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CERTIFICATE OF INCORPORATION

-of-

NEW YORK STATE ASSOCIATION OF LICENSED MIDWIVES, INC.

Under Section 402 of the Not-for-Profit Corporation Law

The undersigned, for the purpose of forming a corporation under Section 402 of the Not-for-Profit Corporation Law, does hereby certify:

1. The name of the corporation is:

"New York State Association of Licensed Midwives, Inc."

2. The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the New York Not-for-Profit Corporation Law, and is a Type A corporation as defined in Section 201 of the New York Not-for-Profit Corporation Law. The corporation shall not be conducted for profit, and no part of the net earnings of the corporation shall inure to the benefit of any member or any individual.

3. The purpose for which this corporation is to be formed is to serve as a trade association of midwives licensed by the State of New York, and to accordingly receive, administer and expend funds to promote and represent the common business interests of and improve business conditions among duly licensed midwives, within the meaning of Section 501(c)(6) of the Internal Revenue Code.

4. In the event of the liquidation, dissolution or winding up of the corporation, whether voluntary, involuntary or by operation of law, the assets of the corporation shall be distributed exclusively for the common business interests of its members or to

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organizations which are exempt from taxation under Section 501(c)(6) of the Internal Revenue Code.

5. The corporation's office shall be located in the County of Albany, State of New York.

6. The number of directors of this corporation shall be not less than three.

7. The Secretary of State of the State of New York is designated as the agent of the corporation upon whom process against it may be served, and the post office address to which the Secretary of State shall mail a copy of such process upon it is: New York State Association of Licensed Midwives, Inc., c/o Barrett Gravante Carpinello & Stern LLP, 100 State Street, Albany, New York 12207.

8. The names and places of residence of the initial directors until the first annual meeting are:

Nancy Campau

P.O. Box 295

Hudson, N.Y. 12534

Ronnie L. Levine

32 Citation Drive

Latham, N.Y. 12110

Stacy Brosnan

319 Sackett Street

Brooklyn, N.Y. 11231

9. Nothing herein shall authorize this corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Sections 404(b) through 404(v) of the New York Not-for-Profit Corporation Law.

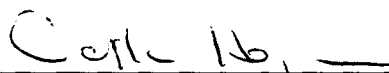
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10. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code.

11. The corporation shall have one class of members, and the Directors of the corporation shall determine from time to time the amount of initiation fee, if any, and the amount of dues payable to the corporation by each of its members.

12. The Incorporator is of the age of eighteen (18) years or over.

IN WITNESS WHEREOF, this Certificate has been signed by the Incorporator  
this 16th day of March, 2000.

  
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Carla Hogan, Incorporator  
Barrett Gravante Carpinello & Stern LLP  
100 State Street  
Albany, New York 12207