

RECEIPT

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ENTITY NAME: THINC RHIO INC.

DOCUMENT TYPE: INCORPORATION (NOT-FOR-PROFIT)

SERVICE COMPANY: NATIONAL CORPORATE RESEARCH LTD.

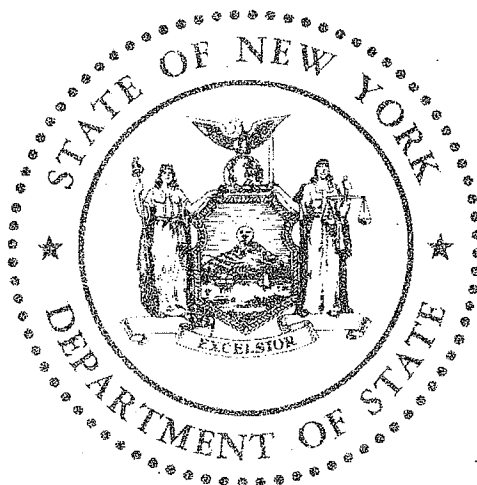
SERVICE CODE: 26

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FILED:11/23/2005 DURATION: ***** CASH#:051123000833 FILM #:

ADDRESS FOR PROCESS

REGISTERED AGENT



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FILER	FEES	75.00	PAYMENTS	75.00
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	FILING	0.00	CASH	0.00
	TAX	0.00	CHECK	0.00
REBECCA NEWTON	CERT	0.00	CHARGE	0.00
MANTAA PHELPS & PHILLIPS, L.L.P.	COPIES	0.00	DRAWDOWN	75.00
7 TIMES SQUARE 24TH FLOOR	HANDLING	75.00	OPAL	0.00
NEW YORK, NY 10036			REFUND	0.00

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FILING RECEIPT

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ENTITY NAME: THINC RHIO INC.

DOCUMENT TYPE: INCORPORATION (NOT-FOR-PROFIT)

TYPE: C COUNTY: DUTC

SERVICE COMPANY: NATIONAL CORPORATE RESEARCH LTD.

SERVICE CODE: 26

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FILED:11/29/2005 DURATION:PERPETUAL CASH#:051129000244 FILM #:051129000218

ADDRESS FOR PROCESS

EXIST DATE

THE CORPORATION
ONE SUMMIT COURT SUITE 200
FISHKILL, NY 12524

11/29/2005

REGISTERED AGENT



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FILER	FEES	185.00	PAYMENTS	185.00
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	FILING	75.00	CASH	0.00
	TAX	0.00	CHECK	0.00
REBECCA NEWTON	CERT	0.00	CHARGE	0.00
MANTAA PHELPS & PHILLIPS, L.L.P.	COPIES	10.00	DRAWDOWN	185.00
7 TIMES SQUARE 24TH FLOOR	HANDLING	100.00	OPAL	0.00
NEW YORK, NY 10036			REFUND	0.00

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State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **November 29, 2005**



A handwritten signature in black ink, appearing to be "R. H. H. Co.", is written over the seal area.

Special Deputy Secretary of State

NCR-26

051129000218

CERTIFICATE OF INCORPORATION

OF

THINC RHIO INC.

UNDER SECTION 402 OF THE NOT-FOR-PROFIT CORPORATION LAW

.....

I, the undersigned, being a natural person at least 18 years of age, for the purpose of forming a corporation under Section 402 of the Not-for-Profit Corporation Law of the State of New York (the "N-PCL"), do hereby certify that:

I: The name of the corporation is THINC RHIO INC. (the "Corporation").

II: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the N-PCL, and is a Type C corporation under Section 201 of the N-PCL.

III: The Corporation is organized exclusively for the purposes of supporting and advancing the use of healthcare information technology for the benefit of the people of the Hudson Valley region of New York State through sponsorship of a secure clinical information data exchange. The lawful public or quasi-public objective to be achieved by such purposes is to enhance public safety and welfare, reduce data errors and facilitate the ability of government entities to monitor health trends.

IV: In furtherance of its corporate purposes, the Corporation shall have all general and special powers enumerated in Section 202 of the N-PCL, together with the power to solicit grants and contributions for corporate purposes. The Corporation shall have the right to exercise such other powers as now are, or may hereafter be, conferred by law upon a corporation organized for the purposes set forth in Article III hereof or necessary or incidental to the powers so conferred, or conducive to the furtherance thereof; *provided, however,*

(a) that nothing herein contained shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes, any of the activities set forth in subsections (a) through (v) of Section 404 of the N-PCL without having first obtained the approvals or consents required in such subsections; and

(b) nothing herein contained shall authorize the Corporation to establish, operate or maintain a hospital or facility providing health related services; to operate a home care services agency, a hospice or a health maintenance organization; to provide a comprehensive health service plan, as

defined in and covered by Articles 28, 36, 40 and 44, respectively, of the New York State Public Health Law, or to solicit contributions for the establishment, operation or maintenance of any hospital or facility providing health-related service; or to establish, operate or maintain an adult care facility as provided by Article 7 of the New York State Social Services Law, or to solicit contributions for any such purpose.

V: In furtherance of its corporate purposes, the Corporation may be authorized by resolution of its board of directors to accept subventions from members and non-members on terms and conditions not inconsistent with the N-PCL and to issue certificates therefor.

VI: Notwithstanding any other provision herein, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation (i) that is exempt from federal income taxation under Code Section 501(a) because it is described in Code Section 501(c)(3), (ii) that is not a private foundation because it is described in Code Section 509(a) and (iii) contributions to which are deductible under Code Sections 170(c)(2), 2055(a)(2) and 2522(a)(2).

VII: No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director or officer of the Corporation or any private individual, firm, corporation or association, except that reasonable compensation may be paid for services rendered and payments and distributions may be made in furtherance of the purposes set forth in Article III hereof, and no member, trustee, director or officer of the Corporation, nor any private individual, firm, corporation or association, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

VIII: Upon the dissolution of the Corporation, its board of directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall distribute or arrange for the distribution of all of the assets of the Corporation to any one or more other organizations which then are described in Code Section 501(c)(3) as the board of directors shall select in its discretion, subject to the laws of the State of New York.

IX: The Corporation is organized and operated exclusively for charitable purposes described in Code Section 501(c)(3) that qualify for exemption from federal income taxation under Code Section 501(a). Except as may otherwise be permitted by Code Section 501(h) or any other provision of the Code, (a) no substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and (b) no part of the activities of the Corporation shall be participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office (including the publishing or distributing of statements).

X: In any year in which the Corporation is a private foundation as defined in Code Section 509(a), (i) it will distribute such amounts for such taxable year at such time and in such manner as not to be subject to the excise tax on undistributed income under Code Section 4942, (ii) it will not engage in any act of self-dealing that is subject to the excise tax under Code

Section 4941, (iii) it will not retain any excess business holdings that are subject to tax under Code Section 4943, (iv) it will not make any investments that subject it to tax under Code Section 4944 and (v) it will not make any taxable expenditures that are subject to tax under Code Section 4945.

XI: All references herein to the "Code" shall be deemed to include both amendments thereto and statutes that succeed such provisions (i.e., the corresponding provisions of future United States internal revenue laws).

XII: The office of the Corporation is to be located in Dutchess County.

XIII: The names and addresses of the persons constituting the initial board of directors of the Corporation are:

Adil Ameer
Health Quest
45 Reade Place
Poughkeepsie, NY 12601

Michael C. Duffy
17 Old Mill Drive
Poughkeepsie, NY 12603

Mark Foster, M.D.
1323 Route 9, Suite 204
Wappingers Falls, NY 12590

Eugene Heslin, M.D.
Bridge Street Family Medicine
16 West Bridge Street
Saugerties, NY 12477

Paul Kaye, M.D.
Hudson River Community Health
1037 Main Street
Peekskill, NY 10566

Arthur Aaron Levin
Center for Medical Consumers
239 Thompson Street
New York, NY 10012

XIV: The Secretary of State is designated as agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary of

State shall mail a copy of any process against the Corporation served upon him or her as agent of the Corporation is:

THINC RHIO Inc.
One Summit Court, Suite 200
Fishkill, NY 12524

* * * * *

IN WITNESS WHEREOF, I have signed this Certificate of Incorporation and affirm the statements contained herein are true, under penalties of perjury, this 22nd day of November, 2005.



William S. Bernstein
Sole Incorporator
7 Times Square
New York, NY 10036

FILING RECEIPT

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ENTITY NAME: THINC RHIO INC.

DOCUMENT TYPE: RESERVATION (NEW) (DOM. NFP)

SERVICE COMPANY: NATIONAL CORPORATE RESEARCH LTD.

SERVICE CODE: 26

APPLICANT NAME : KELLY A. HEMPHILL

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FILED:11/17/2005 DURATION:01/17/2006 CASH#:051117000859 FILM #:051117000794

ADDRESS FOR PROCESS

REGISTERED AGENT



** SUBMIT RECEIPT WHEN FILING CERTIFICATE **

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FILER	FEES	35.00	PAYMENTS	35.00
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	FILING	10.00	CASH	0.00
	TAX	0.00	CHECK	0.00
KELLY A. HEMPHILL	CERT	0.00	CHARGE	0.00
C/O NATIONAL CORPORATED RESEARCH	COPIES	0.00	DRAWDOWN	35.00
LTD. 41 STATE STREET SUITE 600	HANDLING	25.00	OPAL	0.00
ALBANY, NY 12207			REFUND	0.00

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RECEIVED

2005 NOV 29 AM 9:37

ARTICLES OF ORGANIZATION
OF

THINC RHIO INC.

Under Section 402 of the not-for-profit corporation law

100
STATE OF NEW YORK
DEPARTMENT OF STATE

NOV 29 2005

NCR-26
DRAWDOWN

FILED
TAX \$ _____
BY:

Date

RECEIVED

2006 NOV 23 PM 12:01

Rebecca Newton
Manatt, Phelps & Phillips, L.L.P.
7 Times Square
24th Floor
New York, NY 10036

AAO/RT
type C

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2005 NOV 29 AM 9:50

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