

ARTICLES OF INCORPORATION

OF

DTN CARES, INC.

A MISSOURI NONPROFIT PUBLIC BENEFIT CORPORATION

ARTICLE I

The name of this corporation is DTN Cares, Inc.

ARTICLE II

- A. This corporation is a nonprofit PUBLIC BENEFIT CORPORATION and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.
- B. The specific purpose of this corporation is to work among and improve the working, living, medical, educational, and health care conditions of needy persons throughout the world: (i) to provide health care to people who are not receiving it currently because of a lack of availability due to a shortage of facilities, doctors, nurses, medical assistants, or the cost of services, equipment, and medicine, or due to technological barriers, and logistics, or who are receiving health care currently but who are not receiving it in sufficient quantity or quality; (ii) to provide or furnish education, training, and instruction regarding academics, business and commerce, medical, surgical and health care, and any vocation or profession, and may do so at any and all level including pre-elementary, elementary, middle, high, post-high, and professional school or otherwise; (iii) to provide or furnish medical and surgical health diagnosis, treatment, care, and medicines; (iiii) to establish, provide, support, assist, manage, maintain, supply, and equip facilities affording any such education, training, instruction, diagnosis, treatment, care, and medicines; (v) generally, to do all things necessary or advisable, expedient or incidental to the operation of such educational, training, instructional, medical, surgical, and health care facilities in any or all of their phases; and (vi) to provide a vehicle for physicians to reach currently unreachable areas, (vii) to implement and enhance the delivery of emergency medicine, (viii) to facilitate and improve the communication and collaboration of medical diagnosis, clinical research, and innovative technology, medicine, and surgical procedures within the profession of medicine, (ix) to provide an advanced system of analysis, containment, diagnosis, treatment, and decontamination of dangerous biological, chemical, or nuclear accidents or terrorist activities, (x) generally, to take any other action reasonably designed to improve the working, living, medical, and health care conditions of needy persons in any country.

ARTICLE III

The name and address in the State of Missouri of this corporation's initial agent for service of process is:

LexisNexis Document Solutions, Inc.
222 East Dunklin, Suite 102
Jefferson City, MO 65101

ARTICLE IV

- A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").
- B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.
- C. Any other provision of these Articles to the contrary notwithstanding, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from the Federal income tax under section 501(c)(3) of the Code, (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Code, and (c) by a corporation organized under the Missouri Nonprofit Corporation Law (the "Nonprofit Corporation Law") as now existing or hereafter amended. It is intended that the corporation shall have, and continue to have, the status of an organization which is exempt from the Federal income tax under section 501(c)(3) of the Code and which is other than a private foundation as described in section 509(a) of the Code, and all terms and provisions of these Articles of Incorporation and the Bylaws of the corporation, and all activities of the corporation, shall be construed, applied and carried with such intent.

ARTICLE V

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code.

ARTICLE VI

The business, assets and affairs of the corporation shall be managed by its Board of Directors, and the number of persons to constitute its first Board of Directors shall be one (1). Thereafter, the number of directors serving on the corporation's Board of Directors, the manner of their election and their terms shall be as set forth in the Bylaws of the corporation, as well as their tenure, and may be increased (or decreased to a number not less than (1) from time to time by amendment to the Bylaws.

ARTICLE VII

The corporation shall have no Members.

ARTICLE VIII

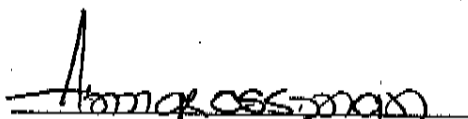
The corporation shall have all the powers permitted a corporation that is both a nonprofit corporation under the Nonprofit Corporation Law and an exempt organization described in section 501(c)(3) of the Code.

ARTICLE IX

Bylaws of the corporation, consistent with these Articles, shall be adopted by the Board of Directors, and may be amended in the manner provided in the Bylaws.

ARTICLE X

These Articles may be amended by the Board of Directors in the manner provided by law.


Ann Bui Grossman, Incorporator