

Form 990-EZ

Short Form Return of Organization Exempt From Income Tax

OMB No 1545-1150

2013

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public. By law, the IRS generally cannot redact the information on the form. Information about Form 990-EZ and its instructions is at www.irs.gov/form990.

A For the 2013 calendar year, or tax year beginning 01-01-2013, and ending 12-31-2013

B Check if applicable

- Address change
Name change
Initial return
Terminated
Amended return
Application pending

C Name of organization: GOOD NEIGHBOR FREE MEDICAL CLINIC OF BEAUFORT
Number and street (or P O box, if mail is not delivered to street address) Room/suite: 30 PROFESSIONAL VILLAGE CR
City or town, state or province, country, and ZIP or foreign postal code: BEAUFORT, SC 29907

D Employer identification number: 26-0335357

E Telephone number

F Group Exemption Number

G Accounting Method: [X] Cash [] Accrual Other (specify)

H Check [] if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

I Website:

J Tax-exempt status (check only one): [X] 501(c)(3) [] 501(c)() (insert no) [] 4947(a)(1) or [] 527

K Form of organization: [X] Corporation [] Trust [] Association [] Other

L Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts. If gross receipts are \$200,000 or more, or if total assets (Part II, column (B) below) are \$500,000 or more, file Form 990 instead of Form 990-EZ. Total: \$ 176,663

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (see the instructions for Part I)

Check if the organization used Schedule O to respond to any question in this Part I [X]

Table with 21 rows and 2 columns. Rows include Revenue (1-9), Expenses (10-17), and Net Assets (18-21). Total revenue is 176,663 and total expenses is 138,231, resulting in a net asset of 38,432.

Part III Balance Sheets (see the instructions for Part II)

Check if the organization used Schedule O to respond to any question in this Part II

	(A) Beginning of year		(B) End of year
22 Cash, savings, and investments	81,004	22	116,688
23 Land and buildings	2,131	23	1,593
24 Other assets (describe in Schedule O)	0	24	0
25 Total assets	83,135	25	118,281
26 Total liabilities (describe in Schedule O)	3,286	26	0
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	79,849	27	118,281

Part III Statement of Program Service Accomplishments (see the instructions for Part III)

Check if the organization used Schedule O to respond to any question in this Part III

Expenses
(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts, optional for others)

What is the organization's primary exempt purpose?
MEDICAL ASSISTANCE TO LOW INCOME PEOPLE

Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title

28 PROVIDE PRIMARY MEDICAL CLINIC FOR LOW -INCOME UNINSURED PATIENTS INCLUDING MEDICAL SERVICES PRESCRIPTION ASSISTANCE EDUCATION AND PASTORAL CARE (Grants \$ 126,231) If this amount includes foreign grants, check here <input type="checkbox"/>	28a	126,231
29 (Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	29a	
30 (Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	30a	
31 Other program services (describe in Schedule O) (Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	31a	
32 Total program service expenses (add lines 28a through 31a) <input type="checkbox"/>	32	126,231

Part IV List of Officers, Directors, Trustees, and Key Employees (list each one even if not compensated — see the instructions for Part IV)

Check if the organization used Schedule O to respond to any question in this Part IV.

(a) Name and title	(b) Average hours per week devoted to position	(c) Reportable compensation (Forms W-2/1099-MISC) (if not paid, enter -0-)	(d) Health benefits, contributions to employee benefit plans, and deferred compensation	(e) Estimated amount of other compensation
See Additional Data Table				

Part V Other Information (Note the Schedule A and personal benefit contract statement requirements in the

instructions for Part V) Check if the organization used Schedule O to respond to any question in this Part V

33 Did the organization engage in any significant activity not previously reported to the IRS? If "Yes," provide a detailed description of each activity in Schedule O
34 Were any significant changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the amended documents if they reflect a change to the organization's name
35a Did the organization have unrelated business gross income of \$1,000 or more during the year from business activities (such as those reported on lines 2, 6a, and 7a, among others)?
35b If "Yes," to line 35a, has the organization filed a Form 990-T for the year? If "No," provide an explanation in Schedule O
35c Was the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization subject to section 6033(e) notice, reporting, and proxy tax requirements during the year? If "Yes," complete Schedule C, Part III
36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N
37a Enter amount of political expenditures, direct or indirect, as described in the instructions
37b Did the organization file Form 1120-POL for this year?
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the tax year covered by this return?
38b If "Yes," complete Schedule L, Part II and enter the total amount involved
39 Section 501(c)(7) organizations Enter
39a Initiation fees and capital contributions included on line 9
39b Gross receipts, included on line 9, for public use of club facilities
40a Section 501(c)(3) organizations Enter amount of tax imposed on the organization during the year under section 4911, section 4912, section 4955
40b Section 501(c)(3) and 501(c)(4) organizations Did the organization engage in any section 4958 excess benefit transaction during the year, or did it engage in an excess benefit transaction in a prior year that has not been reported on any of its prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I
40c Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958
40d Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax on line 40c reimbursed by the organization
40e All organizations At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T
41 List the states with which a copy of this return is filed
42a The organization's books are in care of WESTLEY BYRNE Telephone no (843) 470-9088 Located at 30 PROFESSIONAL VILLAGE CR BEAUFORT, SC ZIP + 4 29907
42b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country
42c At any time during the calendar year, did the organization maintain an office outside the U S ? If "Yes," enter the name of the foreign country
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041? Check here and enter the amount of tax-exempt interest received or accrued during the tax year
44a Did the organization maintain any donor advised funds during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ
44b Did the organization operate one or more hospital facilities during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ
44c Did the organization receive any payments for indoor tanning services during the year?
44d If "Yes," to line 44c, has the organization filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O
45a Did the organization have a controlled entity within the meaning of section 512(b)(13)?
45b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," Form 990 and Schedule R may need to be completed instead of Form 990-EZ (see instructions)

	Yes	No
46		No

46 Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

Part VI Section 501(c)(3) organizations only

All section 501(c)(3) organizations must answer questions 47-49b and 52, and complete the tables for lines 50 and 51

Check if the organization used Schedule O to respond to any question in this Part VI

	Yes	No
47		No
48		No
49a		No
49b		

47 Did the organization engage in lobbying activities or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II

48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

49a Did the organization make any transfers to an exempt non-charitable related organization?

b If "Yes," was the related organization a section 527 organization?

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None "

(a) Name and title of each employee	(b) Average hours per week devoted to position	(c) Reportable compensation (Forms W-2/1099-MISC)	(d) Health benefits, contributions to employee benefit plans, and deferred compensation	(e) Estimated amount of other compensation
NONE				

f Total number of other employees paid over \$100,000

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None "

(a) Name and business address of each independent contractor	(b) Type of service	(c) Compensation
NONE		

d Total number of other independent contractors each receiving over \$100,000.

52 Did the organization complete Schedule A? **NOTE:** All Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A Yes No

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here *****
 Signature of officer _____ Date 2014-09-15
 WESTLEY BYRNE EXECUTIVE DIREC
 Type or print name and title _____

Paid Preparer Use Only
 Print/Type preparer's name Roger K Elliott CPA Preparer's signature _____ Date 2014-09-15 Check if self-employed PTIN P00550936
 Firm's name ▶ Roger K Elliott CPA PC Firm's EIN ▶ 20-3203746
 Firm's address ▶ 78 Sams Point Road Beaufort, SC 29907 Phone no (843) 470-8457

May the IRS discuss this return with the preparer shown above? See instructions Yes No

Additional Data

Software ID:

Software Version:

EIN: 26-0335357

Name: GOOD NEIGHBOR FREE MEDICAL CLINIC OF BEAUFORT

Form 990EZ, Part IV - List of Officers, Directors, Trustees, and Key Employees

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation	(E) Expense account and other allowances
WESTLEY BYRNE EXECUTIVE DIRECTOR	20 00	24,000	0	0
REV MARK AVERA BOARD MEMBER	1 00	0	0	0
MIKE GREEN BOARD MEMBER	1 00	0	0	0
JOHN W GRAY MD BOARD MEMBER	1 00	0	0	0
GINA JORDAN MD BOARD MEMBER	1 00	0	0	0
ABBY B MORRIS RPH BOARD MEMBER	1 00	0	0	0
RICHARD TOOMEY DHA BOARD MEMBER	1 00	0	0	0
DONNA ALTMAN TREASURER	2 00	0	0	0
CAROL WAGGONER EXECUTIVE DIRECTOR	20 00	24,000	0	0
WENDY NAGY JD BOARD MEMBER	1 00	0	0	0

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**
▶ **Information about Schedule A (Form 990 or 990-EZ) and its instructions is at**
www.irs.gov/form990.

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

GOOD NEIGHBOR FREE MEDICAL CLINIC OF BEAUFORT

Employer identification number

26-0335357

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)
- 8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)
- 10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h
 - a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii) A family member of a person described in (i) above?

(iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	
15 Public support percentage for 2012 Schedule A, Part II, line 14	15	
16a 33 1/3% support test—2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶		
b 33 1/3% support test—2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶		
17a 10%-facts-and-circumstances test—2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶		
b 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	42,159	114,390	108,804	145,949	176,663	587,965
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	42,159	114,390	108,804	145,949	176,663	587,965
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						587,965

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6	42,159	114,390	108,804	145,949	176,663	587,965
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources					1	1
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b					1	1
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)	42,159	114,390	108,804	145,949	176,664	587,966
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	100.000 %
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	0 %
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	

- 19a 33 1/3% support tests—2013.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- b 33 1/3% support tests—2012.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- 20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Part IV **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Return Reference

Explanation

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

**Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.**

▶ Attach to Form 990 or 990-EZ.

**▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at
www.irs.gov/form990.**

OMB No 1545-0047

2013

**Open to Public
Inspection**

Name of the organization
GOOD NEIGHBOR FREE MEDICAL CLINIC OF BEAUFORT

Employer identification number

26-0335357

990 Schedule O, Supplemental Information

Return Reference	Explanation
Description of other expenses Part I line 16	DESCRIPTION AMOUNT PATIENT CARE EXPENSES 4,737 INSURANCE 1,701 DUES 700 STAFF DEVELOPMENT 100
Description of total liabilities Part II line 26	CATEGORY BEGINNING OF YEAR END OF YEAR ACCOUNTS PAYABLE 1,307 0 PAYROLL LIABILITIES 1,979 0
Changes to governing documents Part V line 34	THE CLINIC HAS ADOPTED A MENDED AND RESTATED BY LAWS WHICH HAVE BEEN SIGNIFICANTLY SIMPLIFIED SEE ATTACHED PDF FILE

Line 33 Change in Activities

Good Neighbor Free Medical Clinic of Beaufort (the "Clinic") operates out of one location on Lady's Island in Beaufort County, SC. The Clinic offers high quality medical care free of charge to Beaufort County's uninsured adults ages 18-64 whose household incomes are no more than 200% of the Federal Poverty Level. Opportunity for prayer is offered as well, as patients may desire. The Clinic supports but does not impose religious values on its patients, staff members or volunteers. At the end of 2013, the Clinic staff included three paid positions: Executive Director, Clinical Manager and part-time Administrator. In addition to these paid positions, the Clinic staff includes 23 clinical volunteers (6 MDs, 15 RNs, 2 LPNs) and 26 non-clinical volunteers. In 2013, the Clinic served 610 patients, who made 1,778 visits to the Clinic's six volunteer physicians, as well as uncounted numbers of visits to other staff for medication assistance, education, and health care support.

The Clinic receives support from Beaufort Memorial Hospital, local churches, Beaufort County Human Services Alliance, corporate and private foundations, and individuals.

Line 34 Changes in Organizing and Governing Documents

Bylaws. The Clinic has adopted amended and restated Bylaws which have been significantly simplified. Among other changes, there are no longer any appointed, advisory or ex officio directors; members of the Board are elected to classified, three-year terms, with a requirement to rotate off the Board after two consecutive terms; and there are no standing committees.

The Clinic Bylaws in effect at the end of 2013 and on the date of this filing are set forth below:

BYLAWS
of
Good Neighbor Free Medical Clinic of Beaufort
a South Carolina nonprofit corporation

ARTICLE I – NAME

The name of this corporation shall be Good Neighbor Free Medical Clinic of Beaufort (the "Corporation").

ARTICLE II - PURPOSE, OFFICE AND REGISTERED AGENT

Section 2.1 Purpose. The purpose of the Corporation shall be to provide compassionate, skilled medical care, in the name of Jesus Christ, for members of the community who do not have health insurance coverage and who meet eligibility requirements established by the Board of Directors from time to time, and to do all things necessary or convenient, and not inconsistent with law, to further this goal. The purpose of the Corporation is exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). No part of the net income of the Corporation shall inure to the benefit of, or be distributed to, its 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 above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, and the Corporation shall not otherwise attempt to influence legislation. The Corporation shall not participate in, or intervene in, political campaigns on behalf of any candidate for public office.

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 Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

Section 2.2 Office. The Corporation shall maintain its Principal Office and Registered Office as required by the South Carolina Nonprofit Corporation Act of 1994, as amended (the "Act") in the City of Beaufort, State of South Carolina, or such other place as designated from time to time by the Board of Directors.

Section 2.3 Registered Agent. The Corporation shall maintain a Registered Agent as required by the Act who shall have a business office at the Corporation's Registered Office. The Registered Agent shall be designated by the Board of Directors from time to time to serve at its pleasure. In the absence of such designation, the Registered Agent shall be the Corporation's Secretary.

ARTICLE III - DIRECTORS

Section 3.1 Authority. The Board of Directors shall have ultimate authority over the conduct and management of the business and affairs of the Corporation, as provided by the Act.

Section 3.2 Qualifications. The Directors shall be individuals and, to the extent that it is reasonable and practicable, shall reflect the diversity of the Beaufort community.

Section 3.3 Number. The number of Directors shall be fixed by the Board of Directors from time to time, provided, however, that the number of Directors shall not be less than three (3).

Section 3.4 Election and Term. All Directors shall be elected by the Board of Directors at the annual Directors meeting of the Corporation. With the exception of the election of Directors at the 2013 annual meeting, each Director shall be elected on a staggered basis to serve for a three (3) year term and may serve no more than two (2) consecutive terms; however, this restriction may be waived by the Board of Directors, provided that a Board member is off the Board for a minimum of one (1) year before serving more than two consecutive terms.

Section 3.5 Resignation. A Director may resign at any time by delivering written notice to the Board of Directors, its Chair, or the Secretary. A resignation is effective when the notice is effective unless the notice specifies a later date.

Section 3.6 Removal. A Director may be removed only at a meeting called for the purpose of removing the Director and the meeting notice states that the purpose or one of the purposes of the meeting is the removal of the Director. Any Director may be removed from office without cause by a two-thirds (2/3) vote of the Directors then in office.

Section 3.7 Vacancies. The Board of Directors may by majority vote of the Directors then in office, regardless of whether such Directors constitute a quorum, elect a new Director to fill a vacancy on the Board of Directors, provided, however, that no person may be elected to fill a vacancy created by such person's removal from office pursuant to these Bylaws.

Section 3.8 Meetings. An annual meeting of the Board of Directors shall be called for the purpose of election of Directors, to be held at such time and place as may be specified in the notice of the meeting. The Board of Directors may by resolution provide for the holding of regular meetings without notice other than such resolution, provided, however, that the resolution shall fix the dates, times and places for these regular meetings and shall occur at least quarterly. Any business may be transacted at any annual or regular meeting of the Board of Directors except as otherwise provided by law. Special meetings of the Board of Directors may be called for any lawful purpose by the Chair or at least twenty percent (20) of the Directors then in office by providing written notice in accordance with the requirements of the Act.

Section 3.9 Quorum. Three (3) of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

Section 3.10 Action without Meeting. The Board of Directors may take action without a meeting by unanimous written consent in accordance with the Act.

Section 3.11 Compensation. Directors shall not receive compensation for serving as a member of the Board of Directors.

ARTICLE IV - OFFICERS

Section 4.1 Officers. The Officers of the Corporation shall consist of a Chair, Secretary, Treasurer, Executive Director, and such other officers as the Board of Directors may from time to time establish. All Officers shall be elected by the Directors at their annual meeting and shall serve until the next annual meeting or until their successors are duly elected and qualified. Only the Chair and Secretary are required to be Directors. A vacancy in any office shall be filled by the Directors. One person may hold two or more offices.

Section 4.2 Chair. The Chair shall preside at all meetings of the Directors. The Chair shall also perform the duties assigned to such office by the Act or as specified, from time to time, by the Board of Directors.

Section 4.3 Secretary. The Secretary shall be responsible for keeping records of Board actions including taking the minutes at Board meetings. The Secretary shall also perform the duties assigned to such office by the Act or as specified, from time to time, by the Board of Directors.

Section 4.4 Treasurer. The Treasurer shall keep safe custody of the Corporation's funds and maintain accurate books and records. The Treasurer shall also perform the duties assigned to such office by the Act or as specified, from time to time, by the Board of Directors.

Section 4.5 Executive Director. The Executive Director shall be the chief executive officer of the Corporation and, subject to the authority of the Board of Directors, shall manage the business and affairs of the Corporation. The Executive Director shall also perform such other duties and may exercise such other powers as specified, from time to time, by the Board of Directors.

ARTICLE V - INDEMNIFICATION

Section 5.1 Indemnification The Corporation shall indemnify, defend and hold harmless the Corporation's Officers and Directors to the fullest extent permitted by and in accordance with the Act. Such right of indemnification shall not be exclusive of any other right which such Directors, Officers or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, insurance, provision of law or otherwise, as well as their rights under the Act.

ARTICLE VI - RECORDS

Section 6.1 Forms of Records. When consistent with good business practices, any records of the Corporation may be maintained in other than written form if such other form is capable of reasonable preservation and conversion into written form within a reasonable time.

Section 6.2 Corporate Records. The Corporation shall keep as permanent written records a copy of the minutes of all meetings of its Board of Directors, a record of all actions taken by the Directors without a meeting, and a record of all actions taken by committees of the Board of Directors. The Corporation shall maintain appropriate accounting records. The Corporation shall maintain at its Principal Office its articles of incorporation and bylaws, including any amendments; a list of the names and business or home addresses of its current Directors and Officers, and the Corporation's most recent report of each type required to be filed by the Corporation with the South Carolina Secretary of State.

ARTICLE VII - AMENDMENTS

Section 7.1 Amendment to Bylaws These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of the Board of Directors then in office if the notice of such meeting states that the purpose or one of the purposes of the meeting is to consider an amendment to the Bylaws and is accompanied by a copy or summary of the proposed change or states the general nature of the change and is otherwise in compliance with the Act.

Conflict of Interest Policy. In connection with the certification of the Clinic by the South Carolina Free Clinic Association in 2013, the Clinic adopted a supplementary Conflict of Interest Policy, which is secondary to and consistent with the Conflict of Interest Policy filed with the Clinic's application on Form 1023 filed with the IRS.