

**ARTICLES OF INCORPORATION
OF
VIRGINIA ASSOCIATION FOR HEALTHCARE RESOURCE
AND MATERIALS MANAGEMENT, INC.**

I, the undersigned, being a natural person of the age of eighteen (18) years or more, acting as the incorporator pursuant to section 13.1-804(F)(2) of the Code of Virginia 1950, as amended (the "Code"), do hereby adopt the following Articles of Incorporation for the Virginia Association for Healthcare Resource and Materials Management, Inc. (the "Corporation") under the Virginia Nonstock Corporation Act.

ARTICLE I.

The name of the Corporation is Virginia Association for Healthcare Resource and Materials Management, Inc.

ARTICLE II.

The period of duration is perpetual unless, in accordance with the laws of the Commonwealth of Virginia, the Board of Directors votes to dissolve the Corporation.

ARTICLE III.

The Corporation is organized and shall be administered and operated exclusively to receive, administer, and expend funds to promote and represent the common business interests of, and improve business conditions among, individuals involved in healthcare resource and materials management, within the meaning of section 501(c)(6) of the Internal Revenue Code of 1986, as amended. To accomplish the foregoing purposes, and for no other purpose or purposes, the Corporation shall also have the power to:

- (i) Sue and be sued;
- (ii) Make contracts;
- (iii) Receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds, and securities of other corporations;
- (iv) Act as trustee under any trust whose objects are related to the principal objects of the Corporation, and to receive, hold, administer, and expend funds and property subject to such trust;
- (v) Convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property, real or personal;
- (vi) Borrow money, contract debts, and issue bonds, notes, and debentures, and secure the payment of any performance of its obligations; and

- (vii) Do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary purposes.

ARTICLE IV.

The Corporation shall have one or more classes of members with such designations, qualifications, and rights as set forth in the Bylaws.

ARTICLE V.

No part of the net income of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article III.

ARTICLE VI.

The affairs of the Corporation shall be carried on through its Board of Directors. The Board of Directors shall elect or appoint the members of the Board of Directors and their successors.

ARTICLE VII.

The private property of the incorporators, directors, and officers shall not be subject to the payment of the Corporation's debts to any extent whatsoever; in furtherance and not in limitation of the powers conferred by statute, the Corporation is expressly authorized to carry on its business and to hold annual or special meetings of the Board of Directors in any of the states, territories, or possessions of the United States, or in the District of Columbia.

ARTICLE VIII.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under §501(c)(6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IX.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively for the common business interests of its members or to organizations which are exempt from Federal income tax under §501(c)(6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE X.

The initial registered office address shall be 701 Town Center Drive, Suite 800, Newport News, Virginia 23606, located in the City of Newport News, and the initial registered agent shall be Raymond H. Suttle, Jr., an individual 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 XI.

The Corporation reserves the right to amend, change, or repeal any provision contained in these Articles of Incorporation or to merge or consolidate the Corporation with any other nonprofit corporation in the manner now or hereafter prescribed by statute; provided, however, that any such action shall be calculated exclusively to carry out the objects and purposes for which the Corporation is formed, and all rights herein conferred or granted shall be subject to this reservation.

ARTICLE XII.

The number of Directors constituting the Board of Directors shall be designated in the Corporation's Bylaws; provided, however, that (i) the number of Directors shall not be less than one (1); and (ii) the number of initial Directors constituting the Board of Directors shall be fifteen (15). The names and addresses, including street and number, of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Brian Allen	3428 Wexford Run Williamsburg, VA 23185
Keith Dabbs	842 J Clyde Morris Boulevard Newport News, VA 23601
Chris Davis	4200 Innslake Drive Suite 203 Glen Allen, VA 23060
Kit Haefner	6702 Hanover Avenue Richmond, VA 23226

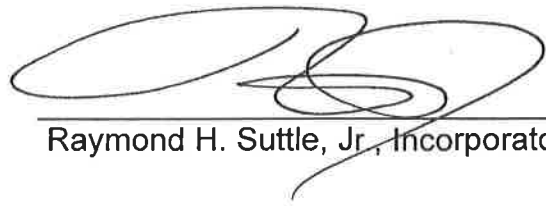
Bob Hornsby	842 J Clyde Morris Boulevard Newport News, VA 23601
Albin Hwang	800 Franklin Farms Drive Suite 232 Richmond, VA 23229
Linda Kaufelt	301 Monticello Avenue Williamsburg, VA 23185
Lora Laffan	600 Gresham Drive Norfolk, VA 23507
Greg Morrison	1508 Trafalgar Road Wintersville, NC 28590
Tracy Mosely	566 Run Creek Road Henderson, NC 27563
Anita Phipps	264 E. 39 th Street Norfolk, VA 23504
Candice Picagli	842 J Clyde Morris Boulevard Norfolk, VA 23601
Sophie Rutherford	455 Aurora Lane Christiansburg, VA 24073
Scott Venable	5108 Essex Court Williamsburg, VA 23188
Sherry Yarbrough	6546 Townpoint Road Suffolk, VA 23435

ARTICLE XIII.

The name and address, including street and number, of the incorporator is: Raymond H. Suttle, Jr., 701 Town Center Drive, Suite 800, Newport News, Virginia 23606-4294.

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Dated: April 20, 2012



Raymond H. Suttle, Jr., Incorporator

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, April 26, 2012

This is to certify that the certificate of incorporation of

**Virginia Association for Healthcare Resource and
Materials Management, Inc.**

*was this day issued and admitted to record in this office and that
the said corporation is authorized to transact its business subject
to all Virginia laws applicable to the corporation and its business.
Effective date: April 26, 2012*



State Corporation Commission

Attest:

Joel H. Beck
Clerk of the Commission



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

Office of the Clerk

April 26, 2012

ELIZABETH P HEATH
JONES BLECHMAN ET AL
PO BOX 12888
NEWPORT NEWS, VA 23612-2888

RECEIPT

RE: Virginia Association for Healthcare Resource and
Materials Management, Inc.
ID: 0750651 - 2
DCN: 12-04-25-0022

Dear Customer:

This is your receipt for \$75.00, to cover the fees for filing articles of incorporation with this office.

The effective date of the certificate of incorporation is April 26, 2012.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck
Clerk of the Commission

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