

Articles Of Incorporation
Of The
Triangle Association Of Health Underwriters
A Nonprofit Corporation

The undersigned, for the purpose of forming a nonprofit corporation under the provisions of the North Carolina Nonprofit Corporation Act, Chapter 55A of the General Statutes of North Carolina, and the several amendments thereto, states:

ARTICLE I

The name of the Corporation shall be **Triangle Association of Health Underwriters.**

ARTICLE II

The period of the duration of the Corporation is perpetual.

ARTICLE III

The Corporation is organized exclusively for charitable purposes within the meaning of sections 501(c)(6) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue laws (the "code") and is a "charitable or religious corporation" within the meaning of Section 55A-1-40(4) of the General Statutes of North Carolina.

ARTICLE IV

The specific purpose for which the Corporation is organized is to continue the work of the entity, as an unincorporated association, serving as a business league of individuals whose primary business purpose is to meet the health insurance and other related products and services needs of all Americans through education, advocacy, and professional development, and to engage in any other lawful act or activity for which nonprofit corporations may be organized under Chapter 55A of the General Statutes of North Carolina so long as the Corporation does not engage in any activity or activities not in furtherance of one or more tax exempt purposes as contemplated in Section 501(c)(6) of the Code.

ARTICLE V

The Corporation shall have no capital stock.

ARTICLE VI

The Corporation shall have no members.

ARTICLE VII

The initial registered office of the Corporation shall be located at 1218 Broad Street in the City of Durham, County of Durham, State of North Carolina with zip code 27705.

ARTICLE VIII

The initial registered agent of the Corporation at the address of the registered office is David Smith, who is a resident of the State of North Carolina.

ARTICLE IX

The street address, mailing address, and county of the principal office of the Corporation is 1218 Broad Street in the City of Durham, County of Durham, State of North Carolina with zip code 27705.

ARTICLE X

The number of Directors constituting the Board of Directors of the Corporation shall be no less than (3) and no more than fifteen (15).

ARTICLE XI

The number, method of election, qualifications, term of office, powers, authority, and duties of the Directors, the time and place of meetings, and such other provisions with respect to them as are not inconsistent with the expressed provisions of these Articles shall be as specified in the Bylaws of the Corporation.

ARTICLE XII

The number of Directors constituting the initial Board of Directors of the Corporation shall be thirty-one (31).

ARTICLE XIII

No Director shall have personal liability arising out of an action whether by or in the right of the Corporation or otherwise for monetary damages for breach of any duty as a Director; provider, however, that the forgoing shall not limit or eliminate the personal liability of a Director with respect to (i) any acts or omissions that the Director at the time of the breach knew or believed were clearly in conflict with the best interests of the Corporation, (ii) any liability of such Director arising under Sections 55A-8-32 or 55A-8-33 of the General Statutes of North Carolina in connection with any loan, guaranty or other form of security made or provided by the

Corporation to or for the benefit of any of the Directors or officers of the Corporation by action of the Board of Directors in accordance with the provisions of Section 55A-8-31(a)(1) of the General Statutes of North Carolina, (iii) any transaction from which such Director derived an incidental benefit for or on account of such Director's services as a director, trustee, officer, employee, independent contractor or consultant of the Corporation), or (iv) any acts or omissions occurring prior to the effectiveness of this Article.

Furthermore, notwithstanding the forgoing provisions, in the event that Section 55A-2-02 of the General Statutes of North Carolina or any other provision of the General Statutes of North Carolina are amended or enacted to permit further limitation or elimination of the personal liability of the Director, the personal liability of the Corporation's Directors shall be limited or eliminated to the fullest extent permitted by the applicable law.

This article shall not affect a provision permitted under the General Statutes of North Carolina in the articles of incorporation, bylaws, or contract or resolution of the Corporation indemnifying or agreeing to indemnify a Director against personal liability. Any repeal or modification of this Article shall not adversely affect any limitation hereunder on the personal liability of the Director with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLES XIV

The Corporation shall have all the powers granted nonprofit corporations under the laws of North Carolina. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation 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).

ARTICLES XV

The Corporation has not been formed for pecuniary profit or financial gain. No assets or earnings of the Corporation shall inure or be distributed to the benefit of any donor, director, trustee, officer, or employee of the Corporation or to the benefit of any private person, but reasonable amounts as may properly be paid to employees and others, for services actually rendered.

ARTICLES XVI

No part of the income of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation or any private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation affecting one or more of its purposes. 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 otherwise intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office

ARTICLES XVII

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities and obligations of Corporation, dispose of all assets of the Corporation (if any) as follows:

- (a) Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;
and
- (b) All other assets shall be transferred or conveyed to the United States, to a states, or to such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes as shall at the time qualify as an organization or organizations exempt under Section 501 (c)(3) of the Code, as the Board of Directors in its discretion determines, subject to the provisions of the Bylaws of the Corporation and applicable law.

The Board of Directors is hereby directed to first attempt to transfer or convey such other assets to any one or several Montessori schools that meet the requirements set forth in this article.

ARTICLES XVIII

These Articles of Incorporation may not and shall not be amended to prevent the Corporation from qualifying as an exempt organization under Section 501 (c)(3) of the Code.

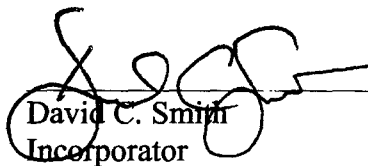
ARTICLES XIX

The sole incorporator of the Corporation is David C. Smith, a natural person over the age of eighteen (18) years and residing at 1218 Broad Street in Durham, Durham County, North Carolina.

ARTICLES XX

These Articles of Incorporation shall be effective upon filing.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this the 28th day of March, 2006.

 (SEAL)
David C. Smith
Incorporator