

CERTIFICATE OF INCORPORATION
OF
PRIMARY CARE FOR ALL AMERICANS, INC.

This Certificate of Incorporation, dated as of the 7th day of July, 2023, is being duly executed and filed by the undersigned in order to form a not for profit corporation, without authority to issue capital stock, pursuant to General Corporation Law of the State of Delaware 8 Del. C. § 101.

FIRST: The name of this corporation (the “Corporation”) shall be:

Primary Care for All Americans, Inc.

SECOND: The registered office of the Corporation in the State of Delaware is located at 8 The Green, Suite A, in the City of Dover, County of Kent, Zip Code 19901. The name of the registered agent at such address upon whom process against the Corporation may be served is A Registered Agent, Inc.

THIRD: The purpose of the Corporation is to build a nationwide movement to educate the public on the creation of a healthcare system for the United States; a system that is for people, not for profit, and that starts by providing robust primary healthcare to all Americans, in every neighborhood and community.

FOURTH: The Corporation is organized exclusively for charitable and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or a corresponding section of any future federal tax code. The Corporation shall have the authority to exercise all of the powers conferred upon corporations organized not for profit and without authority to issue capital stock under the provisions of the General Corporation Law of the State of Delaware; provided, however, that the exercise of any such power shall only be in furtherance of any one or more of the aforesaid exempt purposes of the Corporation.

FIFTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 described in section 501(c)(3) of the Internal Revenue Code, or a corresponding section of any future federal tax code.

SIXTH: 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 intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

SEVENTH: Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or a corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible

under section 170(c)(2) of the Internal Revenue Code, or a corresponding section of any future federal tax code.

EIGHTH: The directors of the Corporation's board of directors shall be the only members of the Corporation.

NINTH: To the fullest extent permitted by law, a director or officer of the Corporation shall not be personally liable to the Corporation or to its members for monetary damages for any breach of fiduciary duty as a director or officer. No amendment to, modification of, or repeal of this article shall apply to or have any effect on the liability or alleged liability of any director or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment.

TENTH: The Corporation shall not have any capital stock.

ELEVENTH: The duration of the Corporation shall be perpetual.

TWELFTH: Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or a 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.

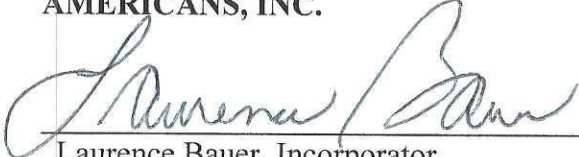
THIRTEENTH: The names and mailing addresses of the incorporators are as follows:

Name	Mailing Address
Laurence Bauer	1043 West Areba Hershey PA 17033
Dr. Scott Conard	12810 Hillcrest Road Suite B223 Dallas TX 75230
Dr. Michael Fine	348 Gleaner Chapel Road Scituate, RI 02857
Dr. Wayne Jonas	715 ½ South Lee Street Alexandria, VA 22314
Dr. Alan Roth	480 Split Rock Road Syosset, NY 11791

FOURTEENTH: In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to adopt, amend, or repeal the bylaws or adopt new bylaws without any action on the part of the members; provided, however, that any bylaws adopted or amended by the board of directors, and any powers thereby conferred, may be amended, altered, or repealed by the members.

IN WITNESS WHEREOF, this Certificate of Incorporation has been executed by the incorporators as of the date first written above.

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



Laurence Bauer, Incorporator

Dr. Scott Conard, Incorporator

Dr. Michael Fine, Incorporator

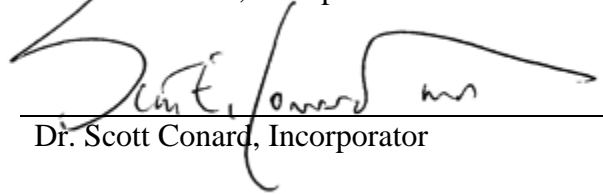
Dr. Wayne Jonas, Incorporator

Dr. Alan Roth, Incorporator

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**PRIMARY CARE FOR ALL
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Laurence Bauer, Incorporator

A handwritten signature in black ink, appearing to read "Scott Conard MD", is written over a horizontal line. The signature is fluid and cursive.

Dr. Scott Conard, Incorporator

Dr. Michael Fine, Incorporator

Dr. Wayne Jonas, Incorporator

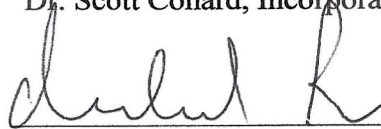
Dr. Alan Roth, Incorporator

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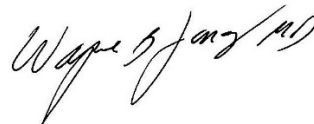
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Laurence Bauer, Incorporator

Dr. Scott Conard, Incorporator

Dr. Michael Fine, Incorporator

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Dr. Wayne Jonas, Incorporator

Dr. Alan Roth, Incorporator

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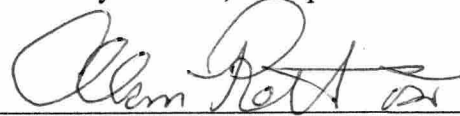
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Laurence Bauer, Incorporator

Dr. Scott Conard, Incorporator

Dr. Michael Fine, Incorporator

Dr. Wayne Jonas, Incorporator

A handwritten signature in black ink, appearing to read "Alan Roth", is written over a horizontal line.

Dr. Alan Roth, Incorporator