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Articles of Organization for ICare LLC

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State of Tennessee



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Nashville, TN 37243

ARTICLES OF ORGANIZATION
(LIMITED LIABILITY COMPANY)

(For use on or after 7/1/2006)

FILED

For Office Use Only

2009 OCT 21 AM 9: 52

SECRETARY OF STATE

The Articles of Organization presented herein are adopted in accordance with the provisions of the Tennessee Revised Limited Liability Company Act.

1. The name of the Limited Liability Company is: iCare Academic, Limited Liability Company

(NOTE: Pursuant to the provisions of TCA §48-249-106, each limited Liability Company name must contain the words "Limited Liability Company" or the abbreviation "LLC" or "L.L.C.")

2. The name and complete address of the Limited Liability Company's initial registered agent and office located in the state of Tennessee is:

Matthew A. Bell
(Name)
2450 E.J. Chapman Dr. Knoxville TN/37996
(Street address) (City) (State/Zip Code)
Knox
(County)

3. The Limited Liability Company will be: (NOTE: PLEASE MARK APPLICABLE BOX)

Member Managed Manager Managed Director Managed

4. Number of Members at the date of filing, if more than six (6): _____

5. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is: (Not to exceed 90 days)

Date: _____ Time: _____

6. The complete address of the Limited Liability Company's principal executive office is:

2450 E.J. Chapman Dr. Knoxville TN/37996
(Street Address) (City) (State/County/Zip Code)

7. Period of Duration if not perpetual: _____

8. Other Provisions: Please see attached.

9. THIS COMPANY IS A NONPROFIT LIMITED LIABILITY COMPANY (Check if applicable)

10/14/09
Signature Date

Rachel F Lokitz
Signature

Clinic Attorney For iCare Academic, LLC
Signer's Capacity (if other than individual capacity)

Rachel F Lokitz
Name (printed or typed)

0010 0540

Articles of Organization for iCare Academic Limited Liability Company

2009 OCT 21 AM 9:52

These Articles of Organization are made and adopted pursuant to T.C.A §48-249-101 et seq. on September 29, 2009.

SECRETARY OF STATE

Article 1. The name of the Company is iCare Academic Limited Liability Company (hereinafter the "Company").

Article 2. The name and complete address of the initial registered agent of the Company is Matthew Arthur Bell, BSN, RN, 2450 E.J. Chapman Drive, Knoxville, TN 37996.

Article 3. The total number of initial members of the Company is four (4), and their names and addresses are as follows:

| <i>Name</i> | <i>Address</i> |
|-----------------------------------|--|
| Matthew Arthur Bell, BSN, RN | 8919 Maple Ridge Lane, Knoxville, TN 37923 |
| Chayawat Indranoi, MIE | 191 Portland Drive, Lenoir City, TN 37771 |
| Xueping Li, Ph.D. | 1350 Pershing Hill Lane, Knoxville, TN 37919 |
| Tami Hodges Wyatt, Ph.D., RN, CNE | 2535 Coning Road, Maryville, TN 37803 |

Article 4. The purpose for which the Company is organized is to transact any and all lawful business for which limited liability companies may be organized under the laws of the State of Tennessee, and to have all powers that are afforded to limited liability companies under the laws of the State of Tennessee.

Article 5. The Company will be director-managed. Only members of the Company will qualify to serve as directors. At least three directors shall serve at any given time. Directors will be selected by a majority vote of the members, voting per member's relative interests in the Company. Directors may be removed by a three-quarters supermajority vote of the members, voting per member's relative interests in the Company, or by a unanimous vote of the other directors. All votes of directors shall be per capita. The initial director's names and addresses are as follows:

| <i>Name</i> | <i>Address</i> |
|-----------------------------------|--|
| Matthew Arthur Bell, BSN, RN | 8919 Maple Ridge Lane, Knoxville, TN 37923 |
| Chayawat Indranoi, MIE | 191 Portland Drive, Lenoir City, TN 37771 |
| Xueping Li, Ph.D. | 1350 Pershing Hill Lane, Knoxville, TN 37919 |
| Tami Hodges Wyatt, Ph.D., RN, CNE | 2535 Coning Road, Maryville, TN 37803 |

Article 6. This document shall be effective upon filing by the Secretary of State for the State of Tennessee.

Article 7. The complete address of the initial principal executive office of the Company is 2450 E.J. Chapman Drive, Knoxville, TN 37996, in the County of Knox.

Company. ^{9:52} New members shall be added only upon a unanimous vote of all directors of the Company. All new members shall be bound by the operating agreement in effect at the time the new member's interests in the Company vests, regardless of whether the new member executed said operating agreement. A new member's agreement to be bound by the operating agreement of the Company shall be conclusively established by their acceptance of membership interests.

Article 9. The duration of the Company shall be perpetual.

Article 10. To the fullest extent permitted in the Act, the members and directors of the Company shall not be personally liable to the Company or its members for monetary damages for a breach of their fiduciary duty. If the Act is hereafter amended to authorize further elimination of limitation of the liability of members, then the liability of members of the Company, in addition to the limitation on personal liability as provided herein, shall be limited to the fullest extent permitted by the amended Act. Any repeal or modification of this article shall be prospective only, and shall not adversely affect any limitation on personal liability of a member of the Company existing at the time of such repeal or modification.

Article 11. Except as established in the Company's operating agreement, members do not have preemptive rights with respect to the return of capital contributions or to profits, losses, or distributions.

Article 12. Pursuant to T.C.A §48-249-309(a), the Company may establish one or more designated series of members, holders, membership interests, or financial rights with separate rights, powers, and duties, which can be different as to differing businesses or properties.

Article 13. Pursuant to by T.C.A §48-249-309(b)(1), the debts, liabilities, obligations, and expenses incurred, contracted for, or otherwise existing, with respect to a particular series established shall be enforceable against the assets of such series only, and not against the assets of the Company generally, or any other series of the Company. None of the debts, liabilities, obligations, and expenses incurred, contracted for or otherwise existing with respect to the Company generally, or any other series of the Company, shall be enforceable against the assets of such series. Separate and distinct records shall be maintained for any such series, and assets associated with any such series shall be reflected and held in separate and distinct records, directly or indirectly, including through a nominee or otherwise, and shall be accounted for in separate and distinct records separately from the other assets of the Company and the assets of any other series of the Company.

Article 14. The Company is a for profit limited liability company.

Article 15. The Company reserves the right to continue, without dissolution, under the terms as set forth in the Company's Operating Agreement, upon any act that might otherwise cause the dissolution of the Company or the dissociation of a member under the laws of the State of Tennessee. Notwithstanding any other provision of this article, in the event that any director dies, is found incompetent, or is otherwise unavailable to vote at a properly noticed director meeting, then the Company may be dissolved upon the authority and at the discretion of the remaining

personal liability ^{of 52} of directors, then the liability of a director of the Company shall be eliminated or limited to the fullest extent permitted by such laws, as so amended. Any repeal, amendment or other modification of this section or of any laws regarding limitation of liability of directors shall not increase the liability or claimed liability of any director of the Company then existing with respect to any state of facts then or theretofore existing or in any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

I certify that all of the facts stated in these Articles of Organization are true and correct and are made for the purpose of forming a business limited liability company under the laws of the State of Tennessee.

Dated: September 29, 2009

By: Matthew Arthur Bell

Matthew Arthur Bell, BSN, RN, Member

By: Chayawat Indranoi

Chayawat Indranoi, MIE, Member

By: Xueping Li

Xueping Li, Ph.D., Member

By: Tami Hodges Wyatt

Tami Hodges Wyatt, Ph.D., RN, CNE, Member

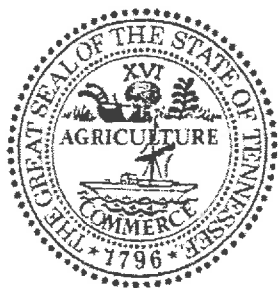
I acknowledge my appointment as registered agent of this limited liability company and accept the appointment.

Dated: September 29, 2009

By: Matthew Arthur Bell

Matthew Arthur Bell, BSN, RN, Member

5697-1498 2015-05-14



STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
312 Rosa L. Parks Avenue
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

iCare Academic, Limited Liability Company
2450 E.J. Chapman Dr.
Knoxville, TN 37996 USA

October 22, 2009

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

| | | | |
|----------------|--------------------------------------|-------------------|-------------|
| Control # : | 615979 | Formation Locale: | Knox County |
| Filing Type: | Limited Liability Company - Domestic | Date Formed: | 10/21/2009 |
| Filing Date: | 10/21/2009 9:52 AM | Fiscal Year Close | 12 |
| Status: | Active | Annual Rpt Due: | 04/01/2010 |
| Duration Term: | Perpetual | Member Count: | 1 |
| Managed By: | Director Managed | Image # : | 6615-0540 |

Document Receipt

| | | |
|---|-------------|----------|
| Receipt # : 11919 | Filing Fee: | \$300.00 |
| Payment-Check/MO - MATTHEW A. BELL, Knoxville, TN | | \$300.00 |

Registered Agent Address

Matthew A. Bell
2450 E.J. Chapman Dr.
Knoxville, TN 37996 USA

Congratulations on the successful filing of your **Articles of Organization** for **iCare Academic, Limited Liability Company** in the State of Tennessee which is effective on the date shown above. You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee.

You must file an Annual Report with this office on or before the Annual Report Due Date noted above and maintain a Registered Office and Registered Agent. Failure to do so will subject the business to Administrative Dissolution/Revocation.

Tre Hargett, Secretary of State
Business Services Division