

State of Indiana
Office of the Secretary of State

CERTIFICATE OF AMENDMENT

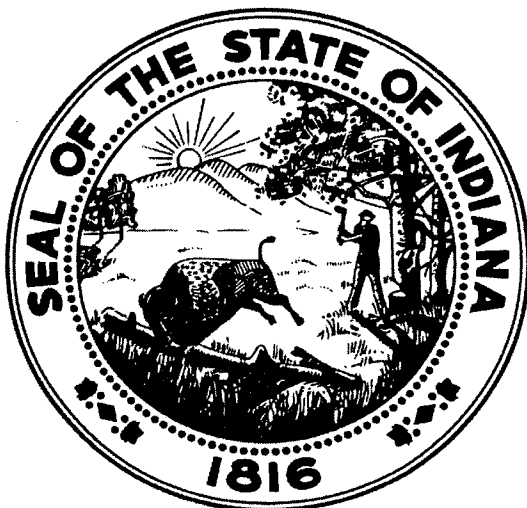
of

OPENMRS1, LIMITED

I, CONNIE LAWSON, Secretary of State of Indiana, hereby certify that Articles of Amendment of the above Non-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991.

NOW, THEREFORE, with this document I certify that said transaction will become effective Thursday, May 17, 2012.

In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, May 17, 2012.



Connie Lawson

CONNIE LAWSON,
SECRETARY OF STATE



ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION (NONPROFIT)

State Form 4161 (R11 / 2-11) / Corporate Form No. 364-2 (May 1988)
Approved by State Board of Accounts 1995

STATE SECRETARY OF STATE
RECEIVED
2012 MAY 17 AM 11:28

CHARLES P. WHITE
SECRETARY OF STATE
CORPORATIONS DIVISION
302 W. Washington St., Rm. E018
Indianapolis, IN 46204
Telephone: (317) 232-6576

INSTRUCTIONS: Use 8 1/2" x 11" white paper for attachments.
Present original and one copy to address in upper right corner of this form.
Please TYPE or PRINT
Please visit our office on the web at www.sos.in.gov.

Indiana Code 23-17-17-1 et seq.
FILING FEE: \$30.00

The undersigned officer of the Nonprofit Corporation named in Article I below (*hereinafter referred to as the "Corporation"*) desiring to give notice of corporate action effectuating Amendment(s) to the Articles of Incorporation, certifies the following facts:

This Corporation exists pursuant to: (*check appropriate box*)

- The Indiana Not-For-Profit Corporation Act of 1971 (IC 23-7-1.1) as amended.
- Indiana General Not-For-Profit Corporation Act (*approved March 7, 1935*)
- Indiana Nonprofit Corporation Act of 1991 (IC 23-17-1) as amended

APPROVED AND FILED
Concise James
IND. SECRETARY OF STATE

ARTICLE I - AMENDMENT(S)

SECTION 1: The name of the Corporation is:
OpenMRS1, Limited

SECTION 2: The date of incorporation of the Corporation is (*month, day, year*):
April 13, 2011

SECTION 3: The name of the Corporation following this amendment to the Articles of Incorporation is:
OpenMRS1, Limited

SECTION 4

The exact text of Article(s) I-XI of the Articles of Incorporation is now as follows.

Please see attached Amended and Restated Articles of Incorporation.

SECTION 5

The date of adoption of the amendment to the Article(s) I - XI was April 20, 2012

ARTICLE II - MANNER OF ADOPTION AND VOTE

SECTION 1: Action by Board of Directors

The Board of Directors duly adopted a resolution proposing to amend the Article(s) of Incorporation: *(select one)*

- At a meeting held on _____, 20____, at which a quorum of such Board was present.
- By written consent executed on April 20, 2012, and signed by all members of such Board.

SECTION 2: Action by members

IF APPROVAL OF MEMBERS WAS NOT REQUIRED:

The Amendment(s) were approved by a sufficient vote of the Board of Directors or incorporators and approval of members was not required.

- Yes No

The Amendment(s) were approved by a person other than the members, and that approval pursuant to Indiana Code 23-17-17-1 was obtained.

- Yes No

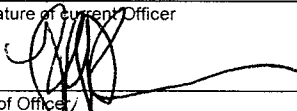
IF APPROVAL OF MEMBERS WAS REQUIRED:

	TOTAL	MEMBERS OR DELEGATES ENTITLED TO VOTE AS A CLASS		
		1	2	3
MEMBERS OR DELEGATES ENTITLED TO VOTE				
MEMBERS OR DELEGATES VOTED IN FAVOR				
MEMBERS OR DELEGATES VOTED AGAINST	0			

- The manner of the adoption of the Articles of Amendment and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Corporation.

I hereby verify, subject to penalties of perjury, that the facts contained herein are true.

Signature of current Officer



Printed name of Officer

Paul Biondich

Title of Officer

President

AMENDED AND RESTATED

ARTICLES OF INCORPORATION OF OPENMRS1, LIMITED.

The undersigned officer of OpenMRS1, Limited (hereinafter, the “Corporation”), pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the “Act”), hereby executes the following Amended and Restated Articles of Incorporation (the “Articles”), which supersede and take the place of the previously existing articles of the Corporation and all provisions and amendments thereto:

ARTICLE I

Name

The name of the Corporation is OpenMRS1, Limited.

ARTICLE II

Purposes

Section 1. This Corporation is a public benefit corporation that shall be organized and operated exclusively to benefit, perform, and carry out the exclusively educational, scientific, charitable, and other exempt purposes of Partners in Health, A Nonprofit Corporation, and Indiana University (the “Supported Organizations”), to the extent that such purposes are described in Sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws (the “Code”).

Section 2. In carrying out such educational, scientific, charitable, and other exempt purposes, and subject thereto, the Corporation may engage in the following activities in support of the Supported Organizations (among others):

- (a) improve health care delivery in resource-constrained environments, including developing countries; and
- (b) work with and coordinate a global community to create and support software to manage medical records and other health care systems in developing countries and to resource-constrained environments.

ARTICLE III

Powers

Notwithstanding any other provision of these Articles of Incorporation, neither the Board of Directors nor the Corporation shall have the power or authority to do any act that shall prevent the Corporation from being an organization described in Code sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2). Subject to the foregoing statement, and subject to and in furtherance of the purposes for which it is organized, the Corporation shall possess all of the rights, privileges, and powers conferred by the Act or by other law and, in addition, the following rights, privileges, and powers:

Section 1. To indemnify any person against liability and expense, and to advance the expenses incurred by such person, in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, and whether formal or informal, to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law.

Section 2. To cease its activities and to dissolve and surrender its corporate franchise.

ARTICLE IV

Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE V

Registered Agent and Registered Office

Section 1. At the time of filing these Articles, the name and address of the registered agent in charge of the Corporation's registered office are Dawn C. Smith, 410 West 10th Street, Suite 2000, Indianapolis, Indiana 46202.

Section 2. At the time of filing these Articles, the street address of the registered office of the Corporation is 410 West 10th Street, Suite 2000, Indianapolis, Indiana 46202.

ARTICLE VI

Members

The Corporation shall not have members as that term is described in the Act. The Corporation may, upon resolution of the Board of Directors, designate as “members” certain individuals, corporations, or other associations and organizations who satisfy certain criteria established by the Board of Directors and who support the purposes and programs of the Corporation. Such designations shall carry no legal significance under the Act and shall not entitle such “members” to any vote on Corporation matters or to attendance at Corporation meetings.

ARTICLE VII

Directors

The exact number of directors of the Corporation shall be specified in or fixed in accordance with the Bylaws of the Corporation at a number not less than five (5).

ARTICLE VIII

Appointment and Election of Directors

Each of the directors of the Corporation, other than the members of the initial Board of Directors, shall be appointed or elected in the manner provided in the Bylaws of the Corporation; provided, however, that at all times a majority of the directors of the Corporation shall be appointed by the Supported Organizations.

ARTICLE IX

No Private Inurement

None of the Corporation’s net earnings shall inure to the benefit of any private individual.

ARTICLE X

Regulation of Corporate Affairs

The affairs of the Corporation shall be subject to the following provisions:

Section 1. Notwithstanding any other provision of these Articles of Incorporation, if for any taxable year the Corporation is deemed a “private foundation” described in Code section 509(a), the Corporation shall make distributions at such time and in such manner as not to subject the Corporation to the tax imposed by Code section 4942.

Section 2. Notwithstanding any other provision of these Articles of Incorporation, if at any time the Corporation is deemed a “private foundation” described in Code section 509(a), the Corporation shall not:

- (a) Engage in any act of self-dealing as defined in Code section 4941(d);
- (b) Retain any excess business holdings as defined in Code section 4943(c);
- (c) Make any investment in such manner as to subject the Corporation to tax under Code section 4944; or
- (d) Make any taxable expenditure as defined in Code section 4945(d).

Section 3. Except as otherwise permitted by Code section 501(h), no substantial part of the activities of the Corporation shall be or consist of carrying on propaganda, or otherwise attempting, to influence legislation.

Section 4. The Corporation shall not participate or intervene in (including the publishing or distributing of any statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 5. Subject to the provisions of these Articles of Incorporation and applicable law, the Board of Directors shall have complete and plenary power to manage, control, and conduct the affairs of the Corporation.

Section 6. The power to make, alter, amend, and repeal the Bylaws of the Corporation shall be vested in the Board of Directors.

Section 7. No director of the Corporation shall be liable for any of the Corporation’s obligations.

Section 8. Meetings of the Board of Directors may be held at any location, either inside the State of Indiana or elsewhere.

Section 9. All parties dealing with the Corporation shall have the right to rely upon any action taken by the Corporation pursuant to authorization by the Board of Directors by

resolution duly adopted in accordance with the Corporation's Articles of Incorporation and Bylaws and applicable law.

Section 10. The Board of Directors may from time to time, in the Bylaws of the Corporation or by resolution, designate such committees as the Board of Directors may deem desirable for the furtherance of the purposes of the Corporation.

Section 11. Neither the Board of Directors nor the Corporation shall have power or authority to do any act that shall prevent the Corporation from being an organization described in Code section 501(c)(3).


ARTICLE XI

Dissolution of the Corporation

If the Corporation is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed, subject to any contractual or legal requirement, to one or more other organizations that have been selected by the Board of Directors, that are organized and operated for purposes substantially the same as those of the Corporation (including representing the needs of the community served by the Corporation), and that are described in Code sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2).

The undersigned officer of the Corporation hereby presents these Amended and Restated Articles of Incorporation to the Secretary of State of the State of Indiana for filing, and states that the manner of their adoption and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the previously existing Articles of Incorporation, and the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned officer hereby verifies and affirms, subject to penalties of perjury, that the representations contained herein are true, this 20 day of April, 2012.



Paul Blondich
President

This instrument was prepared by Jennett M. Hill, Attorney at Law, Faegre Baker Daniels LLP,
300 North Meridian Street, Suite 2700, Indianapolis, Indiana 46204.