

**ARTICLES OF INCORPORATION**

**OF**

**[MISSOURI HEALTH INFORMATION ORGANIZATION]**

a Missouri nonprofit corporation

The undersigned, being a natural person of the age of eighteen (18) years or more and a citizen of the United States, for the purpose of forming a corporation under The General Nonprofit Corporation Law of the State of Missouri, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME OF CORPORATION**

The name of the Corporation (the "Corporation") is **[Missouri Health Information Organization]**.

**ARTICLE II**

**PUBLIC BENEFIT CORPORATION**

The Corporation is a public benefit corporation.

**ARTICLE III**

**REGISTERED AGENT**

The address of its initial Registered Office in the State of Missouri is [\_\_\_\_\_], and the name of its initial Registered Agent at said address is [\_\_\_\_\_].

**ARTICLE IV**

**INCORPORATORS**

The name and address of the Incorporators are as follows:

_____	_____
_____	_____
_____	_____

**ARTICLE V**

**MEMBERSHIP**

The Corporation shall not have members.

**ARTICLE VI**

**PURPOSES**

The Corporation is organized exclusively for charitable, ~~religious,~~ educational and scientific purposes within the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future federal tax code (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(a) of the Code by reason of description in Section 501(c)(3) of the Code. The Corporation's purposes shall include, but not be limited to, the promotion of public health and lessening the burdens of the government by improving the quality and outcomes of patient care and reducing health care costs through the establishment of a policy framework that will enable the creation and maintenance of an effective health information exchange infrastructure in the State of Missouri and, if so determined by the Board of Directors of the Corporation, through the ownership and operation of elements of such infrastructure and the creation and offering of shared services to enable the secure and efficient exchange of clinical information to improve public health and patient care. To enable the Corporation to carry out such purposes, it shall have the power to do any and all lawful acts and to engage in any and all lawful activities, directly or indirectly, alone or in conjunction with others, which may be necessary, proper or suitable for the attainment of any of the purposes for which the Corporation is organized. [These Articles shall not be altered, amended or repealed to change the Corporation's purposes without the Governor of Missouri's prior approval.](#)

**ARTICLE VII**

**PROHIBITED TRANSACTIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers or other private persons within the meaning of Section 501(c)(3) of the Code, 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 VI 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 or in opposition to any candidate for public office, within the meaning of Section 501(c)(3) of the Code.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal

income tax under Section 501(a) of the Code by reason of description in Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

**ARTICLE VIII**

**BOARD OF DIRECTORS**

~~Upon filing these Articles of Incorporation, all powers of the Incorporators shall terminate. The number of directors to constitute the initial Board of Directors is [twelve-fifteen] (12-15). The names and addresses of the persons who shall serve as the initial directors for a term of one (1) year when their successors shall be elected at the annual Meeting of the Board of Directors and shall have qualified are as follows:~~  
shall be thirteen (13) individuals, as named by the Incorporators.

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\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**ARTICLE IX**

**DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE X**

**DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to an organization or organizations organized and operated exclusively for charitable, educational, or scientific ~~or religious~~ purposes as shall at the time qualify as an exempt organization or organizations by reason of description in Section 501(c)(3) of the Code **[or to the State of Missouri or the Missouri Department of Social Services]**. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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.

**ARTICLE XI**

**NO PERSONAL LIABILITY FOR CORPORATE DEBTS**

Neither the directors nor the members, if any, of the Corporation shall be individually or personally liable for the debts, liabilities or obligations of the Corporation.

**ARTICLE XII**

**INDEMNIFICATION**

The Corporation shall indemnify and protect any director or officer and may indemnify and protect any employee or agent of the Corporation, or any person who serves at the request of the Corporation as a director, officer, employee, member, manager or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, to the fullest extent permitted by the laws of the State of Missouri.

In affirmation of the facts stated above, these Articles of Incorporation have been signed this \_\_\_\_ day of \_\_\_\_\_ 2010.

\_\_\_\_\_  
\_\_\_\_\_, Incorporator

\_\_\_\_\_  
\_\_\_\_\_, Incorporator

DRAFT