

Filing Fee: \$35.00

ID Number: 139412



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

NON-PROFIT CORPORATION

ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is The Foundation for Integrity and Responsibility in Medicine

2. The period of its duration is (if perpetual, so state) perpetual

3. The specific purpose or purposes for which the corporation is organized are:

See statement attached.

4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:

See statement attached.

FILED

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By 

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SECRETARY OF STATE
CORPORATIONS DIVISION
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5. The address of the initial registered office of the corporation is 5 Ridgeland Road
(Street Address, not P.O. Box)
Barrington, RI 02806, and the name of its initial registered agent at such
(City/Town) (Zip Code)
address is Roy M. Poses
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 3
(not less than three directors)
and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
<u>Roy M. Poses</u>	<u>5 Ridgeland Road, Barrington, RI 02806</u>
<u>Russel Maulitz</u>	<u>2414 Spruce Street, Philadelphia, PA 19104</u>
<u>Wally R. Smith</u>	<u>4513 Argonne Court, Glen Allen, VA 23060</u>
_____	_____
_____	_____
_____	_____

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Roy M. Poses</u>	<u>5 Ridgeland Road, Barrington, RI 02806</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

8. Date when corporate existence is to begin date of filing
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 04-19-04

Bonnie J. Sander

Signature of each Incorporator

THE FOUNDATION FOR INTEGRITY AND RESPONSIBILITY IN MEDICINE

Statement Attached to Articles of Incorporation

Paragraph 3.

The corporation is organized exclusively for charitable, scientific, literary and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code. In furtherance of such purposes, the Corporation shall disseminate information in connection with healthcare organization, operation and governance in order to maintain and promote medicine's core values and ethics. The corporation may also undertake such other activities as the Board of Directors shall approve so long as such activities are within the purposes permitted by these Articles.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code.

Paragraph 4.

To further the purposes set forth above, the corporation is empowered to accept gifts, grants, devises, or bequests of funds, or any other property from any public or other governmental body and any private person, who shall include, but not be limited to, private and public foundations, corporations and individuals.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its Directors, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

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

If the corporation shall be determined to be a "private foundation" within the meaning of §509 of the Internal Revenue Code, it shall be required to distribute its income or other assets at such time and in such manner so that the corporation will not be subject to the tax under §4942 of the Internal Revenue Code; and further, it shall be prohibited from engaging in any act of self-dealing (as defined in §4941(d) of the Internal Revenue Code), from retaining any excess business holdings (as defined in §4943(c) of the Internal Revenue Code), from making any investments in such manner as to subject the corporation to tax under §4944 of the Internal Revenue Code, and from making any taxable expenditures (as defined in §4945(d) of the Internal Revenue Code).

Upon the dissolution of the corporation, the Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, scientific, literary and educational purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code, as the Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

All references to the "Internal Revenue Code" shall mean the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.