

# NORTH CAROLINA

## Department of the Secretary of State

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**To all whom these presents shall come, Greetings:**

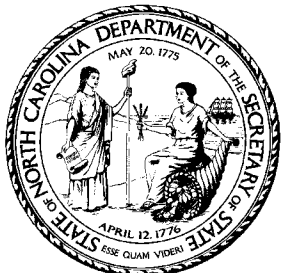
I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

### ARTICLES OF INCORPORATION

OF

**CHEMOCARS, INC.**

the original of which was filed in this office on the 14th day of June, 2017.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 14th day of June, 2017.

*Elaine F. Marshall*

Secretary of State

ARTICLES OF INCORPORATION

OF

CHEMOCARS, INC.

A North Carolina Nonprofit Corporation

1. **Name.** The name of the Corporation is:

**CHEMOCARS, INC.**

2. **Purpose.** The Corporation is organized as a charitable corporation, as defined in NCGS §55A-1-40(4), exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax law (the “Code”), including but not limited to arranging third-party transportation, by third-party car service or otherwise, to and from verified cancer treatment centers for persons receiving chemotherapy or other non-surgical cancer-specific healthcare treatments, with such transportation to be provided without cost to such persons. Subject to the limitations set forth below, the Corporation may conduct any or all lawful affairs, not required to be stated specifically in these Articles, for which corporations may be formed under the North Carolina Nonprofit Corporation Act.

3. **Activities and Powers.** (a) The Corporation shall not be operated for profit. It may engage only in activities that may be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code and by a corporation to which contributions are deductible under Sections 170(c), 2055 and 2522 of the Code. To the extent consistent with Section 501(c)(3) of the Code, the Corporation may exercise any and all powers conferred upon nonprofit corporations by §55A-3-02 and §55A-3-03 of the North Carolina Nonprofit Corporation Act.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise permitted by Section 501(h) of the Code); and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

(c) No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any person having a personal or private interest in the activities of the Corporation, except that the Corporation may pay reasonable compensation for services rendered and may make payments or distributions in furtherance of the purposes set forth in Article 2.

4. **No Members.** The Corporation shall have no members. All voting power shall be vested in the Board of Directors.

5. **Directors.** Unless the Corporation's bylaws provide otherwise, the number of Directors of the Corporation shall be five.

6. **Principal Office, Registered Office and Agent.** (a) The street address and county of the principal office of the Corporation is: 16731 100 Norman Place, Cornelius, NC 28031, Mecklenburg County.

(b) The initial registered office of the Corporation shall be 176 Mine Lake Court, Suite 100, Raleigh, NC 27615-6417, Wake County. The initial registered agent shall be InCorp Services, Inc., whose office is the Corporation's registered office.

7. **Dissolution.** Upon the dissolution of the Corporation and the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more entities

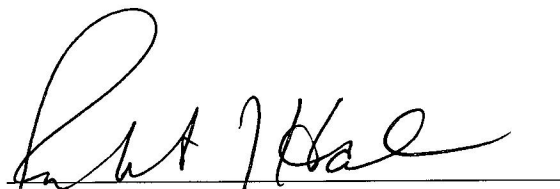
organized and operated exclusively for charitable purposes as described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code.

8. **Indemnification.** To the full extent allowed by the North Carolina Nonprofit Corporation Act in force on the date of these Articles, the Corporation shall indemnify against liability, and advance reasonable expenses to, any individual who was, is, or is threatened to be named a defendant or respondent in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, because the individual is or was a Director, or while a Director, is or was serving at the Corporation's request as a trustee, officer, partner, director, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. The Corporation may (but shall not be required to) indemnify, and advance reasonable expenses to, an officer, employee, or agent of the Corporation who is not a Director to the same extent as if that person were a Director.

9. **Elimination of Liability.** No Director or officer of the Corporation shall be liable for damages in any proceeding brought by or in the right of the Corporation or by or on behalf of its members unless the Director or officer engaged in willful misconduct or knowingly violated the criminal law.

10. **Name and Address of Incorporator.** The name and address of the sole incorporator is: Robert J. Hahn, c/o Hunton & Williams LLP, Bank of America Plaza, Suite 3500, 101 South Tryon Street, Charlotte, NC 28280.

Dated: June 6, 2017

  
Robert J. Hahn, Incorporator

# IMPORTANT NOTICE TO EMPLOYERS

*YOUR NEW BUSINESS CORPORATION HAS REPORTING RESPONSIBILITIES IN NORTH CAROLINA...*

*Please read the important information below to ensure you understand your obligations to these state agencies.*

rev. (8-12)



## **NORTH CAROLINA DEPARTMENT OF THE SECRETARY OF STATE** [www.sosnc.com](http://www.sosnc.com)

**ANNUAL REPORTS** - Business Corporations registered to do business in North Carolina must file an annual report each year. There are two options for filing, they are:

Method	Where to File	Fee	Due Date
Electronically (real-time)	NC Secretary of State Online <a href="http://www.sosnc.com">www.sosnc.com</a>	\$20.00	<i>If you file with us, you start with the day your fiscal year ends. Then add 4 months. Your report is due on the 15th day of the 4th month. If you get an extension for filing your taxes, your annual report due date is also extended.</i>
Paper Form	Business Corporation's Income and Franchise tax return with North Carolina Department of Revenue	\$25.00	<i>If you file with the NC Department of Revenue, your annual report is due at the same time you file your taxes.</i>

Nonprofit Corporations and Professional Corporations are not required to file an annual report, but they are required to update information regarding their registered agent name and address along with the principal office address within 60 days of any change to the information on file with the Secretary of State's Office. If you have any questions, please contact customer service at either **919-807-2225** or [corpinfo@sosnc.com](mailto:corpinfo@sosnc.com)

## **NORTH CAROLINA DEPARTMENT OF REVENUE**

[www.dornc.com](http://www.dornc.com)

**SALES AND PURCHASES OF GOODS AND SERVICES** - Businesses making taxable sales or purchases of tangible personal property, services or certain digital property are required to register with the NC Department of Revenue to collect and remit the appropriate tax due. Sales taxes are typically charged and collected by the retailer, then paid to the Department of Revenue. Use taxes are remitted to the Department of Revenue by the purchaser. Please visit the Department's website at [www.dornc.com](http://www.dornc.com) for more information on sales and use tax and a checklist of the steps you should take to comply with North Carolina tax laws.

**HIRING EMPLOYEES** - Hiring employees is a significant step that triggers a number of tax obligations, including filing and paying state withholding taxes with the NC Department of Revenue. We strongly encourage you to set up your state withholding and other tax requirements correctly from the beginning and file and pay those taxes correctly and on time. Not doing so may create problems and consequences for both you and your employees. For more information on withholding tax and a list of steps you should take to meet your state tax obligations when hiring employees, please visit the Department's website at [www.dornc.com](http://www.dornc.com).

## **NORTH CAROLINA DIVISION OF EMPLOYMENT SECURITY**

[www.ncesc.com](http://www.ncesc.com)

**WHAT IS UNEMPLOYMENT INSURANCE TAX?** Unemployment insurance tax is a tax on employer payrolls paid by employers and used to provide funds from which unemployment benefits are paid to qualified unemployed workers. Unemployment tax is NOT deducted from employee wages.

**HOW DO I APPLY FOR A NORTH CAROLINA UNEMPLOYMENT TAX ACCOUNT NUMBER?** The Employment Security Law of North Carolina and Division Regulations require each employer to submit true and accurate information for determining liability. As an employer in the State of North Carolina, you must complete Form NCUI 604, Employer Status Report. Simply visit the website at [www.ncesc.com](http://www.ncesc.com), click on Business Services, and click on Forms under the Downloads section. Scroll down to the NCUI 604 under Forms – Unemployment

**WHO IS LIABLE FOR UNEMPLOYMENT TAX?** - A general business employer with at least one worker in 20 different calendar weeks during a calendar year, or with a payroll of at least \$1,500 in any calendar quarter is liable for unemployment tax. For information on other types of businesses, visit the website at [www.ncesc.com](http://www.ncesc.com). If you have further questions or need assistance, please call **919-707-1170** or send an e-mail to [esc.tax.status@ncesc.gov](mailto:esc.tax.status@ncesc.gov)

*(Continued on Reverse)*

## IMPORTANT NOTICE TO EMPLOYERS

# EMPLOYERS' REQUIREMENT TO CARRY WORKERS' COMPENSATION INSURANCE

The North Carolina Workers' Compensation Act requires that all businesses which employ three or more employees, including those operating as corporations, sole proprietorships, limited liability companies and partnerships, obtain workers' compensation insurance or qualify as self-insured employers for purposes of paying workers' compensation benefits to their employees. The only exceptions to this requirement are (a) employees of certain railroads; (b) casual employees, i.e., individuals who do not perform "work pertaining to the regular course of defendant's business"; (c) domestic servants directly employed by the household; (d) farm laborers when fewer than 10 full-time, non-seasonal farm laborers are regularly employed by the same employer; (e) federal government employees in North Carolina; and (f) "sellers of agricultural products for the producers thereof on commission or for other compensation, paid by the producers, provided the product is prepared for sale by the producer."

Businesses with just one employee, whose work involves the presence of radiation, are required to have workers' compensation coverage.

Individuals who are sole proprietors, members of LLCs, and partners are not counted automatically as employees. Corporate officers may elect to be excluded from coverage but are still counted in determining whether a business has three or more employees.

An employer is not relieved of its liability under the Act by calling its employees "independent contractors." Even if the employer refers to its workers as independent contractors and issues a Form 1099 for tax purposes, the Industrial Commission may still find that the workers were in fact employees, based upon its analysis of several factors, including but not limited to the degree of control exercised by the employer over the details of the work.

If you subcontract work to a subcontractor who does not have workers' compensation insurance, you may be liable for the work-related injuries of the subcontractor's employees, regardless of the number of employees you or the subcontractor employs. Different laws apply to trucking companies.

### IF YOU FAIL TO CARRY WORKERS' COMPENSATION INSURANCE, YOU MAY:

- 1) Face stiff financial penalties;
- 2) Be charged with a misdemeanor;
- 3) Be charged with a felony; and
- 4) Be imprisoned.

### CONTACT YOUR LAWYER OR INSURANCE AGENT IF YOU ARE UNSURE OF YOUR RESPONSIBILITIES AS AN EMPLOYER

#### North Carolina Industrial Commission

4336 Mail Service Center

Raleigh, North Carolina 27699-4336

Telephone: (919) 807-2500

Fax: (919) 715-0280

Internet Address: <http://www.ic.nc.gov/>

