

ARTICLES OF INCORPORATION
OF
WESTERN CAROLINA MEDICAL SOCIETY FOUNDATION, INC.

The undersigned incorporator hereby forms a nonprofit corporation pursuant to N.C.G.S. Chapter 55A, and to that end hereby sets forth:

1. The name of the Corporation is Western Carolina Medical Society Foundation, Inc.
2. The purposes for which the Corporation is organized are:
 - (a) To address issues of access to quality health care, reduction of disparities in health care, and wellness and prevention.
 - (b) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations duly authorized to carry on such activities, but primarily to those purposes set out in the preceding paragraph.
 - (c) To carry on any lawful activities calculated, directly or indirectly, to promote the interest of the Corporation, or to enhance the value of its properties under such powers and rights which are now or which may hereafter be conferred upon corporations organized under the laws of the State of North Carolina applicable thereto; provided, however, that all such activities shall be carried out in furtherance of exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
3. This corporation is a charitable corporation.
4. The address of the current registered office of the corporation is 304 Summit Street, Asheville, NC 28803, and the name of the initial registered agent at such address is Miriam Schwarz. The mailing address of the registered office is the same as the street address.
5. The address of the principal office of the corporation is 304 Summit Street, Buncombe County, Asheville, NC 28803.
6. The name and address of the Incorporator is:

Miriam Schwarz
304 Summit Street
Asheville, NC 28803
7. The Corporation shall not have members.
8. No director, officer, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation. No loans shall be made by the Corporation to its directors or officers. No director, officer or any other private individual shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation, provided that this shall not prevent the reimbursement of expenses incurred by such persons for and on behalf of the Corporation and the payment of reasonable compensation for services rendered to or for the Corporation as shall be approved by the Board of Directors. No

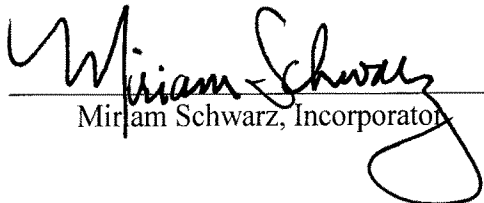
substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

9. All directors and officers of the Corporation shall be deemed to have expressly consented and agreed that upon dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, after compliance with all applicable laws, the assets of the Corporation then remaining in the hands of the Board of Directors shall be transferred, conveyed, delivered and paid over to a charitable organization with similar purposes, for exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

10. To the fullest extent permitted by applicable law, no director of the Corporation shall have any personal liability arising out of any action whether by or in the right of the Corporation or otherwise for monetary damages for breach of any duty as a director. This Article shall not impair any right to indemnity from the Corporation that any director may now or hereafter have. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation hereunder of the personal liability of a director with respect to acts or omissions occurring prior to such repeal or modification.

11. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

These Articles of Incorporation shall be effective when filed.



Miriam Schwarz, Incorporator