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February 4, 2016

Via USPS CMRR#7012 1010 0002 5336 9358

Internal Revenue Service
P.O. Box 12192
Covington, KY 41012-0192

RE: OEMR (27-3043066) Retroactive Reinstatement

To Whom it May Concern,

I am writing to submit the attached Form 1023 to retroactively reinstate the 501(c)(3) status of the above referenced company. The Company has not previously had its status automatically revoked and the revocation took place within 15 months of this request.

Please feel free to contact me if I can be of further assistance. Thank you.

Sincerely,



Gregory W. Neuman
Attorney-at-Law

Form 1023 Checklist

(Revised December 2013)

Application for Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code

Note. Retain a copy of the completed Form 1023 in your permanent records. Refer to the General Instructions regarding Public Inspection of approved applications.

Check each box to finish your application (Form 1023). Send this completed Checklist with your filled-in application. If you have not answered all the items below, your application may be returned to you as incomplete.

- Assemble the application and materials in this order:
 - Form 1023 Checklist
 - Form 2848, *Power of Attorney and Declaration of Representative* (if filing)
 - Form 8821, *Tax Information Authorization* (if filing)
 - Expedite request (if requesting)
 - Application (Form 1023 and Schedules A through H, as required)
 - Articles of organization
 - Amendments to articles of organization in chronological order
 - Bylaws or other rules of operation and amendments
 - Documentation of nondiscriminatory policy for schools, as required by Schedule B
 - Form 5768, *Election/Revocation of Election by an Eligible Section 501(c)(3) Organization To Make Expenditures To Influence Legislation* (if filing)
 - All other attachments, including explanations, financial data, and printed materials or publications. Label each page with name and EIN.
- User fee payment placed in envelope on top of checklist. DO NOT STAPLE or otherwise attach your check or money order to your application. Instead, just place it in the envelope.
- Employer Identification Number (EIN)
- Completed Parts I through XI of the application, including any requested information and any required Schedules A through H.
 - You must provide specific details about your past, present, and planned activities.
 - Generalizations or failure to answer questions in the Form 1023 application will prevent us from recognizing you as tax exempt.
 - Describe your purposes and proposed activities in specific easily understood terms.
 - Financial information should correspond with proposed activities.
- Schedules. Submit only those schedules that apply to you and check either "Yes" or "No" below.

Schedule A Yes _____ No

Schedule E Yes _____ No

Schedule B Yes _____ No

Schedule F Yes _____ No

Schedule C Yes _____ No

Schedule G Yes _____ No

Schedule D Yes _____ No

Schedule H Yes _____ No

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- An exact copy of your complete articles of organization (creating document). Absence of the proper purpose and dissolution clauses is the number one reason for delays in the issuance of determination letters.
- Location of Purpose Clause from Part III, line 1 (Page, Article and Paragraph Number) _____
 - Location of Dissolution Clause from Part III, line 2b or 2c (Page, Article and Paragraph Number) or by operation of state law _____
- Signature of an officer, director, trustee, or other official who is authorized to sign the application.
● Signature at Part XI of Form 1023.
- Your name on the application must be the same as your legal name as it appears in your articles of organization.

Send completed Form 1023, user fee payment, and all other required information, to:

Internal Revenue Service
P.O. Box 192
Covington, KY 41012-0192

If you are using express mail or a delivery service, send Form 1023, user fee payment, and attachments to:

Internal Revenue Service
201 West Rivercenter Blvd.
Attn: Extracting Stop 312
Covington, KY 41011

Revenue Procedure 2014-11, Streamlined Retroactive Reinstatement

Form 1023

(Rev. December 2013)
Department of the Treasury
Internal Revenue Service

Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code

► (Use with the June 2006 revision of the Instructions for Form 1023 and the current Notice 1382)

(00)

OMB No. 1545-0056

Note: If exempt status is approved, this application will be open for public inspection.

Use the instructions to complete this application and for a definition of all **bold** items. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at www.irs.gov for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I - XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

Part I Identification of Applicant

| | | |
|---|------------------------------|--|
| 1 Full name of organization (exactly as it appears in your organizing document) OEMR | 2 c/o Name (if applicable) | |
| 3 Mailing address (Number and street) (see instructions) 2855 Mangum | Room/Suite 407 | 4 Employer Identification Number (EIN) 27-3043066 |
| City or town, state or country, and ZIP + 4 Houston, TX 77092 | | 5 Month the annual accounting period ends (01 - 12) 12 |
| 6 Primary contact (officer, director, trustee, or authorized representative) a Name: Greg Neuman - Treasurer | | b Phone: 713-956-4168 |
| | | c Fax: (optional) 713-849-3442 |
| 7 Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| 8 Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| 9a Organization's website: www.oemr.org | | |
| b Organization's email: (optional) | | |
| 10 Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| 11 Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY) 07 / 14 / 2010 | | |
| 12 Were you formed under the laws of a foreign country ? If "Yes," state the country. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |

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Part II Organizational Structure

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. (See instructions.) **DO NOT file this form unless you can check "Yes" on lines 1, 2, 3, or 4.**

- 1 Are you a **corporation**? If "Yes," attach a copy of your articles of incorporation showing **certification of filing** with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification. Yes No
- 2 Are you a **limited liability company (LLC)**? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application. Yes No
- 3 Are you an **unincorporated association**? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments. Yes No
- 4a Are you a **trust**? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments. Yes No
- b Have you been funded? If "No," explain how you are formed without anything of value placed in trust. Yes No
- 5 Have you adopted **bylaws**? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected. Yes No

Part III Required Provisions in Your Organizing Document

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. **DO NOT file this application until you have amended your organizing document.** Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

- 1 Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph): [Page 1, Article Two](#)
- 2a Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c.
- 2b If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. [Page 2, Article Eight](#)
- 2c See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state: _____

Part IV Narrative Description of Your Activities

Using an attachment, describe your *past*, *present*, and *planned* activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors

- 1a List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual **compensation**, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation.

| Name | Title | Mailing address | Compensation amount (annual actual or estimated) |
|----------------|-----------|---|--|
| Tony McCormick | President | PO Box 230609 Portland, OR 97281 | None |
| Greg Neuman | Treasurer | 2855 Mangum, Suite 407 Houston, TX 77092 | None |
| Art Eaton | Secretary | PO Box 230609 Portland, OR 97281 | None |
| Stephen Waite | Director | PO Box 230609 Portland, OR 97281 | None |
| SEE ATTACHED | | | |

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OEMR (27-3043066)
PART V (Cont'd)

Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Part V Employees, and Independent Contractors

| Name/Address | Title | Compensation |
|--|----------|--------------|
| Lou Galterio PO Box 230609 Portland, OR 97281 | Director | None |
| Brady Miller PO Box 230609 Portland, OR 97281 | Director | None |
| Ronald Leemhuis PO Box 230609 Portland, OR 97281 | Director | None |
| Robert Vasquez PO Box 230609 Portland, OR 97281 | Director | None |
| Robert Down PO Box 230609 Portland, OR 97281 | Director | None |
| Jit Chawla PO Box 230609 Portland, OR 97281 | Director | None |
| Sena Palanisami PO Box 230609 Portland, OR 97281 | Director | None |
| Kevin Yeh PO Box 230609 Portland, OR 97281 | Director | None |

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Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- b** List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

| Name | Title | Mailing address | Compensation amount (annual actual or estimated) |
|-------------|-------|-----------------|--|
| NONE | | | |
| | | | |
| | | | |
| | | | |
| | | | |

- c** List the names, names of businesses, and mailing addresses of your five highest compensated **independent contractors** that receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

| Name | Title | Mailing address | Compensation amount (annual actual or estimated) |
|-------------|-------|-----------------|--|
| NONE | | | |
| | | | |
| | | | |
| | | | |
| | | | |

The following "Yes" or "No" questions relate to *past, present, or planned* relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

- 2a** Are any of your officers, directors, or trustees **related** to each other through **family or business relationships**? If "Yes," identify the individuals and explain the relationship. Yes No
- b** Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees. Yes No
- c** Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship. Yes No
- 3a** For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties. Yes No
- b** Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through **common control**? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement. Yes No
- 4** In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.
- a** Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy? Yes No
- b** Do you or will you approve compensation arrangements in advance of paying compensation? Yes No
- c** Do you or will you document in writing the date and terms of approved compensation arrangements? Yes No

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Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- d Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements? Yes No
- e Do you or will you approve compensation arrangements based on information about compensation paid by **similarly situated** taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. Yes No
- f Do you or will you record in writing both the information on which you relied to base your decision and its source? Yes No
- g If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that is **reasonable** for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.
- 5a Have you adopted a **conflict of interest policy** consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c. Yes No
- b What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?
- c What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?
- Note:** A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.
- 6a Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through **non-fixed payments**, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. Yes No
- b Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or will place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. Yes No
- 7a Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine that you pay no more than **fair market value**. Attach copies of any written contracts or other agreements relating to such purchases. Yes No
- b Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you make or will make such sales, how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you are or will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such sales. Yes No
- 8a Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f. Yes No
- b Describe any written or oral arrangements that you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at arm's length.
- e Explain how you determine you pay no more than fair market value or you are paid at least fair market value.
- f Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.
- 9a Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f. Yes No

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Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- b Describe any written or oral arrangements you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at arm's length.
- e Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.
- f Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

Part VI Your Members and Other Individuals and Organizations That Receive Benefits From You

The following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to *past, present, and planned* activities. (See instructions.)

- 1a In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals. Yes No
- b In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations. Yes No
- 2 Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program. Yes No
- 3 Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds. Yes No

Part VII Your History

The following "Yes" or "No" questions relate to your history. (See instructions.)

- 1 Are you a **successor** to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to non-profit status. If "Yes," complete Schedule G. Yes No
- 2 Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E. Yes No

Part VIII Your Specific Activities

The following "Yes" or "No" questions relate to specific activities that you may conduct. Check the appropriate box. Your answers should pertain to *past, present, and planned* activities. (See instructions.)

- 1 Do you support or oppose candidates in **political campaigns** in any way? If "Yes," explain. Yes No
- 2a Do you attempt to **influence legislation**? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a.
 - b Have you made or are you making an **election** to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities. Yes No
- 3a Do you or will you operate bingo or **gaming** activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. **Revenue and expenses** should be provided for the time periods specified in Part IX, Financial Data. Yes No
 - b Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies or any written contracts or other agreements relating to such arrangements. Yes No
 - c List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct gaming or bingo.

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Part VIII Your Specific Activities (Continued)

| | | |
|--|--|---|
| 4a Do you or will you undertake fundraising ? If "Yes," check all the fundraising programs you do or will conduct. (See instructions.) | | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| <p><input type="checkbox"/> mail solicitations <input type="checkbox"/> phone solicitations <input type="checkbox"/> email solicitations <input checked="" type="checkbox"/> accept donations on your website <input type="checkbox"/> personal solicitations <input type="checkbox"/> receive donations from another organization's website <input type="checkbox"/> vehicle, boat, plane, or similar donations <input checked="" type="checkbox"/> government grant solicitations <input checked="" type="checkbox"/> foundation grant solicitations <input type="checkbox"/> Other</p> | | |
| Attach a description of each fundraising program. | | |
| b Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements. | | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| c Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements. | | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| d List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you. | | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| e Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors. | | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| 5 Are you affiliated with a governmental unit? If "Yes," explain. | | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| 6a Do you or will you engage in economic development ? If "Yes," describe your program. | | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| b Describe in full who benefits from your economic development activities and how the activities promote exempt purposes. | | |
| 7a Do or will persons other than your employees or volunteers develop your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees. | | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| b Do or will persons other than your employees or volunteers manage your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees. | | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| c If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements. | | |
| 8 Do you or will you enter into joint ventures , including partnerships or limited liability companies treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate. | | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| 9a Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10. | | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| b Do you provide child care so that parents or caretakers of children you care for can be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). | | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| c Of the children for whom you provide child care, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). | | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| d Are your services available to the general public? If "No," describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k). | | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| 10 Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other intellectual property ? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed. | | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |

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Part VIII Your Specific Activities (Continued)

- 11 Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution. Yes No
- 12a Do you or will you operate in a **foreign country or countries**? If "Yes," answer lines 12b through 12d. If "No," go to line 13a.
- b Name the foreign countries and regions within the countries in which you operate.
- c Describe your operations in each country and region in which you operate.
- d Describe how your operations in each country and region further your exempt purposes.
- 13a Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a.
- b Describe how your grants, loans, or other distributions to organizations further your exempt purposes.
- c Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract.
- d Identify each recipient organization and any **relationship** between you and the recipient organization.
- e Describe the records you keep with respect to the grants, loans, or other distributions you make.
- f Describe your selection process, including whether you do any of the following:
- (i) Do you require an application form? If "Yes," attach a copy of the form.
- (ii) Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused.
- g Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.
- 14a Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," answer lines 14b through 14f. If "No," go to line 15.
- b Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.
- c Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries.
- d Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors.
- e Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information.
- f Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately.

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Part VIII Your Specific Activities (Continued)

- | | | | |
|----|--|------------------------------|--|
| 15 | Do you have a close connection with any organizations? If "Yes," explain. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 16 | Are you applying for exemption as a cooperative hospital service organization under section 501(e)? If "Yes," explain. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 17 | Are you applying for exemption as a cooperative service organization of operating educational organizations under section 501(f)? If "Yes," explain. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 18 | Are you applying for exemption as a charitable risk pool under section 501(n)? If "Yes," explain. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 19 | Do you or will you operate a school ? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 20 | Is your main function to provide hospital or medical care ? If "Yes," complete Schedule C. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 21 | Do you or will you provide low-income housing or housing for the elderly or handicapped ? If "Yes," complete Schedule F. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 22 | Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

Note: **Private foundations** may use Schedule H to request advance approval of individual grant procedures.

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Part IX Financial Data

For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (See instructions.)

| A. Statement of Revenues and Expenses | | | | | | |
|--|--|------------------|----------------|---|----------------|--|
| | Type of revenue or expense | Current tax year | | 3 prior tax years or 2 succeeding tax years | | (e) Provide Total for (a) through (d) |
| | | (a) From To | (b) From To | (c) From To | (d) From To | |
| Revenues | 1 Gifts, grants, and contributions received (do not include unusual grants) | | | | | |
| | 2 Membership fees received | | | | | |
| | 3 Gross investment income | | | | | |
| | 4 Net unrelated business income | | | | | |
| | 5 Taxes levied for your benefit | | | | | |
| | 6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge) | | | | | |
| | 7 Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list) | | | | | |
| | 8 Total of lines 1 through 7 | | | | | |
| | 9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list) | | | | | |
| | 10 Total of lines 8 and 9 | | | | | |
| | 11 Net gain or loss on sale of capital assets (attach schedule and see instructions) | | | | | |
| | 12 Unusual grants | | | | | |
| | 13 Total Revenue Add lines 10 through 12 | | | | | |
| Expenses | 14 Fundraising expenses | | | | | |
| | 15 Contributions, gifts, grants, and similar amounts paid out (attach an itemized list) | | | | | |
| | 16 Disbursements to or for the benefit of members (attach an itemized list) | | | | | |
| | 17 Compensation of officers, directors, and trustees | | | | | |
| | 18 Other salaries and wages | | | | | |
| | 19 Interest expense | | | | | |
| | 20 Occupancy (rent, utilities, etc.) | | | | | |
| | 21 Depreciation and depletion | | | | | |
| | 22 Professional fees | | | | | |
| | 23 Any expense not otherwise classified, such as program services (attach itemized list) | | | | | |
| | 24 Total Expenses Add lines 14 through 23 | | | | | |

SEE NEXT PAGE

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Part IX Financial Data (Continued)

| B. Balance Sheet (for your most recently completed tax year) | | Year End: 2015 (Whole dollars) |
|--|---|-----------------------------------|
| | Assets | |
| 1 | Cash | 1 17668 |
| 2 | Accounts receivable, net | 2 |
| 3 | Inventories | 3 |
| 4 | Bonds and notes receivable (attach an itemized list) | 4 |
| 5 | Corporate stocks (attach an itemized list) | 5 |
| 6 | Loans receivable (attach an itemized list) | 6 |
| 7 | Other investments (attach an itemized list) | 7 |
| 8 | Depreciable and depletable assets (attach an itemized list) | 8 |
| 9 | Land | 9 |
| 10 | Other assets (attach an itemized list) | 10 |
| 11 | Total Assets (add lines 1 through 10) | 11 17668 |
| | Liabilities | |
| 12 | Accounts payable | 12 |
| 13 | Contributions, gifts, grants, etc. payable | 13 |
| 14 | Mortgages and notes payable (attach an itemized list) | 14 |
| 15 | Other liabilities (attach an itemized list) | 15 |
| 16 | Total Liabilities (add lines 12 through 15) | 16 0 |
| Fund Balances or Net Assets | | |
| 17 | Total fund balances or net assets | 17 17668 |
| 18 | Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17) | 18 17668 |

19 Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain. Yes No

Part X Public Charity Status

Part X is designed to classify you as an organization that is either a **private foundation** or a **public charity**. Public charity status is a more favorable tax status than private foundation status. If you are a private foundation, Part X is designed to further determine whether you are a **private operating foundation**. (See instructions.)

- 1a Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed. Yes No
If you are unsure, see the instructions.
- b As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check the box to confirm that your organizing document meets this requirement, whether by express provision or by reliance on operation of state law. Attach a statement that describes specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document or by operation of state law. See the instructions, including Appendix B, for information about the special provisions that need to be contained in your organizing document. Go to line 2.
- 2 Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI. Yes No
- 3 Have you existed for one or more years? If "Yes," attach financial information showing that you are a private operating foundation; go to the signature section of Part XI. If "No," continue to line 4. Yes No
- 4 Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets forth facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation? Yes No
- 5 If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box.
The organization is not a private foundation because it is:
- a 509(a)(1) and 170(b)(1)(A)(i)—a church or a convention or association of churches. Complete and attach Schedule A.
 - b 509(a)(1) and 170(b)(1)(A)(ii)—a **school**. Complete and attach Schedule B.
 - c 509(a)(1) and 170(b)(1)(A)(iii)—a **hospital**, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete and attach Schedule C.
 - d 509(a)(3)—an organization supporting either one or more organizations described in line 5a through c, f, g, or h or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D.

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Part X Public Charity Status (Continued)

- e 509(a)(4)—an organization organized and operated exclusively for testing for public safety.
 - f 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit.
 - g 509(a)(1) and 170(b)(1)(A)(vi)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public.
 - h 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross **investment income** and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions).
 - i A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status.
- 6 If you checked box g, h, or i in question 5 above, you must request either an **advance** or a **definitive ruling** by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.

a Request for Advance Ruling: By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, *Extending the Tax Assessment Period*, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at www.irs.gov or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling.

Consent Fixing Period of Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code

For Organization

(Signature of Officer, Director, Trustee, or other authorized official)

(Type or print name of signer)

(Date)

(Type or print title or authority of signer)

For IRS Use Only

IRS Director, Exempt Organizations

(Date)

b Request for Definitive Ruling: Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii).

- (i) (a) Enter 2% of line 8, column (e) on Part IX-A. Statement of Revenues and Expenses. _____
- (b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box.
- (ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each **disqualified person**. If the answer is "None," check this box.
- (b) For each year amounts are included on line 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A. Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," check this box.

- 7 Did you receive any unusual grants during any of the years shown on Part IX-A. Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual.

Yes No

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Part XI User Fee Information

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed \$10,000 annually over a 4-year period, you must submit payment of \$850. If your gross receipts have not exceeded or will not exceed \$10,000 annually over a 4-year period, the required user fee payment is \$400. See instructions for Part XI, for a definition of **gross receipts** over a 4-year period. Your check or money order must be made payable to the United States Treasury. User fees are subject to change. Check our website at www.irs.gov and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.

- | | | | |
|---|--|-------------------------------------|--|
| 1 | Have your annual gross receipts averaged or are they expected to average not more than \$10,000? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| | If "Yes," check the box on line 2 and enclose a user fee payment of \$400 (Subject to change—see above). | | |
| | If "No," check the box on line 3 and enclose a user fee payment of \$850 (Subject to change—see above). | | |
| 2 | Check the box if you have enclosed the reduced user fee payment of \$400 (Subject to change). | <input checked="" type="checkbox"/> | |
| 3 | Check the box if you have enclosed the user fee payment of \$850 (Subject to change). | <input type="checkbox"/> | |

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please
Sign
Here



(Signature of Officer, Director, Trustee, or other authorized official)

Greg Neuman

(Type or print name of signer)

Treasurer

(Type or print title or authority of signer)

2/2/2016

(Date)

Reminder: Send the completed Form 1023 Checklist with your filled-in-application.

Form 1023 (Rev. 12-2013)



NORTH CAROLINA
Department of The Secretary of State

To all whom these presents shall come, Greetings:

I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify
the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION

OF

OEMR

the original of which was filed in this office on the 14th day of July, 2010.



IN WITNESS WHEREOF, I have hereunto set
my hand and affixed my official seal at the City
of Raleigh, this 14th day of July, 2010.

Elaine F. Marshall

Secretary of State

ARTICLES OF INCORPORATION

OF

OEMR

A NONPROFIT CORPORATION

ARTICLE ONE

The name of the filing entity being formed is OEMR, a nonprofit corporation (the "Company")

ARTICLE TWO

The purpose for which the Company is formed is for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Sections 501(c)(3) and 170(c)(2) of the United States Internal Revenue Code of 1986 (the "Code"), or the corresponding provisions of any future United States Internal Revenue Code.

(Check only if applicable) The Company is a charitable or religious corporation as defined by NCGS §55A-1-40(4).

ARTICLE THREE

The street address and county of the initial Registered Office of the Company is:

176 Mine Lake Court, Suite 100
Raleigh, NC 27615
Wake County

ARTICLE FOUR

The mailing address of the Registered Agent is the same as the Registered Office.

ARTICLE FIVE

The name of the initial Registered Agent is NC Corporate Connection, Inc.

ARTICLE SIX

The name and address of each Incorporator is as follows:

Gregory W. Neuman
14173 Northwest Freeway, Suite 211
Houston, TX 77040

ARTICLE SEVEN

The Corporation will have members.

ARTICLE EIGHT

Upon dissolution of the Company, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations operated exclusively for religious, charitable educational, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the United States Internal Revenue Code as the Board of Directors shall determine, or to federal state, or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed by the Superior Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

ARTICLE NINE

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its member, officers, directors or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of purposes set forth in these articles of incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of

these articles, the 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 United States Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the United States Internal Revenue Code.

ARTICLE TEN

The street address and county of the principal office of the corporation is:

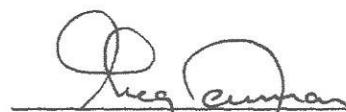
7850 Parkwood Circle #A7
Houston, TX 77036
Harris County

ARTICLE ELEVEN

The mailing address and county of the principal office of the corporation is:

P.O Box 1838
Splendora, Texas 77372

IN WITNESS WHEREOF, I have hereunto set my hand this 5th day of July,
2010.



Gregory W. Neuman
14173 Northwest Freeway, Suite 211
Houston, TX 77040

INCORPORATOR

BYLAWS
of
OEMR
A NORTH CAROLINA NON PROFIT

ARTICLE I - OFFICES

Section 1 - Registered Office. The corporation shall continuously maintain in the State of North Carolina a registered office that may be the same as its principal office, and a registered agent as required by the North Carolina Nonprofit Corporation Act. The address of the registered office may be changed from time to time by the board of directors.

Section 2 - Principal Office. The Board of Directors may designate a principal office, and have such other offices, either within or without the State of North Carolina, as the business of the corporation may require from time to time.

ARTICLE II - PURPOSE

OEMR was formed to ensure that all people, regardless of race, socioeconomic status or geographic location, have access to high-quality medical care through the donation of free, open source medical software and service relating to that software. OEMR was formed exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including, for such purposes, the making of distributions to organizations that qualify as exempt under Sections 501(c)(3) and 170(c)(2) of the United States Internal Revenue Code of 1986 and any subsequent revisions of that code. The organization is a charitable corporation, as defined in NCGS§55A-1-40 (4).

ARTICLE III - MEMBERS

Section 1 - Election of Members. The corporation may admit any individual or legal entity as a member. An affirmative vote of a majority of the directors shall be required for admission. Other requirements for admission may be set forth in a resolution adopted by the directors. No person shall be admitted as a member without his or her consent. Except as provided in the articles of incorporation or by-laws, the corporation may admit members for no consideration or for such consideration as is determined by the board of directors.

Section 2 - Rights and Obligations of Members. Unless the articles of incorporation or by-laws provide otherwise, each member is entitled to one vote on each matter voted on by the members. All members shall have the same rights and obligations with respect to voting, dissolution, redemption and transfer, unless the articles of incorporation or these by-laws establish classes of membership with different rights or obligations. All members shall have the same rights and obligations with respect to any other matters, except as set forth and authorized by the articles of incorporation or these by-laws.

Section 3 - Transfer of Membership. Except as set forth or authorized by the articles of incorporation or these by-laws, no member of the corporation may transfer a membership or any right arising therefrom. Where transfer rights have been provided, no restriction on them shall be binding with respect to a member holding a membership issued prior to the adoption of the restriction unless the restriction is approved by the members and the affected member.

Section 4 - Resignation of Member. A member may resign at any time by filing a written resignation with any corporate officer. The resignation of a member does not relieve the member from any obligations the member may have to the corporation.

Section 5 - Termination of Membership. No member may be expelled or suspended, and no membership or memberships may be terminated or suspended except pursuant to the procedure provided herein carried out in good faith. The affected member must receive not less than 15 days prior written notice of the expulsion, suspension or termination and the reasons therefore and an opportunity to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension or termination by the board or a person or persons authorized by the board to decide that the proposed expulsion, termination or suspension not take place. Any written notice given by mail must be given by first-class or certified mail sent to the last address of the member shown on the corporation's records. Any proceeding challenging an expulsion, suspension or termination, including a proceeding in which defective notice is alleged, must be commenced within one year after the effective date of the expulsion, suspension or termination. A member who has been expelled or suspended may be liable to the corporation for dues, assessments or fees.

ARTICLE IV - CERTIFICATES OF MEMBERSHIP

Section 1 - Certificates of Membership. The board of directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the board of directors. Such certificates shall be signed (either manually or in facsimile) by the Chairman of the Board of Directors, and may be sealed with the corporate seal. If the person who signed (either manually or in facsimile) a share certificate no longer holds office when the certificate is issued, the certificate is nevertheless valid.

All certificates evidencing membership shall be consecutively numbered or otherwise identified. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. In the case of a lost, destroyed, or mutilated certificate, a new one may be issued therefore upon such terms and conditions as the board of directors may prescribe.

Section 2 - Issuance of Certificates. When a member has been elected to membership a certificate of membership shall be issued in his name and delivered to him by the secretary, if the board of directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of Article IV.

ARTICLE V - MEETINGS OF MEMBERS

Section 1 - Annual Meeting. The Members shall meet at least once a year at a time designated by the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. Annual meetings of the members must be preceded

by at least two weeks' notice of the date, time and place of the meeting, pursuant to Article XIV of these by-laws. At the annual meeting, the Executive Director shall report on the activities and financial condition of the corporation and the members shall consider and act upon such other matters as may be raised consistent with these by-laws.

If the election of directors shall not be held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be. The failure to hold an annual meeting does not affect the validity of any corporate action.

Section 2 - Special Meetings. The corporation shall hold a special meeting of members (1) on call of its board of directors, (2) on call of the Executive Director, or (3) if the holders of at least twenty five percent (25%) of the voting power sign, date and deliver to the Executive Director or any member of the Board of Directors one or more written demands for the meeting describing the purpose or purposes for which it is to be held. The close of business on the 30th day before delivery of the demand for a special meeting to any corporate officer is the record date for the purpose of determining whether the five percent requirement of this section has been met. Special meetings of the members must be preceded by at least two weeks' notice of the date, time and place of the meeting, pursuant to Article XIV of these by-laws. If notice for a special meeting demanded under this section is not given pursuant to these by-laws within 30 days after the date the written demand is delivered to a corporate officer a person signing the demand may set the time and place of the meeting and give notice pursuant to Article XIV of these by-laws.

Section 3 - Place of Meeting. The board of directors may designate any place, either in or out of the State of North Carolina, for any annual meeting or for any special meeting of members. A valid waiver of notice signed by all members entitled to notice may designate any place, either in or out of the State of North Carolina, as the place for any annual meeting or for any special meeting of members.

Section 4- Closing of Transfer Books or Fixing of Record Date. The board of directors of the corporation may fix a date as the record date for determining the members entitled to notice of a members' meeting, to vote at a members' meeting, or to exercise any rights in respect of any other lawful action. A record date may not be more than 70 days before the meeting or action requiring a determination of members occurs. If no such record date is fixed, members at the close of business on the business day preceding the day on which the meeting is held, are entitled to notice of the meeting; members on the date of the meeting who are otherwise eligible to vote are entitled to vote at the meeting; and members at the close of business on the day on which the board adopts the resolution to the exercise of any rights in respect of any other lawful action, or the 60th day prior to the date of such other action, whichever is later, are entitled to exercise such rights. A determination of members entitled to notice of or to vote at a membership meeting is effective for any adjournment of the meeting unless the board of directors fixes a new date for determining the right to notice or the right to vote, which it must do if the meeting is adjourned to a date more than 70 days after the record date for determining members entitled to notice of the original meeting.

Section 5 - Voting Lists. After fixing a record date for a notice of a meeting, the corporation shall prepare an alphabetical list of the names of all its members who are entitled to notice of the meeting. The list must show the address and number of votes each member is entitled to vote at the meeting.

The list of members must be available for inspection by any member for the purpose of communication with other members concerning the meeting, beginning two business days after notice is given of the meeting for which the list was prepared and continuing through the meeting, at the corporation's principal office or at a reasonable place identified in the meeting notice in the city where the

meeting will be held. A member, a member's agent, or his attorney is entitled, on written demand, to inspect and, subject to the requirements of applicable law, to copy the list at a reasonable time and at the member's expense, during the period it is available for inspection. The corporation shall make the list of members available at the meeting, and any member, a member's agent, or his attorney is entitled to inspect the list at any time during the meeting or any adjournment.

Section 6 - Quorum. A majority of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members. If less than a majority of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice except as may be required by Article V, Section 4, of these by-laws or by applicable law. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed.

Section 7 - Proxies. Unless the articles of incorporation or these by-laws prohibit or limit proxy voting, a member may appoint a proxy to vote or otherwise act for the member by signing an appointment form either personally or by an attorney-in-fact. An appointment of a proxy is effective when received by the secretary or other officer or agent authorized to tabulate votes. An appointment is valid for 11 months unless a different period is expressly provided in the appointment form; provided, that no proxy shall be valid for more than three years from its date of execution. An appointment of a proxy is revocable by the member.

The death or incapacity of the member appointing a proxy does not affect the right of the corporation to accept the proxy's authority unless notice of the death or incapacity is received by the secretary or other officer or agent authorized to tabulate votes before the proxy exercises authority under the appointment. Appointment of a proxy is revoked by the person appointing the proxy (1) attending any meeting and voting in person; or (2) signing and delivering to the secretary or other officer or agent authorized to tabulate proxy votes either a writing stating that the appointment of the proxy is revoked or a subsequent appointment form.

Subject to applicable law and any express limitation on the proxy's authority appearing on the face of the appointment form, the corporation is entitled to accept the proxy's vote or other action as that of the member making the appointment.

Section 8 - Voting of Members. Except as provided below or unless the articles of incorporation or these by-laws provide otherwise, each member is entitled to one vote on each matter voted on by the members. Unless applicable law, the articles of incorporation or these by-laws require a greater vote, if a quorum is present, the affirmative vote of the votes represented and voting (which affirmative votes also constitute a majority of the required quorum) is the act of the members. Unless otherwise provided in the articles of incorporation or these by-laws, directors are elected by a plurality of the votes cast by the members entitled to vote in the election at a meeting at which a quorum is present.

Section 9 - Voting by Certain Members. Memberships standing in the name of another corporation may be voted by such officer, agent or proxy as the by-laws of such corporation may prescribe, or, in the absence of such provision, as the board of directors of such corporation may determine.

Section 10 - Informal Action by Members; Ballots.

(a) Unless limited or prohibited by the articles of incorporation or these by-laws, action required or permitted by applicable law to be approved by the members may be approved without a meeting of members if the action is approved by members holding at least 80% of the voting power. The

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at the principal office of the corporation. The notice need not describe the purpose of the special meeting unless required by the articles of incorporation or these by-laws.

Section 5 - Special Meetings. Special meetings of the board of director may be called by or at the request of the Executive Director or any two directors. Special meetings of the board of directors must be preceded by at least two days' notice of the date, time and place of the meeting, pursuant to Article XIV of these by-laws. If no place for the meeting has been designated in the notice, the meeting shall be held at the principal office of the corporation. The notice need not describe the purpose of the special meeting unless required by the articles of incorporation or these by-laws.

Section 6 - Place of Meetings. The board of directors may hold regular or special meetings in or out of the state of North Carolina.

Section 7- Agendas. Agendas are set by the Board Chair and should contain a comments period at the end of each agenda where individual members can express concerns or make motions to add additional items to the agenda.

Section 8 - Quorum. Except as otherwise provided by applicable law, the articles of incorporation or these by-laws, a quorum of the board of directors consists of a majority of the directors in office immediately before the meeting begins. If less than such number necessary for a quorum is present at a meeting, the Board members may not take action, except to adjourn the meeting.

Section 9 - Voting. Votes are determined by a majority, unless the articles of incorporation or these by-law provide otherwise. Each member of the Board has one vote on any matter that comes before the Board. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board of directors unless applicable law, the articles of incorporation or these by-laws require the vote of a greater number of directors.

Section 10 - Action Without a Meeting. Unless the articles of incorporation or these by-laws provide otherwise, action required or permitted to be taken at a board of directors' meeting may be taken without a meeting if the action is taken by all members of the board. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. Such a consent has the effect of a meeting vote and may be described as such in any document.

Section 11 - Nominations: Any member of the Board of Directors or Member of the corporation can nominate a person to sit on the board. Those nominated may decline their nomination and will then be removed from the ballot. Nominations and a letter stating why the person was nominated should be turned in to the secretary and distributed by the nominating member at least one week prior to the meeting when the vote will take place.

Section 12 - Vacancies: When a vacancy exists on the board, nominations will be taken according to the policy outlined in Section 11 and elected by the Board of Directors. If the directors remaining in office constitute fewer than a quorum of the Board, they shall fill the position by a three-fourths (3/4) majority vote of those remaining in office.

Section 13 - Compensation. The board will not be financially compensated, either directly or indirectly, other than reasonable expenses.

Section 14 - Officers and Duties: There shall be four officers of the Board of Directors. A single person may fulfill the duties of three or fewer officer positions. The board officers consist of a Chair, Vice-chair, Secretary and Treasurer. Officers should be elected by the board at the first meeting of the calendar year. Duties are as follows:

- (a) The Chair shall set the agenda for all meetings, convene all meetings of the board and shall preside over all meetings. If the Chair is unable to fulfill this duty, the Vice-chair shall take his or her place at the meeting.
- (b) The Vice-chair is also responsible for chairing all standing committees, with the exception of finance, which will be chaired by the Treasurer.
- (c) The Secretary is responsible for keeping records of Board actions, including overseeing the taking of minutes at all board and committee meetings. The Secretary is responsible for sending out proper meeting announcements and distributing copies of minutes and the agenda to each board member. The secretary also maintains corporate records, as needed.
- (d) The Treasurer shall make a report at each board meeting that summarizes the organization's financial health and any major financial changes that have occurred between meetings. The Treasurer will assist in the preparation of the budget for a vote and shall distribute budget materials, as needed. The Treasurer shall also help develop fund-raising plans and make financial information available to board members and the public. The Treasurer will chair the Finance Committee. If the Secretary is unable to perform his or her duties, the treasurer will fulfill those duties. If the Treasurer is unable to fill his or her duties, the Board Chair will be responsible for carrying out those duties.

Section 15 - Participation by Telephonic or Other Means. Unless the articles of incorporation or these by-laws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE VII - COMMITTEES

Section 1 – Formation and Dissolution. The board may form committees for specific stated purposes that are defined at the time of formation. The board must determine how long the committees will be allowed to exist at the time of their creation. Committees dissolve when their stated time limit is reached or may dissolve beforehand if their purpose is no longer needed or appropriate. The Board may vote to extend or cut short a committee's existence period.

Section 2 – Standing Committees. Standing committees are the finance committee, personnel committee and executive committee. The Board may add additional standing committees with a majority vote. Standing committees may be dissolved with a majority vote.

- (a) **Executive Committee.** The Board's five officer positions make up the Executive Committee. The Executive Committee shall review the performance of the Executive Director.
- (b) **Finance Committee.** The Treasurer is the chair of the Finance Committee, which is responsible for developing and reviewing fiscal procedures, a fund raising plan, and an annual budget with staff and other board members. The full Board must approve the budget

and all expenditures must be in the budget. Any major change in the budget should be approved first by the Finance committee and then by the full Board of Directors. The fiscal year shall be the calendar year. Quarterly reports are required to be submitted to the Board and must show income, expenditures and expected future income. The financial records of the organization are public information and shall be made available to Board members and to the public.

- (c) **Personnel Committee.** The Personnel Committee is in charge of bringing a nomination for Executive Director to the full Board of Directors for a two-thirds majority vote. The Personnel Committee shall function as a grievance committee and is also responsible for developing a personnel policy, which must be approved by the full Board.

Section 3 – Committee Chairs. All standing committees are chaired by the Vice-Chair of the Board, with the exception of the finance committee, which is chaired by the Treasurer. The Board Chair appoints all other committee chairs. Committee chairs must be members of the board.

ARTICLE VIII - EXECUTIVE DIRECTOR AND STAFF

Section 1 – General Powers. The Executive Director is in charge of day-to-day operations of the organization, including carrying out the organization's goals and Board policy. The Executive Director will attend all Board meetings, report on the progress of the organization, answer Board members' questions and carry out other duties, as assigned by the Board.

Section 2 – Board Meetings. The executive director is expected to attend all board meetings, if possible, and is required to serve on the board.

Section 3 – Board Questions. The board should direct questions about the day-to-day operations of the organization to the Executive Director. He or she will then obtain a suitable answer and report back to the Board.

Section 4 – Staff. The Executive Director is in charge of hiring, supervising and firing staff, if needed.

Section 5 – Other Powers The Executive Director may sign, with approval of the Board, organization deeds, mortgages, bonds, contracts or other Board authorized instruments.

Section 6 – Fiscal Responsibilities. The Executive Director shall, in good faith, have the following fiscal responsibilities:

- (a) Custody of and be responsible for all funds and securities of the organization;
- (b) Receive and give receipts for monies due and payable to the corporation from any source, and deposit all monies in the corporation's name in banks, trust companies, or other depositories that the Board selects;
- (c) Submit the books and records to a Certified Public Accountant or other accountant for annual audit or review; and
- (d) In general, guard the safety of the organization's funds and avoid any misappropriation of the organization's funds, as well as perform other financial duties, as directed by the Board.

ARTICLE IX - CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1 – Contract. The Executive Director may enter into and execute contracts on behalf of the corporation with the approval of the Board of Directors. The Board may authorize other agents to enter into and execute contracts.

Section 2 – Loans and Lending. The organization will not lend money, either to individuals or to other organizations or corporations. The organization shall not allow anyone to borrow money on behalf of the organization, unless specifically authorized by the Board of Directors.

Section 3 – Checks, Drafts, etc. The Executive Director is authorized to sign and issue all corporation checks, drafts, or other orders for payment of money, and notes or other evidence of indebtedness. The Board may authorize other agents to sign and issue checks.

Section 4 – Deposits. The Executive Director and Treasurer should oversee the deposit of all corporation funds in banks or other depositories. The Board may authorize the exact banks and depositories.

ARTICLE X - BUDGETING

Section 1 – Approval. Final approval of the organization's budget will be made by the Board and will be based on a three-fourths majority vote.

Section 2 – Preparation. The budget will be prepared by the organization's Executive Director and staff, with the assistance of the Treasurer.

Section 3 – Distribution. Copies of the proposed budget must be distributed to Board members at least two weeks before the Board votes on the proposal.

Section 4 – Modifications. Major modifications to the budget must be made by the Executive Director with the approving vote of a majority of the board.

ARTICLE XI - RECORDS

Section 1 – Corporate Records. The organization shall keep a permanent record of the minutes of all of its Board of Directors meetings, with a record of all actions taken by the Board, with or without a meeting, and minutes of all committee meetings. Minutes and accounting records should be kept at the organization headquarters. The records should be maintained in either printed or electronic format and should be easily accessed for public review and copies.

Section 2 – Other Records The organization shall keep a copy of the following records at its principal headquarters:

- (a) Its Articles of Incorporation and any revisions to that document;
- (b) Its by-laws and any revisions to that document;
- (c) Resolutions adopted by the Board of Directors;

- (d) The financial statements given to the Board of Directors;
- (e) Agendas and informational materials for meetings of the Board of Directors;
- (f) A list of the current Board members and Executive Director, and their addresses available for public inspection; and
- (g) A copy of the organization's Annual Report.

ARTICLE XII - CORPORATE SEAL

The corporate seal, if any, shall be in the form as affixed hereto below.

ARTICLE XIII - INDEMNIFICATION

Section 1 – Directors and Officers. To the fullest extent allowed by the laws of the state of North Carolina, including future amendments of those laws, the organization shall indemnify and hold harmless each Director and officer of the organization against any and all claims, liabilities and expenses, including attorney's fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred and arising from any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with any such position, with the exception of the following:

- (a) Any breach of such person's duty of loyalty to the organization;
- (b) Any act or omission by such person not in good faith or which involves intentional misconduct or where such person had reasonable cause to believe his conduct was unlawful; or
- (c) Any transaction from which such person derived any improper personal benefit.

Section 2 – Determination of Entitlement. The decision concerning whether a Director or officer seeking indemnification has satisfied the provisions of Section 1 shall be made by a majority vote of a quorum of the Board of Directors who are not part of the action, lawsuit or proceeding.

Section 3 – Employees and Agents. The Board of Directors may vote to indemnify and hold harmless employees and agents of the organization and former employees and agents, as the Board deems necessary.

ARTICLE XIV - NOTICE

Notice may be oral or written. Notice may be communicated in person, by telephone, telegraph, telefax, or other form of wire or wireless communication, or by mail or private carrier. If these forms of

personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television or other form of public broadcast communication.

Written notice, if in a comprehensible form, is effective at the earliest of the following:

- (a) When received;
- (b) Five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first-class postage affixed;
- (c) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee;
- (d) Thirty (30) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first-class, registered or certified postage affixed.

Written notice is correctly addressed to a member of a domestic or foreign corporation if addressed to the member's address shown in the corporation's current list of members. Oral notice is effective when communicated if communicated in a comprehensible manner.

A written notice or report delivered as part of a newsletter, magazine, or other publication regularly sent to members shall constitute a written notice or report if addressed or delivered to the member's address shown in the corporation's current list of members, or in the case of members who are residents of the same household and who have the same address in the corporation's current list of members, if addressed or delivered to one of such members, at the address appearing on the current list of members.

Written notice is correctly addressed to a domestic or foreign corporation (authorized to transact business in this state), other than in its capacity as a member, if addressed to its registered agent or to its secretary at its principal office shown in its most recent status report or, in the case of a foreign corporation that has not yet delivered a status report, in its application for a certificate of authority.

If applicable law prescribes notice requirements for particular circumstances, those requirements govern. If the articles of incorporation or these by-laws prescribe notice requirements not inconsistent with this section or other provisions of applicable law, those requirements govern.

ARTICLE XV – WAIVER OF NOTICE; ASSENT TO ACTIONS

Section 1 – Written Waiver. A member or director of the corporation may waive any notice required by applicable law, the articles of incorporation or these by-laws, before or after the date and time stated in the notice. Except as provided below, the waiver must be in writing, be signed by the member or director entitled to the notice, and delivered to the corporation for inclusion in the minutes or filing with the corporate records.

Section 2 – Waiver by Attendance. A director's attendance at or participation in a meeting waives any required notice to him of the meeting unless the director objects, pursuant to Section 3, below, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. A member's attendance at a meeting (i) waives objection to lack of notice or

defective notice of the meeting unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (ii) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 3 – Assent to Actions. A director who is present at a meeting of the board of directors or a committee of the board of directors when corporate action is taken is deemed to have assented to the action taken unless (1) he objects at the beginning of the meeting, or promptly upon his arrival, to holding it or transacting business at the meeting; (2) his dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) he delivers written notice of his dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention shall not be available to a director who votes in favor of the action taken.

ARTICLE XVI – FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of January and end on the thirty first day of December in each year.

ARTICLE XVII – PROHIBITED ACTIVITIES

Section 1- Prohibited Transactions. No one connected with the organization shall, at any time, receive any of the net earnings or profit from the operations of the organization; provided that this shall not interfere with the organization's payment of reasonable compensation for services rendered to or for the organization. Neither the organization nor its Board, officer, or staff have any power to cause the organization to do any of the following with related parties (any person who has made a substantial contribution to the organization, or with a brother, sister, spouse, ancestor, or descendant of the person giving, or with a corporation controlled by the person giving):

- (a) Make any substantial purchase of securities or other property, for more than adequate consideration in money or money's worth;
- (b) Sell any substantial part of its assets or property, for less than an adequate consideration in money or money's worth.

Section 2- Prohibited Activities: Notwithstanding any other provision of these articles, the 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 3- Propaganda: No substantial part of the organization's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not intervene in any political campaign, including publishing or distributing of statements either on behalf of or in opposition to any political candidate for public office.

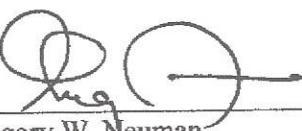
Article XVIII - DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner as the Board of Directors shall determine, or to such organization or organizations organized and operated exclusively for charitable, religious, or educational as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Internal Revenue Law). Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the domicile of the corporation is then located, exclusively for such purposes to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIX - AMENDMENTS

These by-laws may be amended, when necessary, by a two-thirds majority vote of the Board of Directors. Proposed amendments must be submitted in writing to the Secretary and sent out at least two weeks prior to the meeting when the vote will take place.

The foregoing By-Laws of OEMR, Articles I through XIX, were approved unanimously by the Board of Directors on August 12, 2010.



Gregory W. Neuman
Secretary

8-19-10
Date

OEMR
Conflict of Interest Policy

Article 1- Purpose

The purpose of the conflict of interest policy is to protect Open Source Medical Software's interests when the organization is considering entering into a transaction or arrangement that might potentially benefit the private financial interests of an officer, director or staff member of the organization or that might result in a possible excess benefit transaction.

This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article 2- Definitions

Section 1- Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has either a direct or indirect financial interest, as defined below, is an interested person.

Section 2- Financial Interest: A person has a financial interest if the person has, either directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
- A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction agreement;
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article 3, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article 3- Procedures

Section 1- Duty to Disclose: An interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers when considering a proposed transaction or arrangement where an actual or potential conflict of interest may exist.

Section 2- Determining if a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person and a presentation by the interested person, he or she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed or voted upon. The remaining board or committee members shall decide of a conflict of interest exists.

Section 3- Procedures for Addressing a Conflict of Interest: After the interested person has left the meeting, the chairperson of the governing body or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the board or committee shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not be a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under the circumstances that would not produce a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. It shall then make its decision on whether to enter the transaction or arrangement, according to its determination from above.

Section 4- Violations: If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the reason for such belief and give that member the opportunity to explain his or her failure to disclose. After hearing the member's response and conducting an investigation, the governing board or committee will determine if the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article 4- Records

The minutes of the governing board and all committees with board delegated powers shall contain the names of the people who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board or committee's decision as to whether a conflict of interest existed. The minutes shall also contain the names of the people who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion including any alternatives to the propose transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article 5- Compensation

A voting member of the governing board who receives either direct or indirect compensation from the organization for services is precluded from voting on matters pertaining to that member's compensation. A voting member of any committee is

not allowed to vote on matters regarding his or her direct or indirect compensation. Those members are also not allowed to provide any information to any committee regarding compensation.

Article 6- Annual Statements

Each director, principal officer and member of a committee with governing board powers shall sign a statement each year that affirms that person has reviewed a copy of the conflict of interest policy, has read and understands the policy, has agreed to comply with the policy, and understands the organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article 7- Periodic Reviews

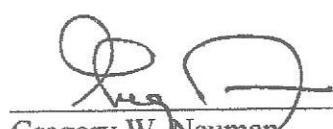
To ensure that the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. Those reviews shall include the following minimum topics :

- Whether compensation arrangements and benefits are reasonable, based on competent survey information and are the result of arm's length bargaining;
- Whether partnerships, joint ventures and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article 8- Outside Experts

When conducting the periodic reviews as provided for in Article 7, the organization may, but is not required to use outside advisers. If outside experts are used, their use shall not relieve the governing board of its responsibility to ensure that periodic reviews are conducted.

This policy was approved unanimously by the Board of Directors on August 12, 2010.



Gregory W. Neuman
Director/Secretary

8-19-10
Date