

United Dialysis Foundation, Inc.
USER FEE ENCLOSED

ARTICLES OF INCORPORATION

OF

United Dialysis Foundation

I.

The name of the corporation is " United Dialysis Foundation, Inc." This corporation shall be a non-profit corporation organized and operated under the Georgia Non-Profit Corporation Code.

II.

The term for which this corporation shall have existence shall be perpetual. The corporation **shall not have members**.

III.

Said corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); provide charitable services to the general public and to carry on any lawful business activities allowed by nonprofit corporations in the State of Georgia, subject to the limitations of Section 501(c)(3) of the Internal Revenue Code.

IV.

The methods of election of Directors shall be as provided in the by-laws of the Corporation.

V.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 3 hereof. 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 any candidate for public office. 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

VI.

The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

VII.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of Cherokee County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

VIII.

Except as limited and prescribed by the specific provisions of these Articles, this corporation shall exercise all powers which now or hereafter may be conferred by law upon a non-profit corporation organized for the purposes hereinabove set forth, including the power to enter into any contract of guaranty, suretyship, or endorsement where the corporation guaranteeing has no direct interest in the subject matter of the contract guaranteed as well as the power to make any purely accommodation guaranty, endorsement or contract or suretyship.

This corporation shall have the power to indemnify its officers, directors, employees and agents and to purchase and maintain liability insurance on their behalf, to the extent provided in and subject to the limitations of the Georgia Non-Profit Corporation Code.

This corporation shall have power to receive and accept donations, in money or in property, either without restriction, or restricted to such purposes as the donor may provide, provided such purpose is within the purpose of this corporation, and any such restricted donations shall be used for the purposes to which restricted. Any such donation or contribution may be designated as a memorial and, in such case, the Director shall designate an appropriate memorial.

IX.

The initial registered office and mailing address of this corporation shall be at 46 Villa Rosa Lane, Temple, GA 30179. The initial registered agent at such address shall be Terrance D. Parkman.

X.

The name and address of the incorporator is:

Terrance D. Parkman

46 Villa Rosa Lane

Temple, Georgia 30179

email: united.dialysis.foundation@gmail.com

<http://parkmanandassociates.wix.com/uniteddialysis>

www.udf.org

XI.

This Corporation shall not have stock.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation. This 15th day of July 2013.

Incorporator

Deborah Russell
Corporate Division
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King, Jr. Drive
Atlanta, GA 30334-1530

Re: Articles of Incorporation for “**United Dialysis Foundation Inc.**”.

Dear Ms. Russell:

Enclosed herewith are the corrected articles of incorporation and one copy for **UNITED DIALYSIS FOUNDATION, Inc.**, A check in the amount of **xxxxx** for the incorporation was submitted with our initial submission. Additionally, a check in the amount of **\$40** has been forwarded to The **XXXXX** along with a notice of intent to incorporate.

Please file, record and return stamped a copy to me so that this organization may file for a Section 501(c)(3) tax exemption with the IRS.

With kindest regards.

Sincerely,

Chris Jones

XXXXXXXXXXXXXXXXXXXXX
XXXXXXXXXXXXXXXXXXXXX
XXXXXXXXXXXXXXXXXXXXX

RE: Notice of Intent to Incorporate.

Dear Sirs/Madam;

You are requested to publish twice a notice in the following form:

"Notice is given that Articles of Incorporation which will incorporate **United Dialysis Foundation**, Inc. will be delivered to the Secretary of State for filing in accordance with the Georgia Business Corporation Code (O.C.G.A. Section 14-2-201.1 The initial registered office and mailing address of this corporation shall be at 46 Villa Rose Lane, Temple, GA 30179. The initial registered agent at such address shall be Terrance D. Parkman ."

Enclosed is a check in the amount of **\$40.00** made payable to The XXXXXXXX in payment of statutory cost of publishing this notice.

Very truly yours,

United Dialysis Foundation.

INTERNAL REVENUE SERVICE

EP/EO Division

P.O. Box 192

Covington, KY 41012-0192

RE: United Dialysis Foundation.

Dear Sirs/Madam:

Transmitted herewith is an Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code, Form 1023, UNITED DIALYSIS FOUNDATION. (the "Application"), along with certain relevant and appropriate exhibits and forms attached thereto.

On behalf of UNITED DIALYSIS FOUNDATION., I respectfully request that the Application be approved and that UNITED DIALYSIS FOUNDATION. be granted tax exempt status.

Set forth below is a summary of the data in the Application regarding the purposes and organization of UNITED DIALYSIS FOUNDATION., its past and proposed operations, its existing and proposed sources of funding and a listing of the enclosures included in this package.

Legal Discussion and Compliance with 501(c)(3) Requirements

A. UNITED DIALYSIS FOUNDATION. qualifies for exemption under Section 501(c)(3).

An analysis of UNITED DIALYSIS FOUNDATION. organizational structure, as well as its proposed operations, supports the conclusion that UNITED DIALYSIS FOUNDATION. qualifies for exemption from taxation under Section 501(c)(3).

1. Organization - Charitable and Education Purposes.

The Articles of Incorporation of UNITED DIALYSIS FOUNDATION., a copy of which is attached to the Application, provide for an organizational structure of UNITED DIALYSIS FOUNDATION. which is consistent with the requirements of Section 501(c)(3) and the regulations of promulgated thereunder, UNITED DIALYSIS FOUNDATION. was created in February of 2013 for the express exempt purpose of charity and education.

2. Funding

Funding for UNITED DIALYSIS FOUNDATION. will be generated substantially through gifts, grants and contributions from other publicly supported organizations, governmental units and private donations as well as substantial volunteer support.

3. Operations

UNITED DIALYSIS FOUNDATION. will operate exclusively within the meaning of Section 501(c)(3), since it is engaged in activities which further the needs of the public rather than private interests, and it is not for the benefit of any designated individual or individuals who created it. The assets of UNITED DIALYSIS FOUNDATION. are and will be dedicated permanently for express exempt purposes and therefore will not inure to the benefit of any private individuals nor be used to promote legislation or political campaigns.

4. Enclosures

Enclosed with this package is:

- a) User Fee
- b) 1023 Checklist
- c) Form 2848 Power of Attorney
- d) Form 8821
- e) Form 1023 .
- f) a signed copy of the organization's Articles of Incorporation
- g) a signed copy of the organization's Bylaws
- h) Narrative Description of Activities
- i) List of Board Of Directors
- h) Projected Budgets
- i) Fundraising Statement
- ii) Conflict of Interest
- iii) Resume(s)

If additional information or explanation should be required, please contact me at the telephone number or address set forth above. Your cooperation and assistance is greatly appreciated.

Very truly yours,

Forms:

1023

Checklist

2848

8821

1023

Certificate and Articles of Incorporation

Bylaws

BYLAWS

OF

UNITED DIALYSIS FOUNDATION.

Incorporated under the Georgia Nonprofit Corporation Code

ARTICLE ONE

Name, Location and Offices

1.1 Name. The name of this corporation shall be " UNITED DIALYSIS FOUNDATION."

1.2 Registered Office and Agent. The corporation shall maintain a registered office in the State of Georgia, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Georgia Nonprofit Corporation Code.

1.3 Other Offices. The principal office of the corporation shall be located in the State of Georgia. The corporation may have other offices at such place or places, within or without the State of Georgia, as the Board of Directors may determine from time to time or the affairs of the corporation may require or make desirable.

ARTICLE TWO

Purposes and Governing Instruments

2.1 Nonprofit Corporation. The corporation shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.

Charitable and Educational Purposes. The corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); provide charitable services to the general public and to carry on any lawful business activities allowed by nonprofit corporations in the State of Georgia, subject to the limitations of Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 3 hereof. 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 any candidate for public office. 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation dispose of all of the assets of the corporation exclusively for the purposes of the

Signature

Date Adopted

corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of XXXXX County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

2.2 Charitable and Educational Purposes. The corporation (UNITED DIALYSIS FOUNDATION,) is a voluntary association of individuals who are board members of UNITED DIALYSIS FOUNDATION. the purposes of which, as set forth in the articles of incorporation, are **exclusively charitable**, within the meaning of section **501(c)(3)** of the Internal Revenue Code. **The purposes of the corporation** shall include, but shall not be limited to, the following:

- a) To provide charitable assistance to infirmed youth suffering from and being treated for terminal diseases and physical conditions, and
- b) To provide charitable aid and comfort to the families of such youth through providing forums and support groups.

Governing Instruments.

The corporation shall be governed by its articles of incorporation and its bylaws, subject to the Georgia Nonprofit Corporations Code and the limitations of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE THREE

Board of Directors

3.1 Authority and Responsibility. The governing body of UNITED DIALYSIS FOUNDATION. shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the management, affairs and property of the corporation; shall determine its policies or changes therein; and shall actively prosecute its purposes and objective and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, the business of the corporation as shall be deemed advisable, and may, in the

execution of the powers granted, delegate certain of its authority and responsibility to an executive committee. Under no circumstances, however, shall the fundamental and basic purposes of the corporation, as expressed in the articles of incorporation, be amended or changed; and the Board of Directors shall not permit any part of the net earnings or capital to inure to the benefit of any member, directors, officer, or other private person or individual.

3.2 Initial and Regular Boards of Directors. The initial directors of the corporation shall be no less than three (3) persons. At the first meeting of the initial Board of Directors, the directors shall elect a regular Board of Directors, to consist of the president, the vice president, the treasurer, and the secretary of the corporation, together with such other directors as may be elected by the affirmative vote of majority of the initial directors.

3.3 Manner of Election and Term of Office. The directors shall be elected at the annual meeting of the Board of Directors by a majority of the directors then in office, and each director shall continue in office for a term of one (1) year or until his or her successor shall have been elected and shall have qualified or until his or her earlier death, resignation, or removal. There shall be a minimum of three (3) directors, and the Board of Directors is authorized to fix by resolution the exact number of directors from time to time.

3.4 Removal. Any director may be removed either for or without cause at any special, regular, or annual meeting of the Board of Directors, by the affirmative vote of a majority of the directors then in office. A removed director's successor may be elected at the same meeting to serve the unexpired term.

3.5 Vacancies. Any vacancy in the Board of Directors arising at any time and from any cause, including the authorization of an increase in the number of directors, may be filled for the unexpired term at any meeting of the Board of Directors by a majority of the directors then in office. Each director so elected shall hold office until the election at the annual meeting of the Board of Directors and the qualification of his or her successor.

3.6 Committees of the Board of Directors. By resolution adopted by a majority of the full Board of Directors, the Board of Directors may designate from among its members one of more executive committees, each consisting of two (2) or more directors, which number shall always include the president or the vice president of the corporation. By resolution adopted by a majority of directors present at a meeting at which a quorum is present, the Board of Directors may designate from among its members one of more other committees, each consisting of two (2) or more directors. Except as prohibited by law, each committee shall have the authority set forth in the resolution establishing said committee. See Article Eight ("Committees of Directors").

3.7 Compensation. No director of the corporation shall receive, directly or indirectly, any salary, compensation or emolument therefrom as such director, unless authorized by the concurring vote of two-thirds (2/3) of all the directors or (notwithstanding any quorum requirement of these bylaws) by the concurring vote of all the disinterested directors.

All of The Board of Directors will be non-salaried and will not be related to salaried personnel or to parties providing services. In addition, the salaried individuals can not vote on their own compensation and those compensation decisions will be made by the board. In all instances of setting rates of compensation, the voting board members shall be polled as to how they voted on such issues and their positions shall be recorded in the written minutes of the meeting.

However, all compensation paid to staff will be reasonable and will be based on the following factors; (1) the amount and type of compensation received by others in similar positions, (2) the compensation levels paid in this particular geographic community, (3) the amount of time the individual is spending in his/her position, (4) the expertise and other pertinent background/skill sets of the individual, (5) the size and complexity of the organization, and (6) the need of the services of the particular individual.

ARTICLE FOUR

Meetings of the Board of Directors

4.1 Annual Meeting; Notice. The annual meeting of the Board of Directors shall be held at the principal office of the corporation or at such other place as the Board of Directors shall determine on such day and such time as the Board of Directors shall designate. Unless waived as contemplated in Section 5.2, notice of the time and place of such annual meeting shall be given by the secretary either personally or by telephone or by mail or by telegram not less than ten (10) nor more than fifty (50) days before such meeting.

4.2 Regular Meetings; Notice. Regular meetings of the Board of Directors shall be held from time to time between annual meetings at such times and at such places as the Board of Directors may prescribe. Notice of the time and place of each such regular meeting shall be given by the secretary either personally or by telephone or by mail or by telegram not less than seven (7) nor more than thirty (3) days before such regular meeting.

4.3 Special Meetings; Notice. Special meetings of the Board of Directors may be called by or at the request of the president or by any two of the directors in office at that time. Notice of the time, place and purpose of any special meeting of the Board of Directors shall be given by the secretary either personally or by telephone or by mail or by telegram at least twenty-four (24) hours before such meeting.

4.4 Waiver. Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. See also Article Five ("Notice and Waiver").

4.5 Quorum. At meetings of the Board of Directors, a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business. In no case, however, shall less than two (2) directors constitute a quorum.

4.6 Vote Required for Action. Except as otherwise provided in these bylaws or by law, the act of a majority of the directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors. Adoption, amendment and repeal of a bylaw is provided for in Article Twelve of these bylaws. Vacancies in the Board of Directors may be filled as provided in Section 3.5 of these bylaws.

4.7 Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken is signed by all the members of the Board of Directors. Such consent shall have the same force and effect as an unanimous vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book.

4.8 Telephone and Similar Meetings. Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

4.9 Adjournments. A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

ARTICLE FIVE

Notice and Waiver

5.1 Procedure. Whenever these bylaws require notice to be given to any director, the notice shall be given as prescribed in Article Four. Whenever notice is given to a director by mail, the notice shall be sent first-class mail by depositing the same in a post office or letter box in a postage prepaid sealed envelope addressed to the director at his or her address as it appears on the books of the corporation; and such notice shall be deemed to have been given at the time the same is deposited in the United States mail. Notice shall be deemed to have been given by telegram or cablegram at the time notice is filed with the transmitting agency.

5.2 Waiver. Whenever any notice is required to be given to any director by law, by the articles of incorporation, or by these bylaws, a waiver thereof in writing signed by the director entitled to such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

ARTICLE SIX

Board of Advisors

6.1 Appointment. The Board of Directors may appoint such persons as it reasonably deems necessary or desirable to act as the Board of Advisors of the corporation. To the extent possible, the Board of Advisors should consist of representatives of the professional healthcare service persons and or business communities as well as the educational community. The number of

persons appointed to constitute the Board of Advisors shall be determined in the sole discretion of the Board of Directors.

6.2 Purpose. It shall be the function and purpose of the Board of Advisors to advise the Board of Directors on matters relating to the business and affairs of the corporation, and to suggest or be available for consultation with regard to projects or activities which the corporation may undertake, consistent with its exempt purposes, in furtherance of its goals and objectives.

ARTICLE SEVEN

Officers

7.1 Number and Qualifications. The officers of the corporation shall consist of a president, a vice-president, a secretary and a treasurer. The board of Directors shall from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the corporation, but the corporation shall not be required to have at any time any officers other than a president, a secretary and a treasurer. Any two (2) or more offices may be held by the same person, except the offices of the president and the secretary.

7.2 Election and Term of Office. The officers of the corporation shall be elected by the Board of Directors and shall serve for terms of one (1) year and until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification.

7.3 Other Agents. The Board of Directors may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

7.4 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby. However, any such removal shall be without prejudice to the contract rights, if any, of the officer or agent so removed.

7.5 Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors.

7.6 President. The president shall be the principal executive officer of the corporation and shall preside at all meetings of the Board of Directors. He/she shall be authorized to sign checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, and statements and reports required to be filed with the state or federal officials or agencies; and he/she shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with the secretary, any instrument or other writing; and he shall see that all orders and resolutions of the Board of Directors are carried into effect. He/she shall have the right to supervise and direct the management and operation of the corporation and to make all decisions as to policy and otherwise which may arise between meetings of the Board of Directors, and the other officers and employees of the corporation shall be under his supervision and control during such interim. He/she shall perform such other duties

and have such other authority and powers as the Board of Directors may from time to time prescribe.

7.7 Vice-President. The vice-president shall, in the absence or disability of the president, perform the duties and have the authority and exercise the powers of the president. He/she shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

7.8 Secretary.

(a) The secretary shall attend all meetings of the Board of Directors and record all votes, actions and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the executive and other committees when required.

(b) She/He shall give, or cause to be given, notice of all meetings of the Board of Directors.

(c) She/He shall keep in safe custody the seal of the corporation and, when authorized by the Board of Directors or the president, affix it to any instrument requiring it. When so affixed, it shall be attested by his signature or by the signature of the treasurer or an assistant secretary.

(d) She/He shall be under the supervision of the president. She/He shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

7.9 Assistant Secretary. The assistant secretaries in the order of their seniority, unless otherwise determined by the president or by the Board of Directors, shall, in the absence or disability of the secretary, perform the duties and have the authority and exercise the powers of the secretary. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

7.10 Treasurer.

(a) The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the corporation and shall deposit all monies and other valuables in the name and to the credit of the corporation into depositories designated by the Board of Directors.

(b) She/He shall disburse the funds of the corporation as ordered by the Board of Directors, and prepare financial statements each month or at such other intervals as the Board of Directors shall direct.

(c) If required by the Board of Directors, he shall give the corporation a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the board) for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement, or removal from office of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

(d) She/He shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

7.11 Assistant Treasurer. The assistant treasurers in the order of their seniority, unless otherwise determined by the president or by the Board of Directors, shall, in the absence or disability of the treasurer, perform the duties and have the authority and exercise the powers of the treasurer. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

ARTICLE EIGHT

Committees of Directors

8.1 Executive Committees. By resolution adopted by a majority of the directors in office, the Board of Directors may designate from among its members one or more executive committees, each of which shall consist of two (2) or more directors, including the president or the vice-president of the corporation, which executive committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the affairs of the corporation; but the designation of such executive committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law.

8.2 Other Committees of Directors. Other committees, each consisting of two (2) or more directors, not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be appointed by the president of the corporation. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

8.3 Advisory and Other Committees. The Board of Directors may provide for such other committees, including committees, advisory groups, boards of governors, etc., consisting in whole or in part of persons who are not directors of the corporation, as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and purpose of each such committee to advise the Board of Directors; and each such committee shall have such powers and perform such specific duties or functions, not inconsistent with the articles of incorporation of the corporation or these bylaws, as may be prescribed for it by the Board of Directors. Appointments to and the filling of vacancies on any such other committees shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to control, revision, and alternation by the Board of Directors, provided that no rights of third persons shall be prejudicially affected thereby.

8.4 Term of Appointment. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

8.5 Chairman. One member of each committee shall be appointed chairman thereof.

8.6 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

8.7 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

8.8 Rules. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE NINE

Contracts, Checks, Deposits and Funds

9.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation. Such authority must be in writing and may be general or confirmed to specific instances.

9.2 Checks, Drafts, Notes, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such other manner as may from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or the vice-president of the corporation.

9.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

9.4 Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE TEN

Indemnification and Insurance

10.1 Indemnification. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the corporation against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the corporation, judgments, fines and amounts paid in settlement), actually and reasonably incurred by him in connection with such action, suit, or proceeding by reason of the fact that such person is or was a director, officer, employee, trustee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, trustee, or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the corporation shall determine, or cause to be determined, in the manner provided under Georgia law whether or not indemnification is proper under the circumstances because the person claiming such

indemnification has met the applicable standards of conduct set forth in Georgia law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Georgia law.

10.2 Indemnification Not Exclusive of Other Rights. The indemnification provided in Section 10.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation or bylaws, or any agreement, vote of members or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, trustee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

10.3 Insurance. To the extent permitted by Georgia law, the corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, trustee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, trustee or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise.

ARTICLE ELEVEN

Miscellaneous

11.1 Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

11.2 Corporate Seal. The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Directors may from time to time determine.

11.3 Fiscal Year. The Board of Directors is authorized to fix the fiscal year of the corporation and to change the same from time to time as it deems appropriate.

11.4 Internal Revenue Code. All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1954, as

from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

11.5 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- (a) The remainder of these bylaws shall be considered valid and operative.
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

11.6 Table of Contents; Reading. The table of contents and headings are for organization, convenience and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written material.

11.7 Relation to Articles of Incorporation. These bylaws are subject to, and governed by, the articles of incorporation.

ARTICLE TWELVE

Amendments

12.1 Power to Amend Bylaws. The Board of Directors, or any executive committee of the Board of Directors, shall have the power to alter, amend or repeal these bylaws or adopt new bylaws.

12.2 Conditions. Action by the Board of Directors with respect to bylaws shall be taken by the affirmative vote of a majority of the directors present at a meeting at which a quorum is present as provided in Section 4.6 of these bylaws. Action by any executive committee of the Board of Directors with respect to bylaws shall be taken by the affirmative vote of a majority of the members of such committee present at a meeting at which a quorum is present.

ARTICLE THIRTEEN

Periodic Meetings

13.1 Periodic Meetings. The Board of Directors, Board of Advisors, officers, members of the corporation and interested members of the community shall meet from time to time at times and places to be determined by the president of the Board of Directors. Notice of each such meeting, time and place shall be given to the directors, advisors, officers, and members of the corporation and to those individuals who have caused their names to be placed on the corporation mailing list. The mailing list shall be kept by the secretary. The date of the meeting may be changed by the president or any two (2) members of the Board of Directors, provided that notice is given of such change at least two (2) days before the regularly scheduled date of such meeting.

ARTICLE FOURTEEN

Tax-Exempt Status

14.1 Tax-Exempt Status. The affairs of the corporation at all times shall be conducted in such a manner as to assure its status as a "publicly supported" organization as defined in section 509(a)(1) or section 509(a)(2) or section 509(a)(3) of the Internal Revenue Code, and so in other ways to qualify for exemption from tax pursuant to section 501(c)(3) of the Internal Revenue Code.

ARTICLE FIFTEEN

Conflict of Interest Policy

15.1 Conflict of Interest Policy. Any director, officer, or key employee who has an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of their interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction that might reasonably be construed to be adverse the corporation's interest.

No member or director shall cast a vote on any matter which has direct bearing on services to be provided by that member, director, or any organization which such member or director represents or in which such member or director has an ownership interest or is otherwise interested or affiliated, which would directly or indirectly financially benefit such member or director. All such services will be fully disclosed or known to the Board members present at the meeting at which such contract shall be authorized.

Any director, officer, or key employee of UNITED DIALYSIS FOUNDATION, Inc. who has an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his/her interest to the Board or committee prior to acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be adverse to the corporation's interest.

The body to which such disclosure is made shall thereupon determine by a vote of seventy-five percent (75%) of the board members entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict of interest is deemed to

exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information, or respond to questions) in the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board or committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation, and whether a quorum was present.

Purpose

The purpose of the conflict of interest policy is to protect **UNITED DIALYSIS FOUNDATION**, Inc. interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

- Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

- Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

- Annual Statements

Each director, officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

- Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

- Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Program Description

Schedule of Activities

Activities and Operational Information

For

UNITED DIALYSIS FOUNDATION.

Mission:

The mission of *UNITED DIALYSIS FOUNDATION*, a major voluntary nonprofit health organization, is dedicated to preventing kidney and urinary tract disease, improving the health and well-being of individuals and families affected by kidney disease and increasing the availability of all organs for transplantation. *THE UNITED DIALYSIS FOUNDATION* will provide (charitable) a variety of dialysis services to patients with chronic kidney failure and end stage renal disease that will inspire and encourage individuals going through physical and mental challenges in their life. *UNITED DIALYSIS FOUNDATION* strives to improve patient's quality of life by innovating clinical care assistance, and by offering integrated treatment plans, personalized care teams and convenient health-management services. We are a services organization anchored and guided by the philanthropy belief to provide charitable comfort and healing to the infirmed.

Planned Activities: Beginning in the 2013 *UNITED DIALYSIS FOUNDATION* will work closely with local dialysis clinics and hospitals to identify and serve infirmed youth and adult by providing transportation, food, clothing, assistance with paying utility bills and many other service that may be needed. *UNITED DIALYSIS FOUNDATION* will seek to provide educational counseling and guidance to the infirmed and their families. We will develop and coordinate in-hospital support groups to share with affected families in order to provide a practical and educational forum of family support and guidance through the storms

of physical and mental malady. All such activities will be planned and coordinated by our volunteer board of directors and assisted/supported by volunteer social services professionals. All activities and services will be provided free of charge and open to the general public of infirmed within the dialysis clinics and hospitals we intend to serve (i.e. *WellStar Hospitals, Tanner Hospitals* and *DaVita out-patient clincics*).

Organization's Purpose,

UNITED DIALYSIS FOUNDATION has been launched by Terrance D. Parkman to fill a nurturing void in the ESRD healthcare system community. UNITED DIALYSIS FOUNDATION see a longing need to offer individuals a peace filled outlet, an escape from a stressful environment. We are reaching out to those who are dealing with an illness themselves or caring for an infirmed loved one. Our desire is to supply a Charitable solution for these people to decrease their stress, make them laugh, offer them a peaceful outlet they can access any time of day or night. We will give them a source of hope and love.

Vision:

UNITED DIALYSIS FOUNDATION will be a premier niche organization/support group providing holistic alternatives to individuals. And enhance the lives of everyone with, at risk of or affected by kidney disease. Within 3-5 years, with appropriate funding, UNITED DIALYSIS FOUNDATION plans to establish and administer an ESRD clinic designed in creating programs for patients and teammates that realized the goodwill and awareness must spread to our families, local communities through out the nation.

Objectives:

UNITED DIALYSIS FOUNDATION is being established to provide a vehicle to inspire and encourage individuals going through a difficult time in life by providing charitable therapeutic support and services. UNITED DIALYSIS FOUNDATION will offer continuous comfort by healing the mind and body through laughter and education.

Founder's Story

In February of 2005, the purpose of dialysis was introduced to Terrance D. Parkman. His educational development came from The Georgia Medical Institute – DeKalb campus (Corinthian Schools Inc.) where Terrance D. Parkman graduated from the Dialysis Technician Program. The idea to be a Servant Leader (the philanthropy belief style) was given to Terrance D. Parkman through the word of God. UNITED DIALYSIS FOUNDATION is a combination of his life trials and tribulations. In 2010, his aunt at 57 years old was rushed to a Douglas County hospital in Douglassville, GA with kidney disease. For unknown reason, she became comatose while in ICU and died a few days later. The level of care and compassion Terrance experienced during his aunt's stay and then after death lead Terrance to a desire to "give back" one day to families dealing with life and death health issues. He noticed throughout their support he might not have been able to cope with such a loss.

NOTE: All of the program activities are and will be either Charitable, Religious or Educational and 100% of the organization's efforts are dedicated to such activities.

Program Staffing

All activities are and will be conducted and coordinated by members of our board of directors and supplemented by community volunteer board of directors and assisted/supported by volunteer social services professionals.

Administrative Staffing

In the short-term all administrative and clerical functions in support of programming objectives will be handled by our volunteer board of directors. No one will receive compensation.

Location

Initially, all activities will be conducted at local dialysis clinics and local hospitals. Eventually we will expand the services to other mainstream dialysis clinics and hospitals. For the short-term we will conduct some administrative activities from the home offices of the board members and seek the use of donated space support from the dialysis clinics and hospitals we intend to serve. No fees or rents will be charged for our space activities.

Timetable

All activities will commence in the Fall of 2013

Publicity

All program activities will be publicized to the general public through public service announcements (PSA) made through the print and electronic media. The

relationship with
activities and opportunities.

will also be used to publicize all programmed

Proposed Budgets

INCOME:	2013	2014	2015		
Donations (public)	50,000	105,000	105,000		
State of Georgia	12,000	22,000	52,000		
Foundations	20,000	30,600	52,000		
Corporate Donations	21,600	41,000	61,000		
Total Income	\$103,600	\$198,600	\$230,000		
EXPENSES:					
Salaries (Part-time Staff Coordinator)	45,000	68,500	106,300		
FICA	2,500	3,700	5,400		
Space Rental (storage)	3,000	5,000	8,000		
Postage/Duplicating/Print	750	1750	2750		
Phones	800	1100	1800		
Website (construction & Maintenance)	910	1,210	1,910		
Office Supplies	1,440	2,440	4,440		
Total Expenses	\$54,400	\$83,700	\$130,600		

Proposed Budgets

Board List

**List Of Board Members
For
UNITED DIALYSIS FOUNDATION, Inc.**

Terrance D. Parkman

46 Villa Rosa Lane

Temple, GA 30179

Parkmanandassociates@yahoo.com

email: united.dialysis.foundation@gmail.com

<http://parkmanandassociates.wix.com/uniteddialysis>

www.udf.org

Resume(s) Of Key Personnel

Terrance D. Parkman

46 Villa Rosa Lane

Temple, GA 30179

Parkmanandassociates@yahoo.com

email: united.dialysis.foundation@gmail.com

<http://parkmanandassociates.wix.com/uniteddialysis>

www.udf.org

Terrance Parkman

46 Vila Rosa Lane
Temple, Georgia 30179
404-496-3248

parkmanandassociates@yahoo.com

OBJECTIVE: Accomplished Account Manager with more than 17 years of consistent professional growth in collections, marketing and sales within the Consumer Product and Service Industry. Expertise lies in establishing key business relationships, securing customer loyalty and developing new and existing accounts. Proactive leader, able to make quick and effective decisions in line with company goals in a fast-paced environment. Skilled at driving growth of company revenues, using strategic analysis and strengthening team performance. Excellent interpersonal skills with the ability to work well at all levels. To transition my extensive professional experience in Business to a new position or opportunity that will increase my desire for new knowledge. Highly initiative and motivated. Ability to negotiate with people even in any difficult situation. Able to work under stressful conditions meeting with deadlines. Excellent verbal as well as written communication skills. Able to work in a team environment. Highly flexible. Ability to follow instructions and pay attention to details. Proficient in Microsoft Office, Excel, Word, Outlook, PowerPoint, WordPerfect and the Internet.

PROFESSIONAL EXPERIENCE

J.D. Stuart Law Group, P.C. Attorney at Law, (ARC Management), Kennesaw, GA	Collector 2009 - Current
Fidelity Medical Services, Dawsonville, GA	Manager 2008 – 2009
CAC Financial, Atlanta, GA	Manager 2008 – 2008
Gerald E. Moore & Associates, PC Attorney at Law, Marietta, GA	Manager 2005 – 2008
Mann Bracken, LLC Attorney at Law, Atlanta, GA	Collector 2004 – 2005
Capital Acquisition and Management Company (CAMCO), Marietta, GA	Collector 2003 – 2004
G.C. Services, LLC, Atlanta, Ga	Manager 1997 – 2003

Administered past due accounts and facilitated required decisions.
Evaluated all collection activities and modified as required.
Developed and maintained efficient relationships with partners.
Designed efficient asset recovery process flow for all due accounts.
Monitored collection activities according to state and federal regulations.
Assisted staff and initiated changes to collection policies and procedures.
Prepared and analyzed reports and recommended improvements.
Determined performance minimums and managed tracking of objectives.
Remarkable experience to administer loan and collection activities.
Thorough knowledge of collection procedures and regulations.
Sound knowledge of business practices and consumer collection.
Ability to manage complex customers'.
Ability to resolve all issues efficiently.
Huge Microsoft Office applications skills.
Profound communication skills in both oral and written forms.
Solid understanding of FDCPA.
Proficient to understand accounting principles.
Supervised working of call center representatives for collection objectives.
Maintained attendance records and prepared schedule for work.
Coordinated with collections managers and designed production goals.
Provided cross training programs to increase efficiency of collection process.
Ensured optimal level of customer services and performance metrics.
Provided technical support to team members and resolved issues.
Managed past due commercial debt and follow up with customers.
Performed research to resolve all billing issues.
Assisted to trace all customers to new address.
Facilitated in payment process though credit and debit cards.
Administered accounts and performed follow up to resolve issues.

EDUCATION**B.A.S., Organizational Leadership** – Mercer University, Atlanta, GA

References upon request

United Dialysis Foundation.

Terrance D. Parkman
46 Villa Rosa Lane
Temple GA 30179
404-496-3248

parkmanandassociates@yahoo.com

Career Objective:

To serve as a Dialysis Patient Care Technician in a multi specialty hospital where I can work with dedication for helping the patients during and after dialysis.

Key Skills:

- Dedicated towards giving service to patients
- In depth knowledge of dialysis process and the care which has to be take during and after the dialysis
- Sound knowledge of operation dialysis machines
- Strict about the cleanliness and hygiene
- Ability of keeping cool in emergency situations
- Adaptable to various shift timing and emergency situations

Educational Qualification:

Completed Dialysis Technician Program with specialization in End Stage Renal Disease in the year of 2006 from Georgia Medical Institute

Professional Experience:

1. Post: Dialysis Patient Care Technician
Organization: DaVita (Tucker, GA)
Externship: 2007
2. Post: Dialysis Patient Care Technician
Organization: DaVita (Atlanta, GA)
Externship: 2006
3. Post: Dialysis Patient Care Technician
Organization: DaVita (Douglasville, GA)
Externship: 2005

Role and Responsibilities:

- Finalizing the daily dialysis appointments
- Give instruction to patients about the dialysis process
- Inquiring and making general health readings of the patient
- Collecting and noting vital signs before, during and after the dialysis
- Serving the patient in every possible way so as to keep patient in comfort
- Initiating and termination the dialysis process
- Closely supervise the dialysis process
- Immediately reporting to the physician if any abnormal thing happens
- Noting down the results after the dialysis
- To process at least 3 dialysis daily

References:

Professor Richard Castro
Georgia Medical Institute
678-612-3304

Fundraising Statement

Fundraising Statement

Program support funding will be sought from public (governmental) and private (individual donors, foundations and businesses) funding sources in Georgia. For our program activities we will solicit support from publicly supported groups like *United Way*. The board has appointed a committee to research such funding sources and draft and submit grant proposals in accordance with their respective grant guidelines. No grant proposals or solicitations have been made to date.

This organization will raise private funds from its board and solicitations of other foundations, individual donations from associates of the founders. In-kind support will be solicited from American Association of Kidney Patients and Kidney and Urology Foundation of America. All solicitations will be confined to the United States.

For the foreseeable future, we will solicit financial (grant) support from local, state and federal government agencies, contributions from publicly supported organizations like the United Kidney Foundation, contributions from the general public as well as donations from foundations and businesses. We will concentrate our fund raising efforts within the state of Georgia. No solicitations have been made to date. Our Fundraising Committee is currently researching potential funding sources and no solicitations have been made to date.

Conflict of Interest Policy

Bylaws

ARTICLE FIFTEEN Conflict of Interest Policy

15.1 Conflict of Interest Policy & Compensation/Salary Declaration Any director, officer, or key employee who has an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of their interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction that might reasonably be construed to be adverse the corporation's interest.

No member or director shall cast a vote on any matter which has direct bearing on services to be provided by that member, director, or any organization which such member or director represents or in which such member or director has an ownership interest or is otherwise interested or affiliated, which would directly or indirectly financially benefit such member or director. All such services will be fully disclosed or known to the Board members present at the meeting at which such contract shall be authorized.

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The body to which such disclosure is made shall thereupon determine by a vote of seventy-five percent (75%) of the board members entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict of interest is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information, or respond to questions) in the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board or committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation, and whether a quorum was present but may not be counted when the Board or committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation, and whether a quorum was present.

Purpose

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A person has a financial interest if the person has, directly or indirectly, through business, investment, or

UNITED DIALYSIS FOUNDATION

family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

- Procedures

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- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken

UNITED DIALYSIS FOUNDATION

to determine whether a conflict of interest was present, and the governing board’s or committee’s decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

- Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member’s compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member’s compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

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- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

- Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm’s length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

- Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

President _____ Date _____