

**BYLAWS
OF
PRIMARY CARE FOR ALL AMERICANS, INC.**

**ARTICLE I
OFFICES**

Section 1.01 Offices. The address of the registered office of **Primary Care for All Americans, Inc.** (the “**Nonprofit**”) in the State of Delaware shall be at 8 The Green, Suite A, in the City of Dover, County of Kent, Zip Code 19901. The Nonprofit may have other offices, both within and without the State of Delaware, as the board of directors of the Nonprofit (the “**Board**”) from time to time shall determine or the purpose of the Nonprofit may require.

**ARTICLE II
PURPOSE**

Section 2.01 The purposes of the Nonprofit shall be those set forth in the Certificate of Incorporation of Primary Care for All Americans, Inc. (the “**Certificate of Incorporation**”), as amended from time to time.

**ARTICLE III
MEMBERS**

Section 3.01 Membership. The directors of the Board shall be the only members of the Nonprofit (the “**Members**”).

Section 3.02 Membership Dues. The Board may establish such other criteria for Membership, such as a schedule of dues, as it deems appropriate.

Section 3.03 Classes of Membership. The Nonprofit shall have one (1) class of Members.

**ARTICLE IV
MEETINGS OF THE MEMBERS**

Section 4.01 Place of Meetings. All meetings of the Members shall be held at such place, if any, either within or without the State of Delaware, or by means of remote communication, as shall be designated from time to time by resolution of the Board and stated in the notice of meeting.

Section 4.02 Annual Meeting. The annual meeting of the Members for the election of directors and for the transaction of such other business as may properly come before the Members shall be held at such date, time, and place, if any, as shall be determined by the Board and stated in the notice of the meeting.

Section 4.03 Special Meetings. Special meetings of the Members for any purpose or purposes shall be called pursuant to a resolution approved by the Board or may be called by the Chair of the Board. Such meetings may also be called by a written demand to the Nonprofit's secretary of fifty percent (50%) of the Members eligible to vote. The secretary upon receiving written demand or resolution shall promptly give notice of such meeting as provided in Section 4.04, or if the secretary fails to do so within five (5) business days thereafter, any Member signing such demand may give such notice. The only business which may be conducted at a special meeting shall be the matter or matters set forth in the notice of such meeting.

Section 4.04 Notice of Meetings. Notice of the place, if any, date, hour, the record date for determining the Members entitled to vote at the meeting (if such date is different from the record date for Members entitled to notice of the meeting), and means of remote communication, if any, of every Member meeting shall be given by the Nonprofit not less than ten (10) days nor more than sixty (60) days before the meeting (unless a different time is specified by law) to every Member entitled to vote at the meeting as of the record date for determining the Members entitled to notice of the meeting. Notices of special meetings shall also specify the purpose or purposes for which the meeting has been called. Notices of meetings to Members may be given by mailing the same, addressed to the Member entitled thereto, at such Member's mailing address as it appears on the records of the Nonprofit, and such notice shall be deemed to be given when deposited in the U.S. mail, postage prepaid. Without limiting the manner by which notices of meetings otherwise may be given effectively to Members, any such notice may be given by electronic transmission in accordance with applicable law.

Section 4.05 Waivers of Notice. Notice of any meeting need not be given to any Member who shall, either before or after the meeting, submit a waiver of notice or who shall attend such meeting, except when the Member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Any Member so waiving notice of the meeting shall be bound by the proceedings of the meeting in all respects as if due notice thereof had been given.

Section 4.06 Adjournment. Any meeting of the Members may be adjourned from time to time to reconvene at the same or some other place, if any, and notice need not be given of any such adjourned meeting if the time, place, if any, thereof, and the means of remote communication, if any, are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Nonprofit may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, a notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting. If after the adjournment a new record date is fixed for members entitled to vote at the adjourned meeting, the Board shall fix a new record date for notice of the adjourned meeting and shall give notice of the adjourned meeting to each Member of record entitled to vote at the adjourned meeting as of the record date fixed for notice of the adjourned meeting.

Section 4.07 Quorum. Unless otherwise required by law, the Nonprofit's Certificate of Incorporation, or these bylaws, at each meeting of the Members, one-third (1/3) of the Members of the Nonprofit, present in person or by proxy, shall constitute a quorum.

Section 4.08 Voting. At any meeting of the Members, each Member present, in person or by proxy, shall be entitled to one (1) vote. Unless otherwise required by law or the Certificate of Incorporation, the election of directors shall be decided by a plurality of the votes cast by the Members of the Nonprofit present in person or represented by proxy at the meeting and entitled to vote in the election. Unless otherwise required by law, the Certificate of Incorporation, or these bylaws, any matter, other than the election of directors, brought before any meeting of Members shall be decided by the affirmative vote of the majority of the Members present in person or represented by proxy at the meeting and entitled to vote on the matter.

Section 4.09 Proxies. Each Member entitled to vote at a meeting of Members may authorize another person or persons to act for such Member by proxy, but no such proxy shall be voted or acted upon after one (1) year from its date, unless the proxy provides for a longer period. A proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A Member may revoke any proxy that is not irrevocable by attending the meeting and voting in person or by delivering to the secretary of the Nonprofit a revocation of the proxy or a new proxy bearing a later date.

Section 4.10 Consent of Members Without a Meeting. Any action to be taken at any meeting of Members may be taken without a meeting, without prior notice, and without a vote, if a consent or consents, setting forth the action to be so taken, shall be signed by Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Members having a right to vote thereon were present and voted and shall be delivered to the Nonprofit by delivery to its registered office in the State of Delaware (by hand or by certified or registered mail, return receipt requested), its principal place of business, an officer or agent of the Nonprofit having custody of the book in which proceedings of meetings of Members are recorded, or to an information processing system designated by the Nonprofit for receiving such consents in accordance with applicable law. Every consent shall bear the date of signature of each Member who signs the consent, and no written consent shall be effective to take the corporate action referred to therein unless, within sixty (60) days of the earliest dated consent delivered in the manner required by this Section 4.10, consents signed by a sufficient number of holders to take action are delivered to the Nonprofit as aforesaid. Prompt notice of the taking of the corporate action without a meeting by less than unanimous consent shall, to the extent required by applicable law, be given to those Members who have not consented in writing, and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for notice of such meeting had been the date that consents signed by a sufficient number of holders to take the action were delivered to the Nonprofit.

Section 4.11 Fixing the Record Date. Unless otherwise provided in the Certificate of Incorporation, these bylaws, or a Board resolution, the record date for any meeting or corporate action shall be the date of such meeting or corporate action.

ARTICLE V BOARD OF DIRECTORS

Section 5.01 General Powers. The business and affairs of the Nonprofit shall be managed by or under the direction of the Board. The Board may adopt such rules and procedures, not inconsistent with the Certificate of Incorporation, these bylaws, or applicable law, as it may deem proper for the conduct of its meetings and the management of the Nonprofit.

Section 5.02 Number. The number of directors shall be at least three (3) but no more than twenty-one (21). Within the specified limits, the number of directors can be increased or decreased from time to time, by resolution of the Board, but no decrease shall shorten the term of any director then in office.

Section 5.03 Term of Office. Each director shall hold office for a term of two (2) years or until the director's earlier death, resignation, disqualification, or removal. Directors may serve a maximum of three (3) consecutive terms.

Section 5.04 Newly Created Directorships and Vacancies. Any newly created directorships resulting from an increase in the authorized number of directors and any vacancies occurring in the Board may be filled by the affirmative votes of a majority of the remaining members of the Board, although less than a quorum, or by a sole remaining director. A director so elected shall be elected to hold office until the earlier of the expiration of the term of office of the director whom he or she has replaced, a successor is duly elected and qualified, or the earlier of such director's death, resignation, or removal.

Section 5.05 Resignation. Any director may resign at any time by notice given either in writing or by electronic transmission to the Nonprofit. Such resignation shall take effect at the date of receipt of such notice by the Nonprofit or at such later time as is therein specified. A verbal resignation shall not be deemed effective until confirmed by the director in writing or by electronic transmission to the Nonprofit.

Section 5.06 Removal. Except as prohibited by applicable law or the Certificate of Incorporation, the Members entitled to vote in an election of directors may remove any director from office at any time, with or without cause, by the affirmative vote of a majority in voting power thereof.

Section 5.07 Compensation. The Nonprofit shall not pay compensation to directors for services rendered to the Nonprofit in their capacity as directors, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Nonprofit. A director may receive reasonable compensation for the performance of services provided to the Nonprofit in any capacity separate from their responsibilities as a director when so authorized by a majority of the directors then in office and in accordance with Section 12.01 of these bylaws.

ARTICLE VI MEETINGS OF THE BOARD

Section 6.01 Annual and Regular Meetings. An annual meeting of the Board shall be held at such time and place as determined by the Board for the election of officers and for the transaction of such other business as may properly come before the meeting. Regular meetings of the Board may be held without notice at such times and places as may be determined from time to time by the Board or the Chair of the Board.

Section 6.02 Special Meetings. Special meetings of the Board may be held at such times and at such places as may be determined by the Chair of the Board on at least twenty-four (24) hours' notice to each director given by one of the means specified in Section 6.05 hereof other than by mail or on at least three (3) days' notice if given by mail. Special meetings shall be called by the Chair of the Board in like manner and on like notice on the written request of any two (2) or more directors.

Section 6.03 Remote Meetings. Board meetings may be held by means of telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other and be heard. Participation by a director in a meeting pursuant to this Section 6.03 shall constitute presence in person at such meeting.

Section 6.04 Adjourned Meetings. A majority of the directors present at any meeting of the Board, including an adjourned meeting, whether or not a quorum is present, may adjourn and reconvene such meeting to another time and place. At least twenty-four (24) hours' notice of any adjourned meeting of the Board shall be given to each director whether or not present at the time of the adjournment, if such notice shall be given by one of the means specified in Section 6.05 hereof other than by mail, or at least three (3) days' notice if given by mail. Any business may be transacted at an adjourned meeting that might have been transacted at the meeting as originally called.

Section 6.05 Notice of Meetings. Subject to Section 6.02, Section 6.04, and Section 6.06 hereof, whenever notice is required to be given to any director by applicable law, the Certificate of Incorporation, or these bylaws, such notice shall be deemed given effectively if given in person or by telephone, mail addressed to such director at such director's address as it appears on the records of the Nonprofit, facsimile, email, or other means of electronic transmission.

Section 6.06 Waiver of Notice. Whenever notice to directors is required by applicable law, the Certificate of Incorporation, or these bylaws, a waiver thereof, in writing signed by, or by electronic transmission by, the director entitled to the notice, whether before or after such notice is required, shall be deemed equivalent to notice. Attendance by a director at a meeting shall constitute a waiver of notice of such meeting except when the director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the ground that the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special Board meeting need be specified in any waiver of notice.

Section 6.07 Quorum of Directors. Except as otherwise permitted by applicable law, the Certificate of Incorporation, or these bylaws, the presence of one-third (1/3) of the Board shall constitute a quorum for the transaction of business at any meeting of the Board; *provided that* the presence of at least three (3) directors is required to constitute a quorum.

Section 6.08 Action by Majority Vote. Except as otherwise provided by applicable law, the Certificate of Incorporation, or these bylaws, the vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 6.09 Action Without Meeting. Unless otherwise restricted by the Certificate of Incorporation or these bylaws, any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all directors consent thereto in writing or by electronic transmission. After an action is taken, the consent or consents relating thereto shall be filed with the minutes of proceedings of the Board in accordance with applicable law.

ARTICLE VII COMMITTEES OF THE BOARD

Section 7.01 Committee Powers and Authority. The Board may designate one or more committees, each committee to consist of one or more of the directors of the Nonprofit. Any such committee, to the extent permitted by applicable law, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Nonprofit and may authorize the seal of the Nonprofit to be affixed to all papers that may require it to the extent so authorized by the Board. A committee shall not have the power or authority to:

- (a) Approve or adopt, or recommend to the Members any action or matter (other than the election or removal of directors) expressly required by Delaware law to be submitted to Members for approval.
- (b) Adopt, amend, or repeal the Nonprofit's bylaws.

Section 7.02 Quorum and Action by Committee. Unless the Board provides otherwise, at all meetings of a committee, a majority of the then authorized members of the committee shall constitute a quorum for the transaction of business, and the vote of a majority of the members of the committee present at any meeting at which there is a quorum shall be the act of the committee.

Section 7.03 Committee Rules and Procedures. Unless the Board provides otherwise, each committee designated by the Board may make, alter, and repeal rules and procedures for the conduct of its business. In the absence of such rules and procedures each committee shall conduct its business in the same manner as the Board conducts its business pursuant to Article VI.

Section 7.04 Alternate Members. The Board may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. If a member of a committee shall be absent from any meeting, or disqualified from voting thereat, the remaining member or members present at the meeting and

not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member.

Section 7.05 Action Without Meeting. Unless otherwise restricted by the Certificate of Incorporation or these bylaws, any action required or permitted to be taken at any committee meeting may be taken without a meeting if all members of the committee consent thereto in writing or by electronic transmission. After an action is taken, the consent or consents relating thereto shall be filed with the minutes of proceedings of the committee in accordance with applicable law.

Section 7.06 Remote Meetings. Committee meetings may be held by means of telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other and be heard. Participation by a member of a committee in a meeting pursuant to this Section 7.06 shall constitute presence in person at such meeting.

ARTICLE VIII OFFICERS, EMPLOYEES, AND AGENTS

Section 8.01 Officers. The officers of the Nonprofit shall be elected annually by the Board and shall include a Chair of the Board (who must be a director), a president, a treasurer, and a secretary. The Board, in its discretion, may also elect one or more vice chairs (who must be directors), and one or more vice presidents, assistant treasurers, assistant secretaries, and other officers. Any two or more officers may be held by the same person. Except as otherwise provided in these bylaws, the Chair of the Board shall preside at all meetings of the Board and of Members. The Chair of the Board shall perform such other duties and services as the Board shall assign to or require of the Chair of the Board.

Section 8.02 Term. Each officer of the Nonprofit shall hold office until such officer's successor is elected and qualified or until such officer's earlier death, resignation, or removal. The election or appointment of an officer shall not of itself create contract rights.

Section 8.03 Removal. Any officer elected or appointed by the Board may be removed by the Board at any time, with or without cause, by the majority vote of the members of the Board then in office. The removal of an officer shall be without prejudice to their contract rights, if any.

Section 8.04 Resignations. Any officer of the Nonprofit may resign at any time by giving written notice of their resignation to the president or the secretary. Any such resignation shall take effect at the time specified there in or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8.05 Vacancies. Should any vacancy occur among the officers, the position shall be filled for the unexpired portion of the term by appointment made by the Board.

Section 8.06 President. The president shall have general supervision over the business of the Nonprofit and other duties incident to the office of president, and any other duties as may be from time to time assigned to the president by the Board and subject to the control of the Board in each case.

Section 8.07 Vice Presidents. Each vice president shall have such powers and perform such duties as may be assigned to him or her from time to time by the Chair of the Board or the president.

Section 8.08 Secretary. The secretary shall attend all sessions of the Board and all meetings of the members and record all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for committees when required. He or she shall give, or cause to be given, notice of all meetings of the members and meetings of the Board, and shall perform such other duties as may be prescribed by the Board or the president. The secretary shall keep in safe custody the seal of the Nonprofit and have authority to affix the seal to all documents requiring it and attest to the same.

Section 8.09 Treasurer. The treasurer shall have the custody of the corporate funds and securities, except as otherwise provided by the Board, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Nonprofit and shall deposit all moneys and other valuable effects in the same and to the credit of the Nonprofit in such depositories as may be designated by the Board. The treasurer shall disburse the funds of the Nonprofit as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the president and the directors, at the regular meetings of the Board, or whenever they may require it, an account of all their transactions as treasurer and of the financial condition of the Nonprofit.

Section 8.10 Employees and Other Agents. The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities, and duties.

Section 8.11 Compensation. Any officer, employee, or agent of the Nonprofit is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Nonprofit when authorized by a majority of the entire Board, and only when so authorized and in accordance with Article XII of these bylaws.

Section 8.12 Duties of Officers May Be Delegated. In case any officer is absent, or for any other reason that the Board may deem sufficient, the president or the Board may delegate for the time being the powers or duties of such officer to any other officer or to any director.

**ARTICLE IX
INDEMNIFICATION AND INSURANCE**

Section 9.01 Indemnification. The Nonprofit shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a “**Covered Person**”) who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (a “**Proceeding**”), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Nonprofit or, while a director or officer of the Nonprofit, is or was serving at the request of the Nonprofit as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys’ fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except for claims for indemnification (following the final disposition of such Proceeding) or advancement of expenses not paid in full, the Nonprofit shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board.

Section 9.02 Advancement of Expenses. The Board may but need not authorize the Nonprofit to pay the expenses (including attorneys’ fees) actually and reasonably incurred by a Covered Person in defending any Proceeding in advance of its final disposition, upon (a) written request of such Covered Person, and (b) receipt of an undertaking by or on behalf of such Covered Person to repay all amounts advanced, if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such Covered Person is not entitled to be indemnified for such expenses under Section 9.01 of these bylaws or otherwise. Payment of such expenses actually and reasonably incurred by such Covered Person, may be made by the Nonprofit, subject to such terms and conditions as the Nonprofit in its discretion deems appropriate.

Section 9.03 Insurance. The Nonprofit may purchase and maintain insurance on behalf of any Covered Person against any liability asserted against such Covered Person and incurred by such person in any such capacity, or arising out of such person’s status as such, whether or not the Nonprofit would have the power to indemnify such person against such liability under Delaware law.

Section 9.04 Repeal, Amendment, or Modification. Any amendment, repeal, or modification of this Article IX shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE X GENERAL PROVISIONS

Section 10.01 Fiscal Year. The fiscal year of the Nonprofit shall be determined by the Board.

Section 10.02 Books and Records. Any records administered by or on behalf of the Nonprofit in the regular course of its activities, including its books of account and minute books, may be maintained on any information storage device, method, or one or more electronic networks or databases (including one or more distributed electronic networks or databases); *provided that* the records so kept can be converted into clearly legible paper form within a reasonable time. The Nonprofit shall so convert any records so kept upon the request of any person entitled to inspect such records pursuant to applicable law.

Section 10.03 Checks, Notes, Drafts, Etc. All checks, notes, drafts, or other orders for the payment of money of the Nonprofit shall be signed, endorsed, or accepted in the name of the Nonprofit by such officer, officers, person, or persons as from time to time may be designated by the Board or by an officer or officers authorized by the Board to make such designation.

Section 10.04 Conflict with Applicable Law or Certificate of Incorporation. These bylaws are adopted subject to any applicable law and the Certificate of Incorporation. Whenever these bylaws may conflict with any applicable law or the Certificate of Incorporation, such conflict shall be resolved in favor of such law or the Certificate of Incorporation.

Section 10.05 Annual Returns. The Board shall review the Nonprofit's annual filing with the Internal Revenue Service prior to it being filed.

Section 10.06 Records Retention and Destruction Policy. In any instance where the Nonprofit faces issues related to document retention, it shall follow the procedures and rules set out in the Records Retention and Destruction Policy, attached hereto as Exhibit A, as amended from time to time, and incorporated into these bylaws by reference.

Section 10.07 Whistleblower Policy. The Nonprofit shall follow the policies and procedures set out in the Whistleblower Policy, attached hereto as Exhibit B, as amended from time to time, and incorporated into these bylaws by reference, in any instance where a director, officer, employee, or volunteer reports a suspected violation of law or corporate policy.

ARTICLE XI AMENDMENTS

Section 11.01 These bylaws may be adopted, amended, or repealed or new bylaws adopted by the Board. The members may make additional bylaws and may adopt, amend, or repeal any bylaws whether such bylaws were originally adopted by them or otherwise.

ARTICLE XII
INTERESTED PARTY TRANSACTIONS

Section 12.01 For purposes of these bylaws, an “**Interested Party Transaction**” is any contract or other transaction between the Nonprofit and (a) any present director or any individual who has served as a director in the five years preceding the transaction (a “**past director**”), (b) any family member of a present or past director, (c) any corporation, partnership, trust, or other entity in which a present or past director is a director, officer, or holder of a financial interest, (d) any present officer or any individual who has served as an officer in the five years preceding the transaction (a “**past officer**”), (e) any family member of a present or past officer, or (f) any corporation, partnership, trust, or other entity in which a present or past officer is a director, officer, or holder of a financial interest.

In any instance where the Nonprofit proposes to enter into an Interested Party Transaction it shall follow the procedures and rules set forth in the Nonprofit’s Conflict of Interest Policy, attached hereto as Exhibit C, as amended from time to time, and incorporated into these bylaws by reference.