

GUIDE FORM OF CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION

This is to certify that we, the undersigned, all being of full legal age, do hereby associate ourselves for the purpose of forming a nonprofit Corporation and further certify that:

Article I

- (a) The name of the corporation is
(hereinafter referred to as "the Corporation").
- (b) The existence of the Corporation will be
- (c) The principal office of the Corporation will be located at
- (d) The resident agent of the Corporation is
whose post office address is

Article II

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

- (a) To provide, on a nonprofit basis, group practice facilities for the provision of personal health services to ambulatory patients, pursuant to Title XI of the National Housing Act, as amended.
- (b) The Corporation is irrevocably dedicated to, and operated exclusively for, nonprofit purposes; and no part of the income or asset of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

Article III

The Corporation is empowered:

- (a) To buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the provisions of such facilities as described in Article II hereof.

(b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the Corporation's property.

(c) To do and perform all acts reasonably necessary to accomplish the purpose of the Corporation, including the execution of a Regulatory Agreement with the Assistant Secretary-FHA Commissioner and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing with the assistance of mortgage insurance under the provisions of the National Housing Act. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is insured or held by the Assistant Secretary-FHA Commissioner.

(d) In the event of the dissolution of the Corporation or the winding up of its affairs, the Corporation's property shall not be conveyed or distributed to any individual, or organization created or operated for profit, but shall be conveyed or distributed only to an organization or organization created and operated for nonprofit purposes similar to those of the Corporation; PROVIDED, however, that the Corporation shall at all times have the power to convey any or all of its property to the Assistant Secretary-FHA Commissioner or his nominee.

Article IV

The number of directors (trustees) of the Corporation shall be _____, and shall be elected by the members of the Corporation from the membership. The directors (trustees) of the Corporation must, at all times, be members of the Corporation. No nonmember of the Corporation may sit as a director (trustee). The original directors (trustees) and the term for which each shall serve, are set out below.

Term

_____	_____
_____	_____

The directors (trustees) shall serve without compensation.

4630.1

APPENDIX 11

Membership in the Corporation shall, at all times, be limited to individuals approved by the Assistant Secretary-FHA Commissioner. The withdrawal of such approval by the Assistant Secretary-FHA Commissioner shall constitute automatic resignation as a member and director (trustee) of the Corporation.

The officers of the Corporation, as provided by the by-laws of the Corporation, shall be elected by the directors (trustees) of the Corporation, in the manner therein set out, and shall serve until their successor are elected and have qualified. The directors (trustees) shall elect the regular officers of the Corporation at the annual meeting, for terms of one year. The secretary and treasurer may be one and the same person and need not be a director (trustee) of the Corporation. Other officers must be directors (trustees) of the Corporation.

The annual meeting shall be held on the _____ in
of each year.

Article V

By-laws of the Corporation may be adopted by the directors at any regular meeting or at any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or of the Regulatory Agreement between the Corporation and the Assistant Secretary-FHA Commissioner, pursuant to Article II hereof.

Article VI

So long as a mortgage on the Corporation's property is insured or held by the Assistant Secretary-FHA Commissioner, these Articles may not be amended without the prior written approval of the Assistant Secretary-FHA Commissioner.

