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### Articles of Organization for ICare LLC

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## Articles of Organization for iCare Limited Liability Company

These Articles of Organization are made and adopted pursuant to T.C.A §48-249-101 et seq., on August 18, 2009.

**Article 1.** The name of the Company is iCare 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.

**Article 8.** The Company does not have the power to expel a member. Members may not withdraw or terminate their membership absent unanimous approval of all Directors of the

Company. 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

director if only one director remains, or upon unanimous vote of the remaining directors if more than one director remains.

**Article 16.** Acceptance of contribution agreements shall only be by unanimous vote of all directors.

**Article 17. Indemnification:** The Company shall have the power to indemnify any member, director, officer, employee, agent of the Company, or any other person who is serving at the request of the Company in any such capacity with another company, corporation, partnership, joint venture, trust, or other enterprise to the fullest extent permitted by the law of the State of Tennessee as it exists on the date hereof or as it may hereafter be amended, and any such indemnification may continue as to any person who has ceased to be a director, officer, employee, or agent and may inure to the benefit of the heirs, executors, and administrators of such person. The Company shall not be required to indemnify any member, director, officer, employee, agent of the Company, or any other person except upon two-thirds super majority vote of the directors or as required by law or court order.

**Article 18.** The Company shall have a written operating agreement. No oral operating agreement shall have any effect.

**Article 19.** Except as set forth in the Company's operating agreement, all distributions of cash or other property shall be made to the Company Members in proportion to their percentage interests in the Company on the date of the distribution. The Company shall make distributions to members at least once per quarter to the maximum extent possible while still retaining sufficient assets to perform all functions and meet all obligations of the Company. Additional distributions shall be made at such time as is determined by the Directors of the Company.

**Article 20.** Except as set forth in the Company's operating agreement, each Member shall share the profits and losses of the Company in proportion to their percentage interest in the Company.

**Article 21.** A President shall be elected by the directors and shall be the principal executive officer of the Company. The President shall be subject to control by the directors. The President will supervise and control all of the daily business and activities of the Company and perform any other duties as prescribed by the directors. The President shall not have the authority to bind or encumber the Company, except as authorized by resolution of the Directors of the Company; such resolution may be general or specific in nature. The President is authorized and shall cast tie-breaking votes should any vote by the Directors of the Company result in a tie.

**Article 22.** Reserved.

**Article 23.** To the fullest extent permitted by the laws of the State of Tennessee, including, without limitation, the Tennessee Revised Limited Liability Company Act (the "Act"), as such laws exist on the date hereof or as they may hereafter be amended, no director of the Company shall be personally liable for monetary damages to the Company or its Members for any breach of fiduciary duty as a director. If the laws of the State of Tennessee are amended after approval of these Articles of Organization to authorize Company action further eliminating or limiting the

personal liability 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: August 18, 2009

By: \_\_\_\_\_

Matthew Arthur Bell, BSN, RN, Member

By: \_\_\_\_\_

Chayawat Indranoi, MIE, Member

By: \_\_\_\_\_

Xueping Li, Ph.D., Member

By: \_\_\_\_\_

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: August 18, 2009

By: \_\_\_\_\_

Matthew Arthur Bell, BSN, RN, Member