

# The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

## ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

Examiner

Name  
Approved

### ARTICLE I

The exact name of the corporation is:

Partners In Health, a nonprofit corporation

### ARTICLE II

The purpose of the corporation is to engage in the following activities:

See Continuation Page II-1 attached hereto and made a part hereof.

C   
P   
M   
R.A.

SECRETARY OF THE  
COMMONWEALTH  
01 JUL -6 PM 2:58  
CORPORATION DIVISION

*Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.*

P.C.

**Partners In Health,  
A Non-Profit Corporation**

**Articles of Organization**

**ARTICLE II**

The Corporation is organized under Chapter 180 of the General Laws of the Commonwealth of Massachusetts exclusively for charitable, religious, scientific, literary, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code and the regulations promulgated thereunder (the "Code") and for charitable, religious, scientific, literary, and educational purposes within the meaning of said section 501(c)(3). The Corporation may carry on any activities in connection with any of the foregoing purposes, and have and exercise all of the purposes and powers conferred upon nonprofit corporations under Section 6 of Chapter 180 of the General Laws of the Commonwealth of Massachusetts as now in force or hereafter amended, and do everything necessary or appropriate to accomplish any of the foregoing purposes to the extent permissible under the laws of the Commonwealth of Massachusetts, all to the extent not inconsistent with the requirements contained in section 501(c)(3) of the Code, and not inconsistent with any other provisions of these Articles of Organization.

Subject to the foregoing, the purpose of the Corporation shall be to develop a preferential option for the poor by working in partnership with community-based organizations on projects designed to improve health outcomes in poor communities. Objectives include, but are not limited to, the following: (1) improving the health of the poor and their communities, (2) fostering active community involvement in the planning and implementation of efforts to improve health outcomes, (3) exposing the structures that create vast disparities in access to medical care, and (4) working in solidarity with those who seek to change these structures. Toward this purpose, the Corporation provides technical and financial assistance, obtains funding and medical supplies, and helps administer partner projects in the United States and abroad.

### ARTICLE III

corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

Not applicable.

### ARTICLE IV

\*\*Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

See Continuation Pages IV-1 through IV-4 attached hereto and made a part hereof.

### ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

*\*\*If there are no provisions, state "None".*

*Note: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.*

**Partners In Health,  
A Non-Profit Corporation**

**Articles of Organization**

**ARTICLE IV**

(a) The purposes of the Corporation, as stated herein, shall be carried out by its Board of Directors in a manner that will enable the Corporation to qualify as an organization exempt from federal income taxation under Section 501(c)(3) of the Code. Toward this end, the Corporation shall have, in furtherance of its purposes, all of the powers granted to all non-profit corporations pursuant to the provisions of Section 6 of Chapter 180 of the General Laws of the Commonwealth of Massachusetts as now in effect or hereafter amended and of Section 9 of Chapter 156B of said General Laws (other than the powers set forth in clauses (l), (m), and (n) of said Section 9), and shall have the following powers exercisable in furtherance of its purposes, to the extent not inconsistent with Chapter 180 of the General Laws of the Commonwealth of Massachusetts or the requirements contained in Section 501(c)(3) of the Code:

(i) The Corporation may purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and deal in and with real or personal property, or and interest therein, wherever situated, in an unlimited amount;

(ii) The Corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest;

(iii) The Corporation may sell, convey, lease, exchange, transfer, mortgage, pledge, encumber, create a security interest in or otherwise dispose of, by gift or in any other manner, any or all of its property, or any interest therein, wherever situated and however acquired;

(iv) The Corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, use and otherwise deal in and with, bonds and other obligations, shares or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities;

(v) The Corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine and issue its notes, bonds and other obligations with or to any person, firm, association, corporation, municipality, county, state or any other entity, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated;

(vi) The Corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(vii) The Corporation may be an incorporator of other corporations of any type or kind;

(viii) The Corporation may be a partner in any business enterprise which it would have power to conduct by itself;

(ix) The Corporation may pay pensions, establish and carry out pension, savings, thrift and other retirement benefit plans, trusts and provisions for any or all of its directors, officers or employees;

(x) The Corporation may do business, carry on its operations and have offices and exercise the powers granted by Chapter 180 of the General Laws of the Commonwealth of Massachusetts in any jurisdiction within or without the United States; and

(xi) The Corporation may exercise any or all powers necessary or convenient to effect any or all of the purposes for which the Corporation is formed.

(b) Meetings of the Directors may be held anywhere within or without the Commonwealth of Massachusetts.

(c) No person shall be disqualified from holding any office by reason of any interest. The term "interest" as used herein shall include personal interest and interest as a director, officer, employee, stockholder, shareholder, trustee, member or beneficiary of any concern; the term "concern" as used herein shall include any corporation, association, trust, partnership, firm, person, or other entity other than the Corporation.

(d) Notwithstanding any powers granted to the Corporation by these Articles, its By-laws, or by the laws of the Commonwealth of Massachusetts, the following limitations upon said powers shall apply and be paramount:

(i) No part of the assets or of the net earnings of the Corporation shall be divided among, inure to the benefit of or be distributable to any director or officer of the Corporation, or any private person; provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of any one or more of its purposes, and payments or distributions may be made by the Corporation in furtherance of its purposes; no director or officer of the Corporation or any private person shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation;

(ii) No substantial part of the activities of the Corporation shall be, include or involve the dissemination or carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent permitted by Section 501(h) of the Code;

(iii) The Corporation shall not participate in 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;

(iv) Notwithstanding any other provision of these Articles of Organization, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code, or by an organization to which contributions are deductible under Sections 170(c)(2) and 2055(a) of the Code; and

(v) Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code as the Board of Directors may decide.

(e) In the event that the Corporation is a private foundation as that term is defined in Section 509 of the Code, then notwithstanding any other provisions of these Articles of Organization or the By-laws of the Corporation, the following provisions shall apply:

(i) The income of the Corporation for each taxable year shall be distributed at such time and in such manner as not to subject the Corporation to the tax on undistributed income imposed by Section 4942 of the Code;

(ii) The Corporation shall not engage in any act of self-dealing, as that term is defined in Section 4941(d) of the Code; nor retain any excess business holdings within the meaning of Section 4943(c) of the Code; nor make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; nor make any taxable expenditures within the meaning of Section 4945(d) of the Code.

(f) No director or officer shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty by such director or officer notwithstanding any provision of law imposing such liability, except (to the extent provided by applicable law) for liability (i) for breach of the director's or officer's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director or officer derived an improper personal benefit.

(g) The Board of Directors of the Corporation shall have the power to make, amend, and repeal the Corporation's By-laws to the extent not inconsistent with Chapter 180 of the General Laws of the Commonwealth of Massachusetts or the requirements contained in Section 501(c)(3) of the Code.

**Partners In Health,  
A Non-Profit Corporation**

**Articles of Organization**

**ARTICLE VII**

<b>NAME</b>	<b>RESIDENCE</b>	<b>POST OFFICE ADDRESS</b>	
<b><u>Officers:</u></b>			
President, Executive Director:	Ophelia Dahl	173 Willow Avenue Somerville, MA 02144	same
Treasurer:	Janice French	10 Cutter Hill Road Hingham, MA 02043	same
Clerk:	Robin A. Dumas	9 Wilson Avenue Watertown MA 02472	same
Executive Vice President:	Paul E. Farmer	Eliot House K21 Harvard University Cambridge, MA 02138	same
Executive Vice President:	Jim Yong Kim	90 Buckminster Road Brookline, MA 02445	same
<b><u>Directors:</u></b>			
Ophelia Dahl	173 Willow Avenue Somerville, MA 02144		same
Todd H. McCormack	281 Otis Street Newton, MA 02465		same
Paul E. Farmer, M.D. Ph.D.	Eliot House K21 Harvard University Cambridge, MA 02138		same



**Partners In Health,  
A Non-Profit Corporation**

**Articles of Organization**

**ARTICLE VII**

<b>NAME</b>	<b>RESIDENCE</b>	<b>POST OFFICE ADDRESS</b>
<b><u>Directors, con't:</u></b>		
Jim Yong Kim, M.D., Ph.D.	90 Buckminster Road Brookline, MA 02445	same
Thomas J. White	975 Memorial Drive Unit 705 Cambridge, MA 02138	same

ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

ARTICLE VII

The information contained in Article VII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is: 643 Huntington Avenue, 4th Floor, Boston, MA 02115.

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	See Continuation Pages VII-1 through VII-2 attached hereto and made a part hereof.		
Treasurer:			
Clerk:			

Directors:  
(or officers  
having the  
powers of  
directors)

c. The fiscal year of the corporation shall end on the last day of the month of: December.

d. The name and business address of the resident agent, if any, of the corporation is: Not applicable.

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature, do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 6th day of July, 20 01.

Robin A. Dumas

Bingham Dana LLP

150 Federal Street

Boston, MA 02110

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

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I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ \_\_\_\_\_ having been paid, said articles are deemed to have been filed with me this \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_\_.

*Effective date:* \_\_\_\_\_

**WILLIAM FRANCIS GALVIN**

*Secretary of the Commonwealth*

**TO BE FILLED IN BY CORPORATION**

**Photocopy of document to be sent to:**

Robin A. Dumas, Esq.  
Bingham Dana LLP

\_\_\_\_\_

150 Federal Street

\_\_\_\_\_

Boston, MA 02110

Telephone: (617) 951-8146

\_\_\_\_\_



# Partners In Health

643 Huntington Ave., Fourth Floor, Boston, MA 02115 USA  
tel: (617) 432-5256 • fax: (617) 432-5300 • e-mail: info@pih.org • http://www.pih.org

June 14, 2001

Commonwealth of Massachusetts  
Secretary of State  
Department of Corporations  
One Ashburton Place, 17<sup>th</sup> Floor  
Boston, MA 02108

**Re: Consent to Use of Name**

To whom it may concern:

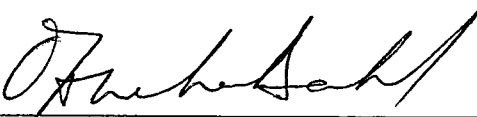
The undersigned Trustee on behalf of the Trustees of Partners In Health, hereby consents to the use of the name Partners In Health, in the Commonwealth of Massachusetts by a non-profit corporation to be formed by the the Trustees of Partners In Health, which will be called Partners In Health, a non-profit corporation. Upon the receipt of a 501(c)(3) qualification from the Internal Revenue Service for the newly formed non-profit corporation, the Trustees of Partners In Health shall transfer all assets from the trust to Partners In Health, a non-profit corporation, and the Trustees of Partners In Health shall dissolve the trust.

Please contact our attorney Robin A. Dumas, Esq. at (617) 951-8146 if you have any questions.

Very Truly Yours,

Trustees of Partners In Health

By:

  
\_\_\_\_\_  
Ophelia Dahl, Associate Director and Trustee

cc: Robin A. Dumas, Esq.

DELUXE HOME ACCOUNT NT DSK SAFETY PAPER

BINGHAM DANA LLP

5-13/10

1982

PAY TO THE ORDER OF

Commonwealth of Massachusetts  
Thirty Five and 1/2

DATE

July 5, 2001

\$ 35 <sup>00</sup>/<sub>100</sub>

DOLLARS



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MEMO

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Jane Fike

LEGAL ASSOCIATES

#1982

700451

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

I hereby certify that upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles, and the filing fee in the amount of \$ 35 having been paid, said articles are deemed to have been filed with me this 10<sup>th</sup> day of July 20 01.

Effective date: \_\_\_\_\_

*William Francis Galvin*

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

A TRUE COPY ATTEST  
*William Francis Galvin*  
WILLIAM FRANCIS GALVIN  
SECRETARY OF THE COMMONWEALTH  
DATE 9/14/01 CLERK ms

SECRETARY OF THE  
COMMONWEALTH  
01 JUL -6 PM 2:50  
CORPORATION DIVISION

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Robin A. Dumas, Esq.

Singham Dana LLP

150 Federal Street

Boston, MA 02110

Telephone (617) 951-8166