OpenMRS”) was born — a shared electronic medical record system platform supporting the delivery of patient care in health clinics and health systems around the world. (OpenMRS[®] is a registered trademark of OpenMRS, LLC.)

OpenMRS[®] has grown into a fully “open source” project with at least 400 contributing participants and self-reported implementations in at least forty-two countries worldwide. (“Open source” is a concept that advances free access to aspects of product design and implementation. A principle component of open source software development includes collaboration amongst developers to enhance a product, which in turn results in the availability of source code,

documentation, and related materials to any party desiring access. Such access is provided at no cost to the public.) OpenMRS[®] serves as the basis for national-level implementations of patient record systems in outpatient settings and serves as a technical foundation for a significant number of direct patient care, research, and educational projects worldwide.

OpenMRS[®] is designed to support and improve upon the delivery of healthcare to patients in underserved populations by collecting patient observations, health-care provider notes, and other patient- and treatment-related data. OpenMRS[®] serves as a repository of sorts capturing this information and subsequently generating summaries, reports, and other patient data views to assist healthcare providers in delivering medical care to their patients.

Activities. A world-wide network of volunteers supports the continued development and maintenance of OpenMRS[®]. Volunteers from various institutions, organizations, and companies serve on collaborative teams that perform the following activities:

- a. *Enhancement:* a development community (comprised of volunteer users, implementers, and other technically-savvy professionals) focuses on creating, enhancing, and maintaining the application - software modules that comprise OpenMRS[®];
- b. *Implementation:* an implementation community provides support for short-term strategic planning with respect to the implementation of the OpenMRS[®] platform for public health clinics and other public health systems and entities that will use and maintain their own medical records database; and,
- c. *Training:* a community of individuals knowledgeable about the development and implementation of OpenMRS[®] will provide training to advance the technological skills of individuals in resource-constrained countries so as to develop capacity to self-support and sustain OpenMRS[®] and the organizations that utilize the application.

OpenMRS[®] and accompanying support services and training are made available free of charge to public health clinics and organizations seeking to strengthen health system initiatives in resource-constrained environments that are interested in creating and maintaining a medical records system. These services, provided at no-charge, include maintenance of an internet portal to facilitate technical collaboration between partners, coordinating international conferences for participants (including members of the development community and users of the system), and providing advice and training to administrators in various countries seeking to make large-scale plans to roll out the platform.

The international conferences are designed to continue planning and designing enhancements and improvements to the OpenMRS[®] platform. These conferences have and will provide an opportunity for developers to collaborate and improve upon their technical skills with respect to

the application modules that comprise OpenMRS[®]. In addition implementers have an opportunity to share their experiences and learn best practices from implementations from others in the community. Users of OpenMRS[®] also may attend the conference to advance the development of the platform by identifying and prioritizing new features for future releases of OpenMRS[®].

Given that many of the OpenMRS[®] implementation sites are located in resource-constrained environments, the Corporation may, from time to time, cover the cost and fees associated with a participant's attendance at an annual conference whose organization is unable to support his or her attendance. These participants contribute significantly to the continued development and support of OpenMRS[®] and, as such, their attendance is critical to the furtherance of the Corporation's continued exempt purpose—improving access to critical healthcare information so as to improve the delivery of health care to underserved and underprivileged patients.

The Corporation's Exempt Activities. The Corporation will continue to perform the activities and provide the services that have been conducted by OpenMRS, LLC, as described above. The software application at the heart of these activities, OpenMRS[®], will be transferred from OpenMRS, LLC to the Corporation upon its classification as a tax-exempt organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). As an organization that will promote public health among underserved populations and that will provide a software application and associated services free of charge, the Corporation will be organized and operated for charitable, educational, and other exempt purposes as described in Code section 501(c)(3) and corresponding regulations.

Promoting Health. The Corporation will promote, improve, and advance public health in many underprivileged communities in the United States and in developing countries through the development, implementation, and use of the open source medical record system platform. This system will make medical information readily available to healthcare providers delivering care and treatment to underserved and underprivileged patients around the world.

As provided in Section 1.501(c)(3)-1(d)(2) of the United States Treasury Regulations the term "charitable" is used in Code section 501(c)(3) in its generally accepted legal sense. The promotion of health has long been recognized as a charitable purpose. See Restatement (Second) of Trusts, sections 368, 372 (1959); 4A Scott and Fratcher, The Law of Trusts, sections 368, 372 (4th ed. 1989); Revenue Ruling ("Rev. Rul.") 75-197, 1975-1 C.B. 156 (operation of an information retrieval system to facilitate the legal donation of body organs "serv[ed] the health needs of the community and, therefore, is promoting health within the meaning of the general law of charity"). Accordingly, given the programs and activities that the Corporation will conduct to support the many medically underserved communities, it will serve a charitable and exempt purpose under Code section 501(c)(3).

Providing Services Free of Charge. Although the provision of consulting, management, and related services typically tend to be commercial in nature, the software and associated development and implementation support from the development community that will be performed by the Corporation will be without cost to the public health clinics that so desperately need access to such systems to effectively manage their clinics and serve their patients. The Corporation provides an essential function and service to healthcare environments that provide medical treatment and care to underserved and underprivileged populations.

Importantly, the “product” and support services that the Corporation will provide will be free of charge to the health clinics demonstrating the donative and charitable nature of the Corporation’s activities. See Rev. Rul. 71-529, 1971-2 C.B. 234 (an organization that provided investment management services to colleges and universities served an essential function for charitable organizations and by performing the function for a charge that was “substantially below cost” the organization was performing a charitable activity). Accordingly, given that the products and services are essential to the function of the public health clinics and systems and that such services will be provided without cost, the Corporation will perform a charitable activity within the meaning of Code section 501(c)(3).

Educational support. Through its training, conferences, and collaborative efforts in the development and implementation communities, the Corporation will enhance the technological skill levels of its volunteers as the Corporation advances the development of the medical record system platform—OpenMRS[®]. For purposes of Code section 501(c)(3), the term “educational” means the “instruction or training of the individual for the purpose of improving or developing his capabilities; or the instruction of the public on subjects useful to the individual and beneficial to the community.” Treas. Reg. section 1.501(c)(3)-1(d)(d)(i). Volunteers from resource-constrained environments in particular will develop and improve upon their technological abilities, generally, and specifically as they relate to the implementation, support, and development of OpenMRS[®], which will benefit the health and stability of individuals within his or her local community. Accordingly, the Corporation will serve educational purposes in carrying out its activities.

OpenMRS1, Limited
ATTN: Dr. Paul Biondich
410 West 10th Street, Suite 2000
Indianapolis, Indiana 46202

Federal EIN: 45-5316647

Exhibit to Form 1023
(Part V, Lines 1a, 1b, 2a, and 3a)

EXHIBIT E

INFORMATION REGARDING OFFICERS, DIRECTORS, AND HIGHEST COMPENSATED EMPLOYEES

Paul Biondich, M.D.
Executive Director
410 West 10th Street
Indianapolis, IN 46202

Qualifications: For the past eight years, Dr. Biondich has devoted his time and attention to a variety of work as it relates to the field of medical informatics; particularly as such work relates to global health issues. Dr. Biondich is one of the co-founders of OpenMRS[®].

Average Hours Worked: Less than four hours per week.

Duties: Dr. Biondich will serve as the Corporation's Executive Director. His duties in that regard are described in Article III, Section 4 of the Corporation's Bylaws, attached to this exemption application at Exhibit C.

Compensation: \$34,000 per year

William Tierney, M.D.
Director and Chair

Regenstrief Institute
410 W. 10th Street, Suite
2000 Indianapolis, IN
46202

Qualifications: Dr. Tierney is the President and CEO of the Regenstrief Institute, Inc. He has an expansive career in medical informatics and global health.

Average Hours Worked: Less than 1 hour per week.

Duties: Mr. Tierney serves as a member of the Corporation's Board of Directors. He also serves as serves as the Chair of the Board of Directors. His duties in that regard are described in Article III, Section 2 of the Corporation's Bylaws, attached to this exemption application at Exhibit C.

Compensation: None.

Business Relationships with Other Directors: None.

Joaquín Blaya, PhD
Director and Vice Chair

eHealth Systems
Chile Espana 651 Santiago,
Santiago Metropolitan
Region, Chile

Qualifications:

Mr. Blaya is the co-founder and chief information officer of *eHealth Systems*, a company that has implemented OpenMRS[®] for clinics in Chile. He will represent the voice of implementers in the OpenMRS[®] development community and the the voice of those who use OpenMRS[®] in resource-constrained environments.

Average Hours Worked:

Less than 1 hour per week.

Duties:

Mr. Blaya serves as a member of the Corporation's Board of Directors. He also serves as serves as the Vice Chair of the Board of Directors. His duties in that regard are described in Article III, Section 3 of the Corporation's Bylaws, attached to this exemption application at Exhibit C.

Compensation:

None.

Business Relationships with Other Directors:

None.

Mitchel Baker
Director

Mozilla Foundation
650 Castro Street,
Suite3000 Mountain View,
CA 94041

Qualifications:

Mrs. Baker is a trailblazer in the world of open source technologies and communities. As the Chair of the Mozilla Foundation, Mrs. Baker brings a wealth of knowledge about how to grow and sustain an open source community and the work of that community.

Average Hours Worked:

Less than 1 hour per week.

Duties:

Mrs. Baker serves as a member of the Corporation's Board of Directors.

Compensation:

None.

Business Relationships with

None.

Other Directors:

Christopher Bailey
Director

World Health Organization
Avenue Appia 20, Geneva,
Switzerland
CH-1211

Qualifications:

Mr. Bailey is the Coordinator of Health Informatics at the World Health Organization in Switzerland. He brings the perspective and knowledge of multinational development organizations from his work with the World Health Organization. Mr. Bailey was an advocate of OpenMRS[®] from its earliest days and created the ethos around supporting the community.

Average Hours Worked:

Less than 1 hour per week.

Duties:

Mr. Baker serves as a member of the Corporation's Board of Directors.

Compensation:

None.

Business Relationships with Other Directors:

None.

Aamir Khan, M.D., PhD
Director

Interactive Research and Development
Suite 508, Ibrahim Trade Tower
Main Shara e Faisal,
Karachi Pakistan

Qualifications:

A specialist in epidemiology, Dr. Khan is the Executive Director of Interactive Research & Development and has extensive experience using OpenMRS[®] in resource-constrained environments. He represents the voice of the implementers and end users in the community and has a long, intimate knowledge of OpenMRS[®].

Average Hours Worked:

Less than 1 hour per week.

Duties:

Dr. Khan serves as a member of the Corporation's Board of Directors.

Compensation:

None.

Business Relationships with Other Directors:

None.

Dawn Smith
Secretary and Treasurer
410 West 10th Street
Indianapolis, IN 46202

Qualifications: Ms. Smith, Project Coordinator for the OpenMRS[®] project at Regenrief Institute, Inc., has unique project management skills and has worked in the OpenMRS[®] community for the past two years. She has developed close working relationship with many of the volunteers that comprise the community.

Average Hours Worked: Less than 2 hours per week.

Duties: Ms. Smith serves as the Secretary and the Treasurer of the Board of Directors. Her duties in these roles are described in Article III, Sections 5 and 6 of the Corporation's Bylaws, attached to this exemption application at Exhibit C.

Compensation: Ms. Smith will not be compensated for her services as the Secretary and Treasurer of the Corporation.

Business Relationships with Other Directors: None.

Michael Downey
Community Infrastructure
Lead
410 West 10th Street
Indianapolis, IN 46202

Qualifications: An employee of Regenrief Institute, Inc., Mr. Downey will work full-time on the OpenMRS[®]. He has been involved with the project and its community since 2010. Michael has a background in computer science and is completing PhD research in the Indiana University School of Informatics on cross-cultural virtual collaboration.

Average Hours Worked: 40 hours per week.

Duties: Mr. Downey leads the community infrastructure for OpenMRS[®]. This includes coordinating and performing the following tasks:

- Server administration: liaising with organizations who host the hardware and technologies upon which OpenMRS[®] operates;
- Manage applications, including the OpenMRS[®] demonstration site;

- Monitor the OpenMRS[®] infrastructure system and respond to system needs;
- Serve as the support desk for OpenMRS[®];
- Manage social media accounts for OpenMRS[®] such as Facebook, Twitter, and YouTube;
- Web design and content creation on the OpenMRS[®] website; and
- Manage communications and inquiries from the community.

Compensation: Mr. Downey is paid \$60,000 per year for his services.

Business Relationships with Other Directors: None.

TBD
Project Manager
410 West 10th Street
Indianapolis, IN 46202

Qualifications: The Corporation is in the process of filling this position. The project manager will need Masters-level training in healthcare administration or business management, with some experience in the field of informatics.

Average Hours Worked: 40 hours per week.

Duties: The Project Manager will perform the following tasks:

- Work with the community to gather requirements from implementers about what is needed to improve OpenMRS[®];
- Manage and organize the annual OpenMRS[®] conference;
- Oversee the six weekly community forums for developers, implementers, and leadership;
- Coordinate efforts of volunteer members and organizations in the community; and
- Undertake the day-to-day operations of the Corporation.

Compensation: The Corporation anticipates paying compensation that totals approximately \$60,000 per year for this position.

Business Relationships with Other Directors: N/A

Exhibit to Form 1023
(Part V, Lines 9a-9f; Part VIII, Line 7b)

EXHIBIT F

AGREEMENTS WITH OTHER ORGANIZATIONS

As part of its mission to coordinate its community of volunteer contributors, OpenMRS1, Limited (the "Corporation") will provide key technological infrastructure that is broadly used by those volunteers in their individual work in the continued development of OpenMRS[®]. This infrastructure includes tools for general collaboration, documentation, communication, and testing. Basic infrastructure to support the Corporation and its activities is provided by two universities: Oregon State University and Indiana University. The infrastructure support (computer hardware, including network and communications servers, storage devices, and other computers, and network services) that these universities provide are described below:

- (1) Oregon State University— this university has an Open Source Lab that provides infrastructure services free of charge in support of various open source software communities including OpenMRS[®], and provides hosting for source code management of OpenMRS[®].
- (2) Indiana University — this university (which is also a supported organization of the Corporation) provides computer hardware, software (including collaboration and development tools), and network infrastructure free of charge for OpenMRS[®].

Additionally, the Regenstrief Institute, Inc., will provide office space and use of office equipment (if any) for the Corporation and its employees. The Corporation does not anticipate paying for such space or equipment use at this time.

The Corporation does not have formal, written documents memorializing such agreements with these entities.

OpenMRS1, Limited
ATTN: Dr. Paul Biondich
410 West 10th Street, Suite 2000
Indianapolis, Indiana 46202

Federal EIN: 45-5316647

Exhibit to Form 1023
(Part VIII, Lines 4a, 4d)

EXHIBIT G

FUNDRAISING ACTIVITIES

OpenMRS1, Limited (the "Corporation"), anticipates that its chief source of funding will be grants from government agencies and private foundations that are interested in supporting the charitable and educational purposes of the Corporation. The Corporation also expects that it may receive gifts from interested individuals and companies.

Some of the Corporation's fundraising activities will take place in Indiana, but the Corporation also may submit grant proposals to out-of-state corporations and various agencies of the federal government. The Corporation has not yet prepared any written materials in connection with its planned fundraising activities.

At this time, the Corporation has no plans to retain a paid professional fundraiser or a fundraising consultant. If the Corporation decides in the future to retain paid fundraising professionals, it will ensure that any such arrangement satisfies all applicable legal requirements, including state-level registration obligations and the provisions of Section 4958 of the Internal Revenue Code of 1986, as amended.

OpenMRS1, Limited
ATTN: Dr. Paul Biondich
410 West 10th Street, Suite 2000
Indianapolis, Indiana 46202

Federal EIN: 45-5316647

Exhibit to Form 1023
(Part VIII, Lines 10 and 11)

EXHIBIT H

INTELLECTUAL PROPERTY

As described in Exhibit D, OpenMRS, LLC, currently owns the right, title, and interest to the medical record system—OpenMRS[®]. Moreover, OpenMRS[®] is a registered trademark of OpenMRS, LLC. This software was developed by collaborative teams under the direction of Regenstrief Institute, Inc. (the sole member of OpenMRS, LLC) and Partners in Health, Inc. (one of the supported organizations of OpenMRS1, Limited (the “Corporation”), as outlined in the Corporation’s Amended and Restated Articles of Incorporation, attached to this exemption application as Exhibit B).

Upon the Corporation’s classification as a tax-exempt entity described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, OpenMRS, LLC will transfer its title, interests, and rights to the Corporation. This transfer of ownership will include the assignment of any copyrights and trademarks in OpenMRS[®].

OpenMRS1, Limited
ATTN: Dr. Paul Biondich
410 West 10th Street, Suite 2000
Indianapolis, Indiana 46202

Federal EIN: 45-5316647

Exhibit to Form 1023
(Part VIII, Line 15)

EXHIBIT I

INFORMATION REGARDING CLOSE CONNECTIONS WITH OTHER ORGANIZATIONS,

As provided in its Articles of Incorporation, and as noted in Exhibit D, OpenMRS1, Limited (the "Corporation"), is organized and operated exclusively to benefit, perform the functions of, and carry out the exclusively charitable, scientific, educational, and other purposes of Partners in Health and Indiana University (the "Supported Organizations"). The Corporation and the Supported Organizations may operate in a coordinated manner with respect to the continued development of the medical records system (OpenMRS[®]), the implementation of the same at various health clinics and systems around the world, and the delivery of related programs and activities. As such, these organizations may be described as having a "close connection" with the Corporation.

Also, as noted in Exhibits D and H, OpenMRS[®] was developed under a collaborative effort that included Regenstrief Institute, Inc., the sole member of OpenMRS, LLC. The right, title, and interest in and to OpenMRS[®] are vested with OpenMRS, LLC. Upon the Corporation's classification as a tax-exempt entity described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, OpenMRS, LLC will transfer its right, title, and interests to the Corporation. Accordingly, OpenMRS, LLC and Regenstrief Institute, Inc., may be described as having a "close connection" with the Corporation.

OpenMRS1, Limited
ATTN: Dr. Paul Biondich
410 West 10th Street, Suite 2000
Indianapolis, Indiana 46202

Federal EIN: 45-5316647

Exhibit to Form 1023
(Part IX-A, Lines 7 and 23)

EXHIBIT J

Projected Revenue

OTHER REVENUE (LINE 7)	7/2011 TO 6/2012	4/2011 TO 6/2011	7/2012 TO 6/2013	7/2013 TO 6/2014	TOTALS
Conference sponsorships	\$0	\$0	\$30,000	\$40,000	\$70,000
Conference fees	\$0	\$0	5,000	5,000	10,000
Totals	\$0	\$0	\$35,000	\$45,000	\$80,000

Projected Expenses – Detail

OTHER EXPENSES (LINE 23)	7/2011 TO 6/2012	4/2011 TO 6/2011	7/2012 TO 6/2013	7/2013 TO 6/2014	TOTALS
Conferences and grant development	\$0	\$0	\$18,000	\$24,000	\$42,000
Infrastructure (Internet hosting, etc.)	\$0	\$0	48,000	50,000	\$98,000
Supplies	\$0	\$0	2,400	2,400	\$4,800
Training and implementation expenses	\$0	\$0	102,200	131,400	\$233,600
Totals	\$0	\$0	\$170,600	\$207,800	\$378,400

OpenMRS1, Limited
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Exhibit to Form 1023
Schedule D

EXHIBIT K

SECTION 509(a)(3) ORGANIZATIONS

Section II, Line 1 Information regarding the "operated, supervised, or controlled by" relationship.

As provided in Article II of its Articles of Incorporation, OpenMRS1, Limited, (the "Corporation"), is organized and operated exclusively to benefit, perform the functions of, and carry out the exclusively charitable, educational, and other purposes of its supported organizations (the "Supported Organizations"). The Corporation's Articles of Incorporation provide that at all times a majority of the Corporation's directors shall be persons elected, designated, or appointed by the Supported Organizations (see Amended and Restated Articles of Incorporation, Article VIII).

Exhibit to Form 1023
Schedule G

EXHIBIT L

SCHEDULE G

Line 2a—Successor to other than a for-profit

As explained in Exhibits D, H, and I, OpenMRS1, Limited (the "Corporation"), will assume the programs and activities conducted by and through OpenMRS, LLC and will receive the ownership rights in and interests to the medical records system upon the Corporation's classification as a tax-exempt organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Thereafter, OpenMRS, LLC will cease operations and commence and orderly dissolution of its corporate existence.

Line 2e—Reason for the assumption of other organization's activities

Given the highly collaborative nature of the development of an open source platform, it was important from the project's onset, to establish a neutral entity that would own all right, title, and interest to the resulting medical record system—OpenMRS[®]. Accordingly, OpenMRS, LLC was established to serve as the licensed owner of the product. (Regenstrief Institute, Inc., is the sole member of OpenMRS, LLC.)

As the collaborative efforts of the volunteers grew and with OpenMRS[®] implementations in over 42 countries worldwide, the leaders of this collaborative effort, along with several grantmaking organizations eager to support the charitable and educational purposes of the Corporation, decided to find a more effective way of sustaining the community long term. Accordingly, the Corporation was established as a separate nonprofit organization. Once the Corporation has established its status as a tax-exempt entity described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), OpenMRS, LLC will transfer ownership of the medical record system to the Corporation and all activities will be performed by the Corporation.

Lines, 6a, 6b, and 6c—Transfer of assets

As explained above, the predecessor organization, OpenMRS, LLC, will transfer (by way of a gift) its rights, interest, and title to the medical record system—OpenMRS[®]—upon the Corporation's classification as an organization described in Code section 501(c)(3). Based on a constructive cost model, which considers effort, cost, and schedule to re-build the existing application modules that comprise OpenMRS[®], the estimated value of this medical record system is \$7 million.