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Correspondence & Articles of Organization

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October 14, 2009

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Legal Clinic

1505 W. Cumberland Avenue
Knoxville, TN 37996-1810
Phone: (865) 974-2331
Fax: (865) 974-6782

State of Tennessee Department of State
Business Services
312 Eighth Avenue North
Sixth Floor, William R. Snodgrass Tower
Nashville, TN 37243

Re: Filing Articles of Organization

To Whom It May Concern:

I represent iCare Academic Limited Liability Company in its efforts to organize as a Tennessee Limited Liability Company. I have enclosed the company's Articles of Organization and filing fee of \$300.00 for iCare Academic Limited Liability Company. Please file this document, and, as part of your standard procedure, I request that this limited liability company become effective on the date that it is filed with your office. Please return the original marked "Filed," and submit any future correspondence regarding this filing to the University of Tennessee Business Law Clinic at the above address.

If you have any questions regarding this filing, please contact Hannah Lowe or me at (865) 974-2331.

Sincerely,

Rachel Lokitz
Clinic Attorney

RFL/cja

Enclosures: Articles of Organization, Check no. 3134



MATTHEW A. BELL
 CHRISTINE M. BELL
 8919 MAPLE RIDGE LN
 KNOXVILLE, TN 37923

3134

30-7426/3140

9/29/11

Date

Pay to the
 Order of

Tennessee Secretary of State

\$ 300⁰⁰

Three Hundred and ⁰⁰/₁₀₀

Dollars



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USAA FEDERAL SAVINGS BANK
 10750 McDERMOTT FWY
 SAN ANTONIO, TEXAS 78288-0544
 (210) 456-8000 1-800-832-3724

For LLC fees

Matthew Bell

NP

⑆314074269⑆

TRANSIT ROUTING NUMBER

⑆08923876⑆ 3134

ACCOUNT NUMBER

State of Tennessee



Department of State
Corporate Filings

312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

ARTICLES OF ORGANIZATION
(LIMITED LIABILITY COMPANY)

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

For Office Use Only

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.

(Street address)

Knoxville

(City)

TN/37996

(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.

(Street Address)

Knoxville

(City)

TN/37996

(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)

Articles of Organization for iCare Academic Limited Liability Company

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

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. 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

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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

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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: 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