ARTICLES OF INCORPORATION
OF
NORTH CAROLINA ANESTHESIA PRACTICE MANAGERS ASSOCIATION

The undersigned hereby submits these Articles of Incorporation for the purpose of forming a nonprofit corporation under the North Carolina Nonprofit Corporation Act, Chapter 55A of the General Statutes of North Carolina, as amended:

1. **Name.** The name of the corporation is North Carolina Anesthesia Practice Managers Association.

2. **Purpose.** The purposes for which the corporation is organized are:

   (a) To operate exclusively for the promotion of the common business interests of the corporation’s members within the meaning of section 501(c)(6) of the Internal Revenue Code, as amended from time to time, or the corresponding provisions of any future United States internal revenue laws (the “Code”); and

   (b) To engage in any lawful activity for which corporations may be organized under Chapter 55A of the General Statutes of North Carolina, so long as the corporation does not engage in any activity or activities not in furtherance of one or more tax exempt purposes as contemplated by section 501(c)(6) of the Code.

3. **Registered Office and Agent.** The street address of the initial registered office of the corporation in the State of North Carolina is 2500 Wachovia Capitol Center, Raleigh, North Carolina 27602. The mailing address of the initial registered office of the corporation is Smith, Anderson, Blount, Dorsett, Mitchell & Jernigan, L.L.P., Post Office Box 2611, Raleigh, North Carolina 27602-2611. The name of the corporation's initial registered agent at that address is Dana Simpson.

4. **Principal Office.** The principal office address of the corporation is North Center Street Suite 201, Hickory, North Carolina 28601

5. **Incorporator.** The name and address of the incorporator is Kimberly Quarles Swintosky, Esq., Smith, Anderson, Blount, Dorsett, Mitchell & Jernigan, L.L.P., 2500 Wachovia Capitol Center, Raleigh, Wake County, North Carolina 27601.

6. **Members.** The corporation will have members with the rights and privileges as set forth in the bylaws of the corporation.
7. **Directors.** The initial directors of the corporation shall be the following persons:

Michael R. Williams  
3100 Spring Forest Road, Suite 130  
Raleigh, NC 27616

Catherine Green  
P.O. Box 53844  
Fayetteville, NC 28305

Amy Bergman  
P.O. Box 15007  
New Bern, NC 28561

Krista Schneider  
3100 Spring Forest Road, Suite 130  
Raleigh, NC 27616

Gerrie Reeves  
415 North Center St. Suite 201  
Hickory, NC 28601

The method of election of directors of the corporation, other than the initial directors, shall be as set forth in the bylaws of the corporation.

8. **Liability of Directors.** A director of the corporation shall have no personal liability for monetary damages arising out of an action whether by or in the right of the corporation or otherwise for breach of any duty as a director, except for liability with respect to (i) acts or omissions that the director at the time of the breach knew or believed were clearly in conflict with the best interests of the corporation; (ii) any liability under N.C. Gen. Stat. Section 55A-8-32 or 55A-8-33; or (iii) any transaction from which the director derived an improper personal financial benefit. If the North Carolina Nonprofit Corporation Act is amended to authorize corporate action for further eliminating or limiting personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the North Carolina Nonprofit Corporation Act, as so amended.

Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

9. **Noninurement.** No part of the net earnings of the corporation shall be distributable to or inure to the benefit of its officers or directors or any private person, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes. Notwithstanding any
other provision hereof, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(6) of the Code.

10. **Distribution of Assets Upon 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, distribute all of the remaining assets of the corporation to such organization or organizations as the board of directors shall determine which are then qualified for exemption from federal income tax under sections 501(c)(3) or 501(c)(6) of the Code, or to one or more of the United States of America, any state, territory, or possession of the United States, or any political subdivision thereof, exclusively for public purposes as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the Clerk of Superior Court of Wake County, North Carolina to such organization or organizations as the Clerk of the Superior Court of Wake County shall determine which are qualified for exemption from federal income tax under sections 501(c)(3) or 501(c)(6) of the Code.

11. These articles will be effective upon filing.

IN WITNESS WHEREOF, I have hereunto set my hand this 4th day of April, 2007.

[Signature]

Kimberly Quarles Swintosky
Incorporator

[Signature]

Michael E. Williams, President