

ARTICLES OF INCORPORATION
OF
RICHMOND ACADEMY OF MEDICINE SERVICES CORPORATION

ARTICLE I

The name of the Corporation is Richmond Academy of
Medicine Services Corporation.

ARTICLE II

The purposes for which the Corporation is organized is
to provide services to the members of the Richmond Academy of
Medicine, Inc. and to engage in and conduct any or all lawful
business not required to be specifically stated in these
Articles.

ARTICLE III

The Corporation shall have authority to issue 100
shares of Common Stock, par value \$1.00 per share.

ARTICLE IV

The initial registered office shall be located at P. O.
Box 1535, 707 East Main Street in the City of Richmond,
Virginia, and the initial registered agent shall be Allen C.
Goolsby, III, Esquire, who is a resident of Virginia and a
member of the Virginia State Bar, and whose business address is
the same as the address of the initial registered office.

ARTICLE V

(1) The Board of Directors shall consist of such number of persons, not less than six or more than ten, as shall be specified in or fixed in accordance with the bylaws of the Corporation.

(2) Directors shall be divided into two classes, each class to be as nearly equal in number as possible, the number assigned each class to be determined by, or in the manner provided in, the bylaws of the Corporation. At the first meeting of shareholders of the Corporation at which Directors are elected, one class shall be elected to a term of two years and the other class shall be elected to a term of one year. Thereafter, at each annual meeting of shareholders, the successors to Directors whose terms shall expire that year shall be elected to a term of two years.

(3) No director shall serve more than two consecutive terms, unless such Director is, at the end of his second term, the president-elect, president or chairman of the Richmond Academy of Medicine (the "Academy"), in which case such officer of the Academy may be elected to serve for additional terms provided that he holds one of the above offices of the Academy at the time of his re-election.

(4) Any vacancy occurring in the Board of Directors, including a vacancy resulting from an increase in the number of Directors, shall be filled by the shareholders of the Corporation.

(5) The number of persons constituting the initial Board of Directors shall be six. The following Directors constitute the initial Board of Directors of the Corporation:

<u>Name</u>	<u>Address</u>
J. Latane Ware, M.D.	5855 Bremono Road, Suite 606 Richmond, Virginia 23226
C. M. Kinloch Nelson, M.D.	5224 Monument Avenue Richmond, Virginia 23226
Edward A. Martirosian, M.D.	7605 Forest Avenue, Suite 100 Richmond, Virginia 23229
William W. Regan, M.D.	900 W. Hamilton Street Richmond, Virginia 23221
Austin B. Harrelson, M.D.	5855 Bremono Road, Suite 705 Richmond, Virginia 23226
John M. Daniel, III, M.D.	4312 Grove Avenue Richmond, Virginia 23221

ARTICLE VI

(1) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitratative or investigative (including an action or suit by or in the right of the Corporation to procure a judgment in its favor) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against judgments, fines, amounts paid in settlement, and expenses (including attorneys' fees) actually and reasonably incurred by him in connection with such

action, suit or proceeding if he acted in good faith and in the manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(2) Notwithstanding the provisions of section (1) of this Article, no indemnification shall be made in an action or suit by or in the right of the Corporation to procure a judgment in its favor in respect of any claim, issue or matter as to which such person shall have been finally adjudged to be liable for gross negligence or willful misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification.

(3) To the extent that any such person has been successful on the merits or otherwise in defense of any action,

suit or proceeding referred to in section (1) of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(4) Any indemnification under sections (1) and (2) of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of any such person is proper in the circumstances because he has met the applicable standard of conduct set forth in such sections (1) and (2). Such determination shall be made (a) by the Corporation's Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or (b) if such a quorum is not obtainable, or even if obtainable, and a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or (c) by the shareholders. If the determination is to be made by the Directors, they may rely, as to all questions of law, on the advice of independent counsel.

(5) Expenses (including attorneys' fees) incurred in defending an action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, may be paid (but shall not hereby be required to be paid) by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in section (4) of this Article, upon receipt of an undertaking by

or on behalf of such person to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

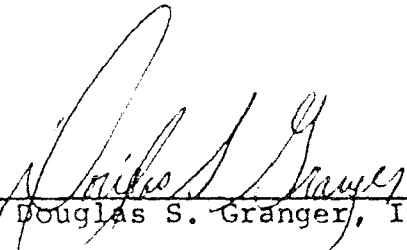
(6) The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested Directors, to cause the Corporation to indemnify or contract in advance to indemnify any person not specified in section (1) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to the same extent as if such person were specified as one to whom indemnification is granted in section (1). The provisions of sections (2) through (5) of this Article shall be applicable to any indemnification provided hereafter pursuant to this section (6).

(7) The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation,

partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

(8) Every reference herein to directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors and administrators. The indemnification hereby provided and provided hereafter pursuant to the power hereby conferred on the Board of Directors shall not be exclusive of any other rights to which any person may be entitled, including any right under policies of insurance that may be purchased and maintained by the Corporation or others, with respect to claims, issues or matters in relation to which the Corporation would not have the power to indemnify such person under the provisions of this Article.

Dated: March 31, 1986.



Douglas S. Granger, Incorporator

284937

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
April 2, 1986

CERTIFICATE OF INCORPORATION

The State Corporation Commission has found the accompanying articles submitted on behalf of

RICHMOND ACADEMY OF MEDICINE SERVICES CORPORATION

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ordered that this

CERTIFICATE OF INCORPORATION

be issued, and admitted to record with the articles in this office of the Commission, effective April 2, 1986 .

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

Elizabeth B. Lacy
By _____
Commissioner

Court Number: 216

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C000472717

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
CLERK'S OFFICE
P. O. BOX 1197
RICHMOND, VIRGINIA 23218
July 01, 2002

LINDA DAVIS
RICHMOND ACADEMY OF MEDICINE SVS CORP
1200 E CLAY ST
RICHMOND, VA 23219

TOTAL INVOICE AMOUNT : \$5.00
RECEIVED PAYMENT : \$5.00
THIS AMOUNT IS NOW DUE : \$0.00

THANK YOU FOR YOUR PAYMENT

QTY	DESCRIPTION	PAGES	AMOUNT
1	PLAIN COPIES OF CORPORATE FILINGS	8	\$5.00
-	RICHMOND ACADEMY OF MEDICINE SERVICES CORPORATION		

CIS0505