

STATE OF GEORGIA
Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF AUTHORITY

I, Brian P. Kemp, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

FemHealth USA, Inc.

a **Foreign Nonprofit Corporation**

has been duly formed under the laws of **District Of Columbia** and has filed an application meeting the requirements of Georgia law to transact business as a **Foreign Nonprofit Corporation** in this state.

WHEREFORE, by the authority vested in me as Secretary of State, the above **Foreign Nonprofit Corporation** is hereby granted, on **01/06/2016**, a certificate of authority to transact business in the State of Georgia as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said application.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on 01/19/2016



B. P. Kemp
Brian P. Kemp
Secretary of State

APPLICATION FOR CERTIFICATE OF AUTHORITY

Electronically Filed

Secretary of State

Filing Date: 1/6/2016 12:29:55 PM

BUSINESS INFORMATION

CONTROL NUMBER 16004093
BUSINESS NAME FemHealth USA, Inc.
BUSINESS TYPE Foreign Nonprofit Corporation
EFFECTIVE DATE 01/06/2016
HOME JURISDICTION District Of Columbia
NAME IN HOME STATE FemHealth USA, Inc
DATE OF FORMATION IN HOME JURISDICTION 11/14/2013
COMMENCEMENT DATE IN GEORGIA 02/01/2016

The corporation is organized pursuant to the Georgia Nonprofit Corporation Code.

PRINCIPAL OFFICE ADDRESS

ADDRESS 1800 Peachtree St NW, Suite 800, Atlanta, GA, 30309-2512, USA

REGISTERED AGENT'S NAME AND ADDRESS

NAME **ADDRESS**
CT CORPORATION 1201 PEACHTREE ST., NE, Fulton, ATLANTA, GA, 30361

OFFICER(S)

NAME	TITLE	ADDRESS
Christopher Purdy	CEO	1156 15th St NW, Ste 700, Washington, DC, 20005, USA
Melissa Grant	SECRETARY	1156 15th St NW, Ste 700, Washington, DC, 20005, USA
Philip Harvey	CFO	1156 15th ST NW, Ste 700, Washington, DC, 20005, USA

AUTHORIZER INFORMATION

AUTHORIZER SIGNATURE Christopher Purdy
AUTHORIZER TITLE Chairperson of the Board of Directors

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
CORPORATIONS DIVISION



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business Organizations Code have been complied with and accordingly, this **CERTIFICATE OF INCORPORATION** is hereby issued to:

FEMHEALTH USA, INC.

Effective Date: 11/14/2013

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of 11/14/2013 2:30 PM



Business and Professional Licensing Administration

A handwritten signature in cursive script that reads "Patricia E. Grays".

PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Vincent C. Gray
Mayor

Tracking #: Yv6Yvl68

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
CORPORATIONS DIVISION



C E R T I F I C A T E

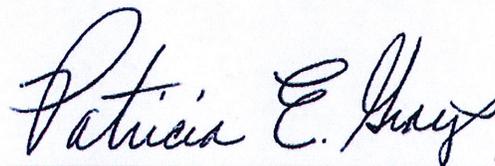
THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business Organizations Code (Title 29) have been complied with and accordingly, this **CERTIFICATE OF GOOD STANDING** is hereby issued to

FEMHEALTH USA, INC.

WE FURTHER CERTIFY that the domestic filing entity is formed under the law of the District on 11/14/2013; that all fees, and penalties owed to the District for entity filings collected through the Mayor have been paid and Payment is reflected in the records of the Mayor; The entity's most recent biennial report required by § 29-102.11 has been delivered for filing to the Mayor; and the entity has not been dissolved. This office does not have any information about the entity's business practices and financial standing and this certificate shall not be construed as the entity's endorsement.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of 1/5/2016 4:43 PM

Business and Professional Licensing Administration



PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Muriel Bowser
Mayor

Tracking #: ThJSWE19

**TO:
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS & PROFESSIONAL LICENSING ADMINISTRATION
CORPORATIONS DIVISION**

**Articles of Incorporation
of
FemHealth USA, Inc.**

We, the undersigned natural persons of the age of eighteen years or more, acting as Incorporators of a corporation under the DISTRICT OF COLUMBIA NON-PROFIT CORPORATION ACT OF 2010, as amended (D.C. Code, Title 29, Chapter 4), hereby adopt the following Articles of Incorporation:

FIRST: The name of the Corporation is: FemHealth USA, Inc. (the “Corporation”)

SECOND: The period of its duration is: Perpetual.

THIRD: The Corporation is organized and shall be operated exclusively for educational or charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law (the “Code”). In particular, and without limiting the foregoing, the objects and purposes to be transacted, promoted, and carried on by the Corporation are as follows:

- (a) To encourage and advance human welfare through family planning, fertility education, population programming, contraception, education in human sexuality, safe abortion, child nutrition, and all matters of import to the cause of human welfare, in the ways set forth hereinafter;
- (b) To provide safe abortion services, especially medical abortion, and other birth control services in a manner that treats women with dignity and respect, and provides services in a client-focused and convenient way;
- (c) To disseminate information and advertisements concerning the areas of family planning, birth control, and safe abortion, and to acquire and sell or otherwise dispose of contraceptive and health products related to these areas;
- (d) To explore in conjunction with the academic and other research communities, new ways of informing the public about family planning and safe abortion;
- (e) To find better ways of disseminating birth control, birth control information, safe abortion information and services, and information on human sexuality to persons in need thereof, including provision of motivational and marketing campaigns for family planning in the USA and the sponsoring of population education and sex education lectures, talks and publications of scientific findings in the USA; and
- (f) To provide couples with choices on family planning and safe abortion for the betterment of their own families and that of society at large.

FOURTH: The Corporation is not authorized to issue capital stock. The Corporation is empowered to receive contributions, gifts, bequests, devises, and endowments (which shall be administered and converted or otherwise disposed of by the Corporation exclusively for the purposes set forth in Article THIRD hereof). No part of the assets or net earnings 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 rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

FIFTH: The Corporation shall not have members.

SIXTH: During any period when the Corporation is a “private foundation” as defined in Section 509(a) of the Code, the Corporation shall not do any of the following:

- (1) Engage in any act of “self-dealing”, as defined in Section 4941(d) of the Code, which would result in any tax liability under Section 4941(a) of the Code;
- (2) Fail to distribute for the purposes specified in Article THIRD hereof amounts sufficient to avoid tax liability under Section 4942(a) of the Code;
- (3) Retain any “excess business holdings”, as defined in Section 4943(c) of the Code, which would result in any tax liability under Section 4943(a) of the Code;
- (4) Fail to exercise ordinary business care and prudence in making investments or make any investment which, under Section 4944 of the Code, would jeopardize the carrying out of any of its exempt purposes and result in any tax liability under Section 4944(a) of the Code; or
- (5) Make any “taxable expenditures”, as defined in Section 4945(d) of the Code, which would result in any tax liability under Section 4945(a) of the Code.

SEVENTH: The number, qualifications, powers, duties, and tenure of the office of the directors and the manner in which directors are to be chosen shall be as prescribed and set forth in the bylaws of the Corporation (the “Bylaws”). Officers of the Corporation shall be elected and shall serve as provided for in said Bylaws.

EIGHTH: The internal affairs of the Corporation shall be regulated in accordance with the Bylaws. The Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the Directors qualified and holding office at the time. In the event of termination, dissolution, or winding up of the Corporation in any manner or for any reason whatsoever, after payment of, or due provision for, all proper liabilities of the Corporation, assets shall be distributed exclusively for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue

Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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.

NINTH: The registered office of the Corporation in the District of Columbia shall be located at 1015 15th Street NW, 10th Floor, Washington, DC 20005. The name of the Corporation's registered agent at such address is CT Corporation System.

TENTH: The initial board of directors will be comprised of two (2) individuals, whose addresses, including street number and zip code, are listed below. They shall serve as set forth in the Bylaws and until their successors have been duly elected and shall qualify.

Christopher H. Purdy
1156 15th Street NW, Suite 700
Washington, DC 20005

Philip D. Harvey
1156 15th Street NW, Suite 700
Washington, DC 20005

ELEVENTH: There are two incorporators. Their names and addresses are as follows:

Christopher H. Purdy
1156 15th Street NW, Suite 700
Washington, DC 20005

Philip D. Harvey
1156 15th Street NW, Suite 700
Washington, DC 20005

TWELFTH: No substantial part of the activities of the Corporation shall involve the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not engage in any activity which is prohibited to be conducted by a) an organization exempt from Federal Income Tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or b) an organization, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

THIRTEENTH: These Articles of Incorporation of the Corporation may be amended, and the Bylaws of the Corporation may be amended or repealed at any regular meeting of the Board, or at any special meeting called for that purpose at which a quorum is present,

provided that notice of such proposed amendment or repeal be given by mail to each member of the Board at least ten (10) days prior to said meeting, and that such proposed amendment or repeal be adopted by the vote of a majority of the members of the Board present and voting at such meeting. Any amendment or repeal adopted as herein provided shall take effect upon its passage or upon any earlier or later date specified therein.

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DATE: November 11, 2013



Christopher H. Purdy, Incorporator

DISTRICT OF COLUMBIA:

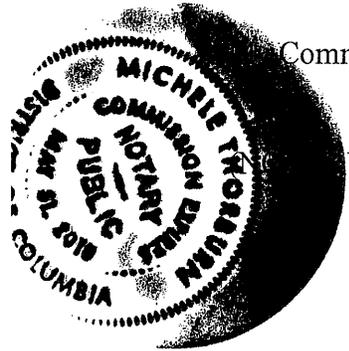
I, Michele Thorburn Notary Public, hereby certify that on the 11/11/2013 day of November, 2013, Christopher Purdy, appeared before me and signed the foregoing document as an incorporator, and has averred that the statements therein contained are true.



Notary Public

**MICHELE THORBURN
NOTARY PUBLIC
District of Columbia
My Commission Expires May 31, 2018**

Commission Expires:



(Y SEAL)

(Signatures continue on next page)

DATE: November 11, 2013



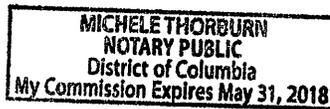
Philip D. Harvey Incorporator

DISTRICT OF COLUMBIA:

I, Michele Thorburn Notary Public, hereby certify that on the 11 day of November, 2013, Philip D. Harvey appeared before me and signed the foregoing document as an incorporator, and has averred that the statements therein contained are true.


Notary Public

My Commission Expires:



**Written Consent in Lieu of the
Organizational Meeting of the
Board of Directors of
FemHealth USA, Inc.**

The undersigned, being all of the directors of FemHealth USA, Inc. a District of Columbia non-profit corporation (the "Corporation"), acting by unanimous written consent in lieu of the Organizational Meeting, hereby adopt and ratify the following resolutions:

1. An amendment to the Bylaws is hereby adopted, and such amendment shall be made a part of the permanent records and inserted in the minute book.

2. The following person hereby is re-elected to the following offices of the Board, to serve until his respective successors are chosen and have qualified:

<u>Name</u>	<u>Office</u>
Christopher H. Purdy	Chairman of the Board

4. The following persons hereby are re-elected to the following offices of the Corporation, to serve until their respective successors are chosen and have qualified:

<u>Name</u>	<u>Office</u>
Christopher H. Purdy	Executive Director
Philip D. Harvey	Treasurer
Melissa Grant	Secretary

5. The following persons were elected as directors of FemHealth USA to serve for a period of one year or until their successors are duly elected and qualified:

Christopher H. Purdy
Philip D. Harvey
Sara Newmann
Julie Stewart
Nicole Grey

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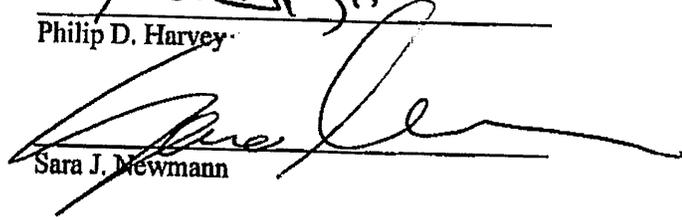
Dated: April 8, 2015

CP

Christopher H. Purdy



Philip D. Harvey



Sara J. Newmann