



ARTICLES OF INCORPORATION
OF
WESTERN CAROLINA MEDICAL SOCIETY ASSOCIATION

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The undersigned, being of full legal age, does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a non-profit corporation under and by virtue of the laws of the State of North Carolina and does hereby set forth:

ARTICLE I

The name of the corporation is Western Carolina Medical Society Association.

ARTICLE II

The period of duration of the Association shall be perpetual.

ARTICLE III

The purposes for which the Association is organized are:

(a) To further the common professional interests of the medical profession in Western North Carolina, to seek to improve, and engage in activities that will improve, the conditions for the practice of medicine in the area; and to serve as the physicians' voice advocating for the health of the medical profession, the health of the community, and the health of the patient.

(b) Notwithstanding any other provisions of these Articles, the purposes for which the Association is organized shall be limited exclusively to those purposes as come within the same meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

(c) The Association is irrevocably dedicated to and operated exclusively for, non-profit purposes; no part of the income or assets of the Association shall be distributed to, nor inure to the benefit of any individual.

ARTICLE IV

The Association is empowered:

(a) To buy, own, sell, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article III hereof.

(b) To borrow money and issue evidence of indebtedness in the furtherance of any or all of its purposes and objectives and to secure the same by mortgage, pledge or other lien on the Association's property.

(c) To make gifts, donations, contributions, and other distributions to organizations that qualify as exempt organizations under Section 501(a) of the Internal Revenue Code.

(d) To carry on any lawful activity calculated, directly or indirectly, to promote the interests and purposes of the Association, or to enhance the value of its properties under such powers and rights which are now and which hereafter may be conferred upon non-profit corporations under the laws of the State of North Carolina.

(e) Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by organizations exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

ARTICLE V

In the event of dissolution, the residual assets of the Association will be turned over to the Western Carolina Medical Society Foundation, an unincorporated association chartered by the North Carolina Medical Society and which is an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or if such organization is not then in existence or tax-exempt, to one or more organizations described in Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code, or to the federal, state or local government for exclusively public purposes.

ARTICLE VI

The Association shall establish membership in the Association and such members shall be in such classes and have such rights as may be designated in the By-Laws of the Association.

ARTICLE VII

The number of Directors of the Association, their term and election may be fixed by the By-Laws, but shall not be less than three in number. However, the Directors shall serve without compensation.

ARTICLE VIII

The officers of the Association, as provided by the By-Laws of the Association, shall be elected by the membership of the Association, in the manner therein set out, and shall serve until their successors are elected and qualified.

ARTICLE IX

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

Robert S. Wells, MD 445 Biltmore Center, Suite 407
Asheville, North Carolina 28801

Philip C. Davis, MD 93 Victoria Road
Asheville, North Carolina 28801

William C. Hamilton, MD P. O. Box 429
Fairview, North Carolina 28730

ARTICLE X

The address of the initial registered office of the Association is Vincent D. Childress, Jr., and the initial registered agent at such address is Suite 900, BB&T Building, One West Pack Square, P. O. Box 7647, Asheville, Buncombe County, North Carolina, 28801.

ARTICLE XI

The name and address of the incorporator is Vincent D. Childress, Jr., Suite 900, BB&T Building, One West Pack Square, P.O. Box 7647, Asheville, North Carolina, 28801.

IN WITNESS WHEREOF, I have hereunto set my hand this 21st day of February, 1990.

Signature on Original Document
VINCENT D. CHILDRESS, JR.

As Amended and Read during the December 4, 1995 Annual Membership Meeting.
As Amended and Approved on June 8, 2011.