

FIRST ACTION BY INCORPORATOR
OF THE
UPPER PENINSULA HEALTH ACCESS COALITION, INC.

The Incorporator of the UPPER PENINSULA HEALTH ACCESS COALITION, INC. consents to the following:

The following constitutes all of the initial board of trustees of the UPPER PENINSULA HEALTH ACCESS COALITION, INC.:

Board of Trustees

Date: _____

By: Susan LeGalley
Its: Incorporator

FIRST ACTION BY BOARD OF TRUSTEES
OF THE
UPPER PENINSULA HEALTH ACCESS COALITION, INC.

_____, 2004 at _____ p.m.

At a meeting held on the date and time stated above, the Board of Trustees of the UPPER PENINSULA HEALTH ACCESS COALITION, INC. took the following action:

1. CHAIR AND RECORDER. _____ was asked by the persons present to chair the meeting. _____ was asked to record the actions taken.

2. SELECTION OF TRUSTEE TERMS. By nomination and motion, the trustees will serve the terms indicated:

<u>Trustees</u>	<u>Term</u>
	One Year
	One Year
	One Year
	One Year
	One Year
	Two Years
	Two Years
	Two Years
	Two Years
	Two Years
	Two Years
	Three Years
	Three Years
	Three Years
	Three Years
	Three Year

3. ELECTION OF OFFICERS. The following persons shall hold the offices set forth opposite their name until further action of the Trustees:

President
Vice President
Secretary
Treasurer

4. ARTICLES OF INCORPORATION. The Articles are accepted by the board of trustees. The Secretary was instructed to cause a copy of the Articles of Incorporation to be inserted in the Minute Book.

5. BYLAWS. The attached Bylaws are adopted as and for the bylaws of this Corporation. The Secretary is hereby instructed to cause a copy of the Bylaws to be inserted in the Minute Book

immediately following the copy of the Articles of Incorporation.

6. RECOGNITION OF EXEMPTION. The Trustees intend that the Corporation be treated as an organization described in §501(c)(3) of the Internal Revenue Code of 1986, as amended, and the trustees agree to direct counsel to prepare the forms necessary to request such treatment. Upon their completion, the President shall execute the documents.

7. FISCAL YEAR. The first fiscal year of the Corporation shall terminate on December 31, 2004, and thereafter each fiscal year shall commence on January 1 and terminate on December 31.

8. BANK ACCOUNT RESOLUTIONS. The attached bank account resolutions are adopted. The Secretary is authorized to sign the certificate included on the bank's form.

9. POLICIES. The attached policies are adopted for this Corporation, and the Secretary is hereby instructed to cause them to be inserted in the Minute Book immediately following the copy of the Bylaws. The Secretary shall cause such document to be revised should the Board of Trustees amend or revoke policy statements or adopt new policies.

10. AUTHORIZATION. The President is authorized to sign (when necessary) and deliver the documents referred to in these resolutions and to perform all other acts and obligation contemplated in the document.

Dated this _____ day of _____, 2004.

By:

Its: Recorder