

Amended and Restated Articles of Incorporation

Of

MGMA REALTY CORP.

(Effective January 1, 2012)

This Attachment is incorporated into the Amended and Restated Articles of Incorporation of MGMA Realty Corp., a Colorado business corporation ("Corporation"), and is adopted in accordance with the provisions of the Colorado Business Corporation Act, as amended (the "Act").

Article I

Name

The name of the Corporation is MGMA Realty Corp.

Article II

Term of Existence

The duration of the Corporation shall be perpetual.

Article III

Purpose

The Corporation is organized for the exclusive purpose of holding title to property, collecting income therefrom, and turning over the entire amount thereof, less expenses, to one or more related organizations that are exempt under Section 501(c) of the Internal Revenue Code of 1986, as amended (the "Code") all within the meaning of Section 501(c)(2) of the Code.

Article IV

Powers

In the furtherance of the subject to the purpose set forth in Article II of these Amended and Restated Articles of Incorporation, the Corporation may exercise all of the rights, powers and privileges now and hereafter conferred upon corporations organized under and pursuant to the laws of the State of Colorado.

Article V

Stock

A. Authorized Shares. The aggregate number of shares which the Corporation shall have authority to issue is twenty thousand (20,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

B. Transfer Restrictions. The Corporation shall have the right by appropriate action to impose restrictions upon the transfer of any shares of its common stock, or any interest therein, from time to time issued, provided that such restrictions may from time to time be so imposed or notice of the

substance thereof shall be set forth upon the face or back of the certificates representing such shares of common stock.

C. Preemptive rights. The holders of the shares of common stock of the Corporation shall not be entitled to any preemptive right to purchase or subscribe for any unissued shares, or additional shares to be issued by reason of any increase in the authorized shares of the Corporation.

D. Cumulative Voting. Cumulative voting shall not be allowed the election of directors or for any other purpose.

Article VI
Limitation of Director Liability

The personal liability of a director to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director is hereby eliminated; except that this provision shall not eliminate or limit the liability of a director to the Corporation or to its shareholders for monetary damages for: (a) any breach of the director's duty of loyalty to the Corporation or to its shareholders; (b) acts or omissions not in good faith which involve intentional misconduct or a knowing violation of law; (c) acts specified in Section 7-108-403 of the Act or its successor provision; or (d) any transaction from which the director derived an improper personal benefit. If the Act is hereafter amended to eliminate or limit further the liability of a director, then, in addition to the elimination and limitation of liability provided by the preceding sentence, the liability of each director shall be eliminated or limited to the fullest extent permitted by the Act as so amended. Any repeal or modification of this Articles shall not adversely affect any right or protection of a director of the Corporation under this Article, as in effect immediately prior to such repeal or modification with respect to any liability that would have accrued, but for this Article, prior to such repeal or modification.

Article VII
Indemnification

The Corporation shall indemnify, to the maximum extent permitted by law, any person who is or was a director, officer, agent, fiduciary or employee of the Corporation against any claim, liability or expense (including attorneys' fees and costs) arising against or incurred by such person made a party to a proceeding because he is or was a director, officer, agent, fiduciary or employee of the Corporation or because he is or was serving another entity or employee benefit plan as a director, officer, trustee, employee, fiduciary or agent at the Corporation's request. The Corporation shall further have the authority, to the maximum extent permitted by law, to purchase and maintain insurance providing such indemnification, to advance expenses to persons indemnified by the Corporation, and to provide indemnification to any person by general or specific action of the board of directors or shareholders, the bylaws of the Corporation, contract or otherwise.

Article VIII
Registered Office and Agent

The address of the registered office of the Corporation is 104 Inverness Terrace East, Englewood, Colorado 80112-5306 and the name of the registered agent of the Corporation at such address is Susan Turney, M.D., FACMPE.