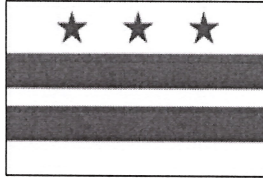


GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
CORPORATIONS DIVISION



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business Organizations Code have been complied with and accordingly, this ***CERTIFICATE OF INCORPORATION*** is hereby issued to:

ACCESS TO CARE FOUNDATION

Effective Date: 9/14/2016

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of 9/14/2016 2:37 PM

Business and Professional Licensing Administration



A handwritten signature in cursive script that reads 'Patricia E. Grays'.

PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Muriel Bowser
Mayor

Tracking #: yPhqzWNK

Please date stamp this copy
and give to messenger to
return to Perkins Cole

**ARTICLES OF INCORPORATION
OF DOMESTIC NONPROFIT CORPORATION**

The person acting as the incorporator under the provisions of Title 29 of the District of Columbia Code adopts the following Articles of Incorporation:

ARTICLE 1. NAME

The name of this Corporation is Access to Care Foundation.

DCRA Corp. Div.

SEP 14 2016

File Copy 

ARTICLE 2. MEMBERS

This Corporation shall have no members.

ARTICLE 3. REGISTERED AGENT'S NAME AND ADDRESS

The name and address of this Corporation's initial registered agent is CT Corporation System, 1015 15th Street NW, Suite 1000, Washington, DC 20005.

ARTICLE 4. NONPROFIT INCORPORATION

This Corporation is incorporated as a nonprofit corporation under District of Columbia Code Title 29, Chapter 4.

ARTICLE 5. PURPOSE

3.1 Purpose

This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3.2 Limitations

3.2.1 Nonprofit Status

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that this 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 this Article.

3.2.2 Prohibited Activity

(a) No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this 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.

(b) Notwithstanding any other provision of these articles, this Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(c) The Corporation is prohibited from engaging in any excess benefit transaction as defined in Section 4958(c) of the Internal Revenue Code.

(d) The Corporation is prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, from retaining any excess business holding as defined in Section 4943(c) of the Internal Revenue Code that would subject the corporation to tax under Section 4943 of the Internal Revenue Code, from making any investments that would subject the Corporation to tax under Section 4944 of the Internal Revenue Code, and from making any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code. If Section 4942 of the Internal Revenue Code is deemed applicable to the Corporation, it shall make distributions at such time and in such manner that it is not subject to tax under Section 4942 of the Internal Revenue Code.

ARTICLE 6. DISSOLUTION


Upon the dissolution of this Corporation, assets shall be distributed for one or more 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.

ARTICLE 7. INDEMNIFICATION

The corporation reserves the power to indemnify a Director who is a party to a proceeding because he or she is or was a Director, for judgments, settlements, penalties, fines, including excise taxes assessed with respect to employee benefit plans, or reasonable expenses (including attorneys' fees) incurred with respect to a threatened, pending, or completed proceeding, except liability for:

1. Receipt of a financial benefit to which the Director is not entitled;
2. An intentional infliction of harm;
3. A violation of District of Columbia Code § 29-406.33 or a successor provision of law; or
4. An intentional violation of criminal law.

ARTICLE 8. INCORPORATOR



Ezra W. Reese
700 13th Street NW
Suite 600
Washington, DC 20005



Date