

ARTICLES OF INCORPORATION

OF

ACCESS NOW, INC.

The undersigned hereby forms a nonstock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, 1950, as amended, and to that end sets forth the following:

ARTICLE I

NAME

The name of the Corporation is: Access Now, Inc.

ARTICLE II

MEMBERS

The Corporation shall have one or more classes of members as designated in its Bylaws. The Bylaws shall also state the qualifications and rights of the members of each class and shall confer, limit or deny the right to vote.

ARTICLE III

PURPOSES

Section 1. General Purpose. The Corporation is organized with the intent of maintaining qualification as an exempt organization under Section 501(c)(3) or the Internal Revenue Code of 1986, as amended (the "Code") and as such is formed exclusively for charitable, religious, educational and/or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, or the corresponding provision of any future federal tax law. The Corporation's primary purposes are to promote collaboration and coordination of services among participants in the health care delivery system and increase access to a comprehensive continuum of quality health care services, thereby strengthening the health care delivery system for uninsureds who are at or below 200% of the federal poverty guidelines, and who reside in the central Virginia area.

Section 2. No Private Inurement. No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to

or for the Corporation affecting one or more of its purposes and benefits may be conferred that are in conformity with said purposes), and no director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. Prohibited Activities. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activity not permitted to be conducted or carried on by an organization exempt from federal income tax under Sections 501(a) and 501(c)(3) of the Code and its Regulations (or the corresponding provision of any future United States Internal Revenue Law and Regulations issued thereunder) or by an organization contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) or (3) and 2522(a)(2) or (3) of the Code and its Regulations (or the corresponding provision of any future United States Internal Revenue Law and the Regulations issued thereunder).

Section 4. Dissolution. Upon the dissolution of the Corporation and after all of its liabilities and obligations have been paid, satisfied and discharged, or adequate provisions have been made therefore, all of the Corporation's remaining assets shall be distributed to one or more organizations that are organized and operated exclusively for charitable, religious, scientific, or educational purposes within the meaning of Sections 501(c)(3) and 170(c)(2)(B) of the Code.

ARTICLE IV

DIRECTORS

Section 1. Number. All corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, the board of directors. The number and qualifications of individuals constituting the board of directors shall be as set forth in the bylaws.

Section 2. Initial Directors. Set forth below are the names and addresses of the individuals who are to serve as the initial directors of the Corporation:

<u>Name</u>	<u>Address</u>
Thomas L. Moffatt, M.D.	2201 West Broad Street Suite 205 Richmond, VA 23220
Deborah Love	2201 West Broad Street Suite 205 Richmond, VA 23220

Barklie W. Zimmerman, M.D.

2201 West Broad Street
Suite 205
Richmond, VA 23220

Denise Daly Konrad

3600 West Broad Street
Suite 280
Richmond, VA 23284

Section 3. Election of Directors. Directors, other than the initial directors, shall be elected at each annual meeting of the board of directors of the Corporation, as set forth in the bylaws. The bylaws shall designate ex officio directors, if any.

ARTICLE V

INDEMNIFICATION AND ELIMINATION OF LIABILITY

Section 1. Definitions. In this Article:

“Corporation” means the Corporation and any domestic or foreign predecessor entity of the Corporation in a merger or other transaction in which the predecessor's existence ceased upon the consummation of the transaction.

“Director” and “officer” mean an individual who is or was a director or officer of the Corporation, as the case may be, or who, while a director or officer of the Corporation is or was serving at the Corporation’s request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. A director or officer shall be considered to be serving an employee benefit plan at the Corporation’s request if his duties to the Corporation also impose duties on, or otherwise involve services by, him to the plan or to participants in or beneficiaries of the plan.

“Expenses” includes but is not limited to counsel fees.

“Individual” includes, unless the context requires otherwise, the estate, heirs, executors, personal representatives and administrators of an individual.

“Liability” means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.

“Official capacity” means: (i) when used with respect to a director, the office of director in the Corporation; (ii) when used with respect to an officer, the office in the Corporation held by him; or (iii) when used with respect to an employee or agent, the employment or agency relationship undertaken by him on behalf of the Corporation. “Official capacity” does not

include service for any foreign or domestic corporation or other partnership, joint venture, trust, employee benefit plan or other enterprise.

“Party” includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

“Proceeding” means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

Section 2. Indemnification of Directors and Officers. Except as provided in Section 3 of this Article, the Corporation shall indemnify every individual made a party to a proceeding because he is or was a director or officer against liability incurred in the proceeding if: (i) he conducted himself in good faith; and (ii) he believed, in the case of conduct in his official capacity with the Corporation, that his conduct was in its best interests and, in all other cases, that his conduct was at least not opposed to its best interests (or in the case of conduct with respect to an employee benefit plan, that his conduct was for a purpose he believed to be in the interests of the participants in and beneficiaries of the plan); and (iii) he had no reasonable cause to believe, in the case of any criminal proceeding, that his conduct was unlawful.

Section 3. Indemnification Not Permitted. The Corporation shall not indemnify any individual: (i) against his willful misconduct or a knowing violation of the criminal law; (ii) against any liability incurred by him in any proceeding by or in the right of the Corporation in which the individual was adjudged liable to the Corporation; or (iii) against any liability incurred by him in any proceeding charging improper personal benefit to him, whether or not by or in the right of the Corporation or involving action in his official capacity, in which he was adjudged liable by a court of competent jurisdiction on the basis that personal benefit was improperly received by him.

Section 4. Effect of Judgment or Conviction. The termination of a proceeding by judgment, order, settlement or conviction is not, of itself, determinative that an individual did not meet the standard of conduct set forth in Section 2 of this Article or that the conduct of such individual constituted willful misconduct or a knowing violation of the criminal law.

Section 5. Determination and Authorization. Unless ordered by a court of competent jurisdiction, any indemnification under Section 2 of this Article shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the individual is permissible in the circumstances because: (i) he met the standard of conduct set forth in Section 2 of this Article and, with respect to a proceeding by or in the right of the Corporation in which such individual was adjudged liable to the Corporation, he is fairly and reasonably entitled to indemnification in view of all of the relevant circumstances even though he was adjudged liable; and (ii) the conduct of such individual did not constitute willful misconduct or a knowing violation of the criminal law.

Such determination shall be made: (i) by the board of directors by a majority vote of a quorum consisting of directors not at the time parties to the proceeding; or (ii) if such a quorum

cannot be obtained, by a majority vote of a committee duly designated by the board of directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; or (iii) by special legal counsel selected by the board of directors or its committee in the manner heretofore provided or, if such a quorum of the board of directors cannot be obtained and such a committee cannot be designated, selected by a majority vote of the board of directors (in which selection directors who are parties may participate). Authorization of indemnification, evaluation as to reasonableness of expenses and determination and authorization of advancements for expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those selecting such counsel.

Section 6. Advance for Expenses. The Corporation may pay for or reimburse the reasonable expenses incurred by any individual who is a party to a proceeding in advance of final disposition of the proceeding if: (i) he furnished the Corporation a written statement of his good faith belief that he has met the standard of conduct described in Section 2 of this Article and a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined that indemnification of such individual in the specific case is not permissible; and (ii) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article. An undertaking furnished to the Corporation in accordance with the provisions of this Section shall be an unlimited general obligation of the individual furnishing the same but need not be secured and may be accepted by the Corporation without reference to financial ability to make repayment. Determinations and authorizations of payments under this Section shall be made in the manner specified in Section 5.

Section 7. Indemnification of Employees and Agents. The Corporation may, but shall not be required to, indemnify and advance expenses to employees and agents of the Corporation to the same extent as provided in this Article with respect to directors and officers.

Section 8. Elimination of Liability of Directors and Officers. Except as provided in Section 9 of this Article, in any proceeding brought by or in the right of the Corporation, a director or officer of the Corporation shall not be liable in any monetary amount for damages arising out of or resulting from a single transaction, occurrence or course of conduct.

Section 9. Liability of Directors and Officers Not Eliminated. The liability of a director or officer shall not be limited or eliminated in accordance with the provisions of Section 8 of this Article if the director or officer engaged in willful misconduct or a knowing violation of the criminal law or of any federal or state securities law, including without limitation, any claim of unlawful insider trading or manipulation of the market for any security.

Section 10. Provisions Not Exclusive. As authorized by the Virginia Nonstock Corporation Act, the provisions of this Article are in addition to and not in limitation of the specific powers of a corporation to indemnify directors and officers set forth therein. If any provision of this Article shall be adjudicated invalid or unenforceable by a court of competent jurisdiction, such adjudication shall not be deemed to invalidate or otherwise affect any other

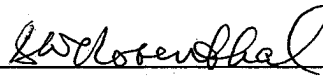
provision hereof or any power of indemnity which the Corporation may have under the Virginia Nonstock Corporation Act or other laws of the Commonwealth of Virginia.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The post office address of the initial registered office is 1001 Haxall Point, 15th Floor, P.O. Box 1122, Richmond, Virginia 23218-1122. The name of the City in which the initial registered office is located is Richmond. The name of the initial registered agent is Stephen D. Rosenthal, whose business office is the same as the registered office and who is a resident of Virginia and a member of the Virginia State Bar.

DATED: September 19, 2007



Stephen D. Rosenthal
Incorporator