



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

Office of the Clerk

May 1, 2018

JOANNE HUGHES
HANCOCK, DANIEL & JOHNSON, P.C.
4701 COX ROAD, SUITE 400
GLEN ALLEN, VA 23060

RECEIPT

RE: VIRGINIA MEDICAL GROUP MANAGEMENT ASSOCIATION

ID: 0491820 - 7

DCN: 18-04-11-6133

Dear Customer:

This is your receipt for \$25.00 to cover the fee(s) for filing articles of restatement for a corporation with this office.

The effective date of the restatement is May 1, 2018.

Thank you for contacting our office. If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (866) 722-2551.

Sincerely,

Joel H. Peck
Clerk of the Commission

AMENACPT
CIS0362

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, MAY 1, 2018

The State Corporation Commission has found the accompanying articles submitted on behalf of
VIRGINIA MEDICAL GROUP MANAGEMENT ASSOCIATION

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it
is ORDERED that this

CERTIFICATE OF RESTATEMENT

be issued and admitted to record with the articles of restatement in the Office of the Clerk of the
Commission, effective May 1, 2018.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By 

Mark C. Christie
Commissioner

18-04-11-6133
AMENACPT
CIS0362

ARTICLES OF AMENDMENT
VIRGINIA MEDICAL GROUP MANAGEMENT ASSOCIATION,
A VIRGINIA NONSTOCK CORPORATION

The undersigned, on behalf of the nonstock corporation set forth below, pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, states as follows:

1. The name of the corporation immediately prior to restatement is Virginia Medical Group Management Association.
2. The Amended and Restated Articles of Incorporation of the corporation contain amendments to the Articles of Incorporation.
3. The Articles of Incorporation of the corporation are hereby amended and restated in their entirety as set forth in Exhibit A attached hereto.
4. The Amended and Restated Articles of Incorporation were adopted by the corporation on March 19, 2018.
5. The Amended and Restated Articles of Incorporation were recommended by the board of directors on March 19, 2018 and submitted to the members in accordance with the provisions of Title 13.1, Chapter 10 of the Code of Virginia, and at a meeting of the membership in which a quorum of the active members was present:

The sole voting group consisted of active members; and

The total number of undisputed votes cast for the Amended and Restated Articles of Incorporation by the active members was 284, which was sufficient for approval by that voting group; and

Active members are the only members of the corporation with voting rights.

Executed in the name of the corporation by:

VIRGINIA MEDICAL GROUP MANAGEMENT ASSOCIATION

By: Patricia G. Mullins
Patricia Mullins, President

April 6, 2018
Date

EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF THE VIRGINIA MEDICAL GROUP MANAGEMENT ASSOCIATION,
A VIRGINIA NONSTOCK CORPORATION

1. **Name.** The name of the corporation is Virginia Medical Group Management Association (the “Corporation”).

2. **Duration.** The period of duration of the Corporation shall be perpetual.

3. **Members.** The Corporation shall have four classes of Members as follows: (i) Active Members; (ii) Affiliate Members; (iii) Student Affiliate Members, and (iv) Lifetime. The Bylaws shall also state the qualifications and rights of the members of each class and shall confer, limit, or deny the right to vote.

4. **Purpose.** The purpose of the Corporation is to improve the performance of medical groups located in Virginia by being the foremost resource for education, connections, advocacy and professional development for their medical groups, their administrators and their affiliated physicians. The Corporation is organized, and shall be operated as, a trade or business association within the meaning of Section 501(c)(6) of the Internal Revenue Code and shall not carry on any activities that are prohibited for an organization exempt from taxation under Section 501(c)(6). In furtherance of its purpose, the Corporation shall have the power to perform and conduct any and all lawful affairs, not required to be specifically stated in these Articles of Incorporation, for which corporations may be incorporated under the Virginia Nonstock Corporation Act.

5. **Board of Directors.** Subject to these Articles, the Bylaws of the Corporation, or applicable law, the Board of Directors of the Corporation (the “Board”) is hereby empowered and solely responsible for the overall governance, management and operation of the Corporation. The size of the Board shall be specified in the Bylaws. The elected directors on the Board shall be elected by affirmative vote of the Active Members and the appointed directors shall be appointed by affirmative vote of the Board of Directors in the manner set forth in the Bylaws.

6. **Restrictions.** The Corporation will have all powers and authorities now or hereafter conferred upon nonstock, not-for-profit corporations organized under the laws of the Commonwealth of Virginia; provided, however, that no part of the net earnings of the Corporation will inure to the benefit of, or be distributable to its officers, directors, or other private persons (except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above). Notwithstanding any other provisions of these Articles, 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 Internal Revenue Code.

7. **Dissolution.** Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the

assets of the Corporation in accordance with a plan of dissolution that has been presented to the Members by the Board and approved by a vote of the Members.

8. Indemnification of Directors, Officers, Employees, Agents, Committee Members, and Volunteers. In every instance in which the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers of a corporation to the corporation or its members, the directors and officers of the Corporation shall not be liable to the Corporation or its members.

a. Indemnity. The Corporation shall indemnify each director, officer, employee, agent, committee member, and volunteer against liabilities, including judgments, awards, fines, amounts paid in settlement and reasonable attorneys' fees, costs and other expenses and liabilities, incurred by him or her in connection with any actual or threatened action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative (any of which is hereinafter referred to as a "proceeding") to which he or she may be made a party by reason of being or having been a director, officer, employee, agent, committee member, or volunteer of the Corporation if (i) he or she conducted himself or herself in good faith; (ii) he or she believed, in his or her official capacity with the Corporation, that his or her conduct was in the best interests of the Corporation or was not opposed to the best interests of the Corporation; and (iii) he or she had no reasonable cause to believe, in the case of any criminal proceeding, that his or her conduct was unlawful.

b. Determination. Except as specifically otherwise provided herein, the termination of a proceeding by judgment, order, settlement, or conviction is not, by itself, determinative that an individual did not meet the standard of conduct set forth above or that the conduct of such individual constituted a knowing violation of a criminal law. Unless ordered by a court of competent jurisdiction, any indemnification hereunder shall be made by the Corporation upon a determination that indemnification of the individual is permissible in the circumstances because he or she met the standard of conduct set forth herein and the conduct of the individual did not constitute a knowing violation of criminal law.

c. Method of Determination. Such determination shall be made (i) by the Board by a majority vote of a quorum consisting of directors who are not parties to such proceeding; or (ii) if such quorum cannot be obtained, by majority vote of a committee, consisting of two or more directors not at the time parties to the proceeding, designated by the Board (in which designated directors who are parties to the proceeding may participate); or (iii) by special legal counsel selected by the Board members who are not parties to the proceeding, or its committee designated in the manner heretofore provided for, or, if such a quorum of the Board cannot be obtained and such a committee cannot be designated, special legal counsel selected by a majority of the Board members (in which selection directors who are parties to the proceeding may participate). The Board, in making any such determination or referring any such determination to special legal counsel, must act with reasonable promptness when indemnification is sought by any director, officer, employee, agent, committee member, or volunteer.

d. Advance for Expenses. The Corporation shall advance to or on behalf of a director, officer, employee, agent, committee member, or volunteer, any expenses incurred in defending any proceeding in advance of the final disposition of such proceeding, if authorized in the manner set forth in this Article, upon receipt of both of the following (i) a written statement that such person in good faith believes that his or her conduct permits indemnification hereunder, and (ii) a written agreement that in the event it is ultimately determined that such person is not entitled to indemnification under this Article, he or she will repay any amount advanced by the Corporation.

e. Provisions Not Exclusive. As authorized by the Virginia Nonstock Corporation Act, the provisions of this Article are in addition to and not in limitation of the specific powers of a nonstock corporation to indemnify directors, officers, employees, agents, committee members, and volunteers set forth therein. If any provision of this Article shall be adjudicated invalid or unenforceable by a court of competent jurisdiction, such adjudication shall not be deemed to invalidate or otherwise affect any other provision hereof or any power of indemnity which the Corporation may have under the Virginia Nonstock Corporation Act or other laws of the Commonwealth of Virginia.

f. References Inclusive. Every reference in this Article to a director, officer, employee, agent, committee member, or volunteer of the Corporation shall include every director, officer, employee, agent, committee member, or volunteer or former director, officer, employee, agent, committee member, or volunteer of the Corporation, any predecessor corporation or any corporation which shall have been merged into or consolidated with the Corporation and every person who may have served at the request of the Corporation as a director, officer, employee, agent, committee member, or volunteer or in a similar capacity of another corporation, partnership, joint venture, trust or other enterprise and, in all such cases, the heirs, executors, and administrators of such person.

g. Special Provisions. Expenses of an individual in pursuing court-ordered indemnification or advancement of expenses under this provision shall also be treated as an indemnified expense, if such individual prevails. An individual may seek de novo judicial review of any denial of indemnification or advancement of expenses by the Corporation or by a court. There shall be no presumption of correctness of the result arising from the following of proper procedures by the Board, a committee, or special counsel. Special counsel shall be counsel which does not represent, and has not represented for at least ten (10) years, either the Corporation, any of its directors or officers, or the individual seeking indemnification or advancement of expenses, and there shall be a written engagement agreement in which special counsel acknowledges that the interests of the Corporation and individual seeking indemnification or advancement of expenses shall be treated as equal, irrespective of the source of payment of the fees of special counsel.

9. **Amendments.** No amendment, modification or repeal of this Article shall diminish the rights provided hereunder to any person arising from conduct or events occurring before the adoption of such amendment, modification, or repeal.

10. **Internal Revenue Code.** Each reference herein to a Section of the Internal Revenue Code means such Section of the Internal Revenue Code, as amended, or the corresponding provisions of any subsequent federal tax law.