To all whom these presents shall come, Greetings:

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION

OF

THE MEDICAL FOUNDATION OF EAST CAROLINA UNIVERSITY, INC.

the original of which was filed in this office on the 8th day of December, 1969.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 20th day of September, 2004

Elaine F. Marshall
Secretary of State
STATE OF NORTH CAROLINA

COUNTY OF CRANDALL

CERTIFICATE OF INCORPORATION OF

EAST CAROLINA UNIVERSITY FOUNDATION FOR HEALTH AFFAIRS, INC.
A NON-PROFIT CORPORATION

We the undersigned natural persons of the age of twenty-one or more acting as incorporators for the purpose of creating a non-profit, non-stock corporation under the laws of the State of North Carolina, as contained in Chapter 55-A of the General Statutes of North Carolina, entitled "Non-profit Corporation Act", and the several amendments thereto, do hereby set forth:

I

The name of the Corporation is EAST CAROLINA UNIVERSITY FOUNDATION FOR HEALTH AFFAIRS, INC.

II

The period of duration of the Corporation shall be perpetual.

III

This Corporation is organized exclusively for charitable religious, educational and scientific purposes including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (C) (8) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue law).
IV

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any further United States Internal Revenue Law).

Notwithstanding any other provision of these articles this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.
V

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, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954. Any of the assets not so disposed of shall be disposed of by the Superior Court Division of the General Courts of Justice of North Carolina of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

VI

The number of Directors constituting the initial Board of Directors shall be five and the names and addresses of the persons who are to serve as Directors until the first meeting of the Corporation or until their successors are elected and qualified are:

<table>
<thead>
<tr>
<th>Name</th>
<th>Street Address</th>
<th>City</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dr. Edwin W. Monroe</td>
<td>104 W. Longmeadow Road,</td>
<td>Greenville, N. C.</td>
</tr>
<tr>
<td>Frank M. Wooten, Jr.</td>
<td>312 W. Third Street,</td>
<td>Greenville, N. C.</td>
</tr>
<tr>
<td>L. W. Jenkins</td>
<td>605 E. Fifth Street,</td>
<td>Greenville, N. C.</td>
</tr>
<tr>
<td>Dr. Fred Irons</td>
<td>1102 W. Rock Spring Road,</td>
<td>Greenville, N. C.</td>
</tr>
<tr>
<td>F. D. Duncan</td>
<td>1038 W. Rock Spring Road,</td>
<td>Greenville, N. C.</td>
</tr>
</tbody>
</table>
VII

The names and addresses of all the incorporators are:

Dr. Edwin W. Monroe  104 W. Longmeadow Road, Greenville, N. C.
Frank M. Wooten, Jr.  312 W. Third Street, Greenville, N. C.
L. W. Jenkins         605 E. Fifth Street, Greenville, N. C.
Dr. Fred Irons        1102 W. Rock Spring Road, Greenville, N. C.
F. D. Duncan          1838 W. Rock Spring Road, Greenville, N. C.

VIII

The Corporation shall have no capital stock.

IX

Members may be admitted after organization upon compliance with the By-laws.

X

The Directors of the Corporation shall be elected in the manner as provided for in the By-laws.

XI

The address of the initial registered office of the Corporation is as follows:

113 West Third Street Pitt County
Greenville, North Carolina

The name of the initial registered agent of the Corporation at the above address is:
Frank M. Wooten, Jr.
IN TESTIMONY WHEREOF, we have hereunto set our hands and seals this first day of December, 1969.

Edwin W. Monroe, M. D. (SEAL)

Frank M. Wooten, Jr. (SEAL)

L. W. Jenkins (SEAL)

C. Fred Irons, M. D. (SEAL)

F. J. Duaneau (SEAL)
NORTH CAROLINA
PITT COUNTY

This is to certify, that on the 1st day of December 1969, before me, personally appeared Edwin W. Monroe, Frank M. Wooten, Jr., L. W. Jenkins, C. Fred Irons and F. D. Duncan, who I am satisfied are the persons named in and who executed the foregoing certificate of incorporation of East Carolina University Foundation for Health Affairs, Inc., and I having first made known to them the contents thereof, they did each acknowledge that they signed, sealed and delivered the same as their voluntary act and deed, for the uses and purposes therein expressed.

In Testimony Whereof, I have hereunto set my hand and affixed my official seal, this the 1st day of December, 1969.

[Signature]
Notary Public

My commission expires:

[Signature]
July 12, 1977

FRANK M. WOOTEN
ATTORNEY AT LAW
GREENVILLE
NORTH CAROLINA
27854