

**FIFTH AMENDED BYLAWS
OF
COMMUNITY PHYSICIANS OF MAINE**

**SECTION 1
DEFINITIONS**

When used in these Bylaws, the terms defined below shall have the meaning specified:

The “Articles” shall mean the Articles of Incorporation of the Corporation including any and all amendments thereto, as then in effect.

The “Board” shall mean the Board of Directors of the Corporation

The “Bylaws” shall mean the Bylaws of Community Physicians of Maine, including any and all amendments thereto, as then in effect.

The “Corporation” shall mean Community Physicians of Maine, a nonprofit corporation organized under Title 13-B of the Revised Maine Statutes Annotated.

The “Corporation Act” or “Act” shall mean the Maine Nonprofit Corporation Act, Title 13-B of the Revised Maine Statutes Annotated, as then in effect.

The “State” shall mean the State of Maine.

SECTION 2

NAME, PURPOSE, CORPORATE OFFICES AND REGISTERED OFFICE AND AGENT

SECTION 2.1 Principal Office. The principal office of the Corporation shall be located at Portland, Maine or other such place as the Board may designate from time to time.

SECTION 2.2 Registered Office. The registered office of the Corporation shall be at Community Physicians of Maine, 443 Congress Street, 5th floor, Portland, Maine, 04101, or at such other address as the Clerk of the Corporation shall maintain.

SECTION 2.3 Other Offices. The Corporation may have other offices at such other places either within or without the State as the Board may determine or the business may require.

SECTION 2.4 Registered Agent. The registered agent for the Corporation shall be the Clerk of the Corporation whose business office shall be the same as the registered office of the corporation.

SECTION 2.5 Name. The name of the Corporation shall be the Community Physicians of Maine.

SECTION 2.6. Purpose. The Corporation is organized and shall be operated for any and all purposes permitted under the Corporation Act except to the extent excluded or limited by the Articles or these Bylaws.

SECTION 3 MEETINGS OF MEMBERS AND VOTING

SECTION 3.1 Annual Meetings. The Board each year shall call an annual meeting of members for the election of directors and transaction of any other proper business. Such meeting shall be held at 7:00 a.m. (or other such time as the Board shall determine) on the fourth Wednesday of October of each year, or another such date in October or November as the Board shall determine.

SECTION 3.2 Special Meetings. Except as otherwise provided by the Corporation Act, special meetings of members may be called only by the President, the Board or upon written request of members having one third or more of the votes entitled to be cast at such a meeting.

SECTION 3.3 Place of Meetings. All meetings shall be held at the registered office of the Corporation or at other such place within or without the State as the President or the Board shall designate.

SECTION 3.4 Notice of Meetings. Written notice of each annual or special meeting of members shall be delivered to each member of record entitled to vote at such meeting. Notice shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting. Such notice shall state the place, date, and hour of the meeting. In the case of a special meeting, or to the extent otherwise required by the Corporation Act, the Articles, or these Bylaws, such notice shall also state the purpose or purposes for which the meeting is called. Proper and adequate notice shall be deemed given and delivered: (i) if mailed, when deposited with postage prepaid in the United States mail, addressed to the member at his or her address as it appears on the membership record book of the Corporation, or at his or her or its residence or usual place of business; (ii) when sent to a member at his or her or its address as it appears on the membership

record book of the Corporation or at the residence or usual place of business of the member, by telegram, cable, facsimile transmission or equivalent means of communication; or (iii) when hand delivered to a member in person or to the member's address as it appears in the membership record book of the Corporation or to the member's residence or usual place of business. Notwithstanding any provision of these Bylaws, defects in the calling or notice of a meeting of members shall be deemed waived as follows: (i) to the extent any member signs a waiver of notice (neither the business transacted nor the purpose of the meeting need be specified in the waiver), in person or by proxy, either before or after the meeting (such signed waiver shall also constitute a waiver of formal call of the meeting), (ii) to the extent a member attends a meeting, in person or by proxy, shall of itself constitute waiver of notice and call, and of any defects therein, except when the member attends a meeting solely for the purpose of stating his objection, at the beginning of the meeting, to the transaction of any business on the ground that the meeting is not lawfully called or convened, or that insufficient notice thereof was given and/or (iii) in the case of specific items of business which the Act, the Articles or the Bylaws require to be specifically mentioned in the notice of meeting, attendance of a member at a meeting shall also constitute a waiver of such specific notice, and of any defect or deficiency therein, unless the member (x) states that his objection to the transaction of that item of business, on the ground of insufficiency of notice thereof, when the item of business is first brought before the meeting, and (y) refrains from voting on such item of business. Notice of an adjourned meeting need be given only if required by the Act.

SECTION 3.5 Record Date. For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or in order to make a determination of members for any other proper purpose, the Board shall fix, in advance, a record date for any such determination of members. Such date shall not in any case be more than fifty (50) days and, in the case of a meeting of members, not less than ten (10) full days, prior to the date on which the particular action requiring such determination of members is to be taken. If no record date is fixed for determination of members entitled to notice of or to vote at a meeting of members, the day next preceding the date on which notice of the meeting is mailed shall be the record date for determination of members. The determination as to whether or not the requirements and qualifications for membership have been, and/or are being, satisfactorily met (and whether or not a requirement or qualification relates to membership) so as to entitle a person to be notified of or to vote at any meeting of members or any adjournment thereof, and the determination of members or membership for any other proper purpose, shall be made by the Board (or a person duly authorized by the Board) in its (or his or her) sole discretion.

SECTION 3.6 Quorum, Voting. At each meeting of members, the attendance, in person or by proxy, of no less than 10% of the members shall constitute a quorum for the transaction of

business. Except as otherwise required by the Act, the Articles or the Bylaws, on matters that the Articles or the Bylaws permit a vote of members (if submitted to a vote of members) a majority of 10% of the votes entitled to be cast on a matter by the members present or represented by proxy at a meeting of members at which a quorum is present shall constitute the act and vote of the members. Each member shall be entitled to one vote on each matter that the Articles or Bylaws permit members to vote upon if such matter is submitted to a vote of members.

SECTION 3.7 Conduct of Meetings. Each meeting of members shall be presided over by the President or by a person designated by the President to act as chairman of the meeting. The Clerk or the Assistant Clerk shall act as secretary of each meeting of members. In the absence of the Clerk or the Assistant Clerk, the chairman of the meeting may appoint any person present to act as secretary of the meeting. The chairman of the meeting shall have discretion to set the order of business and rules of conduct of each meeting. The secretary of the meeting shall act as voting inspector and shall keep a record of all actions taken by the members at the meeting. Minutes of the meeting shall be filed with the Clerk or the Assistant Clerk as part of the corporate records.

SECTION 3.8 Proxies. Members may vote by proxy executed in writing by the member or by his or her duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Regarding election of directors by members, such elections may be conducted by mail if the Board so determines.

SECTION 3.9 Qualifications And Requirements Of Membership. In order to qualify for consideration to be a member, and to continue to be a member once elected to membership by the Board, a potential, and existing, member must satisfactorily meet and at all times continuously satisfy each of the following qualifications and requirements: (1) timely pay the initial membership contribution (if any) and any and all required membership contributions, assessments and/or dues as such may be established or required from time to time by the Board; (ii) all applicable qualifications and requirements for membership set forth in the Articles or Bylaws; (iii) is duly licensed through the holding of a valid certificate pursuant to Section 2581 or 3274 of Title 32 of the Maine Revised Statutes Annotated (relating to licensure as a physician or surgeon), or any successor provision, or is an oral surgeon who is duly licensed through the holding of a valid certificate pursuant to Section 1084 of Title 32 of the Maine Revised Statutes Annotated (or any successor provision); (iv) is a member in good standing of the medical staff of Maine Medical Center, or such other medical staffs of such other hospitals as may be designated by the Board for purposes of this qualification; (v) is a party to a valid, existing, and enforceable network participating physician agreement (after having first completed, executed and delivered to the Corporation such application documents as may be required by the Board, such as, but not

limited to, an application, a statement, a subscription agreement, and similar documents, all of which must be satisfactory and acceptable to the Board in its sole discretion) which has been executed by the Corporation, and is satisfactory and acceptable in all respects to the Corporation, as such may be amended from time to time, and/or such similar or other agreements or documents as the Board may, from time to time, require; (vi) to the extent the person is a partner, shareholder or member of a “group medical practice” (which, for these purposes, shall be defined to be a partnership, corporation or limited liability company through which the person performs the majority of his or her medical services as a physician), membership of that person in the Corporation shall be subject to the condition that the total number of physicians who are shareholders partners, or members in that group medical practice must also be members in the Corporation; (vii) effective 4/30/00, post graduate training of the type and duration necessary to qualify for certification in the primary care or sub-specialty category for which the member is applying by a board recognized by the American Board of Medical Specialties or by the American Osteopathic Association or any similar foreign specialty board that conducts comparable reviews of residency or fellowship training with examination to achieve certification; and (viii) such additional requirements and qualification (not directly inconsistent with the foregoing) as the Board (and only the Board) deems advisable in its sole discretion, (including without limitation a requirement that the member be resident within Maine within the meaning of the Securities and Exchange Commission Rule 147). The determination as to whether or not the requirements and qualifications for membership have been, and/or are being satisfactorily met shall be made by the Board (or a person duly authorized by the Board) in its (or his or her) sole discretion. The Board, and only the Board, may, in its sole discretion, waive, in writing, any and all of the terms, conditions, qualifications and/or requirements of membership, but only on an individual-by-individual basis, provided however, such waiver shall require an affirmative vote of three-fourths (3/4) of the Directors present in person at a Board meeting at which a quorum is present.

SECTION 3.10 Election of Members. An entity or person may only become a member if such proposed member: (a) satisfies the qualifications and requirements of membership (unless waived in writing by the Board, in its sole discretion, on an individual-by-individual basis, as set forth in the Articles and/or the Bylaws); and (b) the proposed member is elected by an affirmative vote of the Board. In addition, membership may be terminated as set forth in the Articles and/or the Bylaws.

SECTION 4 DIRECTORS

SECTION 4.1 General Powers. Except to the extent expressly reserved to the members by the Corporation Act, the Articles, or these Bylaws, the Board shall have full authority to manage and direct, and to delegate the management of, the business and affairs of the Corporation.

SECTION 4.2 Number; Classification. Unless otherwise provided by the Articles, the Board shall consist of a minimum of fifteen (15) directors and a maximum of twenty seven (27) directors, divided into Class I and Class II directors. All members shall be entitled to vote for both Class I and Class II directors.

SECTION 4.3 Election and Term. Except for the initial directors and the directors elected at the First Annual Meeting of Members, the directors shall be elected by the members to staggered two (2) year terms of office. At the first Annual Meeting of the members, Class I directors shall be elected for a term of two (2) years and Class II directors shall be elected for a term expiring, on the day of the Second Annual Meeting of members of the Corporation. Thereafter all Class I and Class II directors shall be elected for a term of two (2) years. Each director shall hold office until the expiration of the term for which he or she is elected and until his or her successor has been elected and qualified, or until his or her earlier resignation, removal from office, death, or incapacity. There shall be no limit on the number of terms a director may serve.

SECTION 4.4 Qualifications. Directors must be members of the Corporation. Directors shall be divided into two categories according to their principal areas of practice. So long as the Board consists of fifteen (15) to twenty seven (27) directors, the directors shall consist of a minimum of 45% Category A physicians, and a minimum of 40% Category B physicians. The remaining 15% of the Directors may be distributed in either category. The terms "Category A" and "Category B" shall have the meanings set forth in Section 10.6 below.

SECTION 4.5 Removal and Vacancies. At a special meeting of members called expressly for that purpose (plus any other appropriate purpose), the entire Board or any individual director may be removed, with or without cause, by a vote of the members. Vacancies in the Board, however created, shall be filled by a majority vote of the remaining directors then on the Board as set forth in the Bylaws so long as there is at least three (3) Category A Physicians and two (2) Category B Physicians then in office as directors. If the directors are unable to fill the vacancies (and only if the directors are unable to fill the vacancies), the vacancies may then be filled by a vote of the members at a meeting of members as provided in the Bylaws. Any director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor. Directors elected to fill a vacancy must meet the qualification requirements of Section 4.4 above, including requirements as to category of practice.

SECTION 4.6 Meetings and Notice. An annual meeting of the Board may be held at the place of and immediately following the annual meeting of members, and no notice of such meeting is required. If an annual meeting of the Board is not held immediately following the annual meeting of members, it may held at any other such time set by the President or the Board and notice of the place, date and hour of such annual meeting shall be delivered to each director. Other regular meetings of the Board may be held without notice at such place, date and hour as the Board may fix by resolution. Special meetings of the Board may be called by the President, any two (2) directors or other such persons as are specifically permitted by the Corporation Act to call special meetings of directors. Notice of the place, date and hour of each special meeting shall be delivered to each director. Proper and adequate notice shall be deemed given and delivered: (i) if mailed, when deposited with postage prepaid in the United States mail, addressed to the director's address as contained in the record book of the Corporation, or at his or her residence or usual place of business, at least three (3) business days before the meeting; (ii) when sent to him or her at the director's address as it appears in the record books of the Corporation, or his or her residence or usual place of business at least twenty-four (24) hours before the meeting by telegram, cable, facsimile transmission or equivalent means of communication; or (iii) delivered to the director in person (orally or in writing) or hand delivered to the director's address as it appears in the record books of the Corporation, or at his or her address or usual place of business at least twenty-four (24) hours before the meeting. Except as otherwise expressly required by the Act, the Articles, or these Bylaws, notices of meetings need not describe the purposes of or business to be transacted at the meeting. Notice of any meeting of the Board need not be given to any director who is present at such meeting (except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened) or who signs a written waiver of notice, either before or after the meeting. Notice of adjournment of any meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting. In addition, defects in the calling or notice of a meeting of directors shall also be deemed waived as provided in the Act.

SECTION 4.7 Quorum; Voting. At each meeting of the Board, the presence in person at such meeting of a simple majority of the directors then in office (without regard to categories of practice) shall constitute a quorum for the transaction of business. A simple majority of the Directors present is required to act on operational issues. For votes related to the corporation's budget, bylaws (where allowed), approval of strategic plans, or contracting, sixty seven percent (67%) of the Board of Directors with Fifty percent (50%) of each category are needed to approve the action.

SECTION 4.8 Conduct of Meetings. The Board may designate a chairman to preside at meetings of directors and may otherwise adopt rules governing the conduct of such meetings. At

each such meeting the Clerk or the Assistant Clerk (or, in the absence of the Clerk or the Assistant Clerk, another person designated by the chairman of the meeting) shall keep minutes of all actions taken by the directors. Such minutes shall be filed with the Clerk or Assistant Clerk as part of the corporate records.

SECTION 4.9 Committees. By resolution adopted by a majority of the full Board of Directors, the Board may designate from among its members an executive committee consisting of two (2) or more directors. The Board may delegate to any such executive committee all or any portion of the authority of the Board, except to the extent prohibited by the Corporation Act. By resolution adopted by a majority of the directors then in office, the Board may designate such other committees as the Board deems necessary, which committees may consist of either members of the Board or other persons as designated in the Bylaws or resolution authorizing that committee, and may delegate to such committee or committees such authority as is permitted by the Corporation Act. Each committee shall keep regular minutes of its meetings and shall report its actions to the Board when so requested.

SECTION 4.10 Telephonic Meetings. Members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

SECTION 4.11 Consent of Directors. Any action required or permitted to be taken at a meeting of the Board or of any committee thereof may be taken without a meeting if written consents, setting forth the action taken or to be taken, are signed (at any time before or after the intended effective date of such action) by all members of the Board or committee, as the case may be. Such consents shall be filed with the minutes of directors' meetings or committee meetings, as the case may be, and shall have the same effect as a unanimous vote.

SECTION 4.12 Resignation of Directors. A director may resign at any time in his or her sole discretion, upon the delivery of a written resignation to the President of the Corporation or to any director of the Board. A director shall also be deemed to have irrevocably requested resignation from the Board upon the occurrence of any one of the following events: (i) the death or incapacity of the director; (ii) the failure of the director to attend in person at least two thirds (2/3) of the Board meetings in any six-month period; or (iii) the failure of the Director to be a member of the Corporation and to hold a provider contract. The Board may vote to accept or reject, in its sole discretion, such "deemed resignation request." The members shall not have the

right to vote on a resignation (or a deemed resignation request) of any director. Upon the delivery of a written resignation, or upon the occurrence of a vote by the Board to accept a "deemed resignation request", the vacancy shall be filled as set forth in the Bylaws and/or the Articles.

SECTION 5 OFFICERS AND OTHER PERSONS

SECTION 5.1 Officers and Other Persons. The Board shall elect from among its members a President, a Treasurer, and other such officers (which may or may not be members) as the Board from time to time deems appropriate. The Board shall also from time to time designate a Clerk and Assistant Clerk, who need not be selected from among members of the Board. Any two or more offices may be held by the same person.

SECTION 5.2 Term of Office; Removal. Officers shall be elected annually by the Board and shall hold office until the next annual meeting of the Board and until their successors are chosen and have qualified, or until their earlier resignation or removal from office. All officers serve at the pleasure of the Board and may be removed at any time by the Board, with or without cause. Removal from office, however effected, shall not prejudice the contract rights, if any, of the officer removed, nor shall election or appointment of an officer of itself create contract rights.

SECTION 5.3 Resignations. Any officer may resign by giving written notice to the President or Clerk. Unless otherwise specified therein, a resignation shall take effect upon receipt of such notice, and the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5.4 Vacancies. A vacancy in any office, however occurring, shall be filled in the manner prescribed by these Bylaws for regular election to such office.

SECTION 5.5 Powers and Duties. Except as hereinafter provided and subject to the control of the Board, each officer shall have such powers and duties as are customarily incident to his or her office or as the Board may otherwise prescribe.

(a) President. The President shall be the chief executive officer of the Corporation, shall preside at all meetings of members and (unless the Board shall have otherwise appointed a chairman) all meetings of the Board, shall supervise and direct all officers of the Corporation, shall have such authority and responsibility, if any, as granted in Section VI of these Bylaws and

shall see that all orders and resolutions of the Board are carried into effect. The President shall have authority to institute or defend legal proceedings whenever the directors or members are deadlocked.

(b) Vice President. The Board may elect one or more Vice Presidents who shall have such powers and duties as the Board shall designate. In the absence or disability of the President, the Vice President (or, in case there shall be more than one, the Vice Presidents in such order as the Board shall designate) shall perform the duties and exercise the powers of the President.

(c) Treasurer. The Treasurer shall have charge of, and be responsible for, all funds and securities of the Corporation, shall maintain full and accurate accounts of the Corporation's disbursements and receipts, shall report to the Board from time to time on the financial condition of the Corporation, shall have such authority and responsibility (if any) as is provided in Section VII of the Bylaws and shall otherwise exercise the powers and perform the duties incident to the office of Treasurer. The Treasurer may certify or attest documents executed on behalf of the Corporation.

(d) Clerk and Assistant Clerk. As required by the Corporation Act, the Corporation shall have and continuously maintain a Clerk, who shall be a resident of the State. The Board may also appoint an Assistant Clerk. The office of Clerk and Assistant Clerk shall be ministerial in nature, and the Clerk and the Assistant Clerk, in their capacities as such, shall have no authority to engage in any policymaking function on behalf of the Corporation, or to enter into contracts or incur debts on behalf of the Corporation. The Clerk or the Assistant Clerk (or such other person as either may designate), or both, may attend meetings of the members or directors and keep minutes of such proceedings. The Clerk and/or the Assistant Clerk (or such other person as either may designate) may give, or cause to be given, all required notices of meetings of members and directors of the Corporation. The Clerk shall also keep the membership books and records, and shall perform such other duties as are expressly prescribed by law. The Clerk and/or the Assistant Clerk (or such other person as either may designate) may certify all votes, resolutions and actions of the members, the Board and the committees of the Board, and may attest all documents executed on behalf of the Corporation.

SECTION 5.6 Compensation. The Board or a duly authorized committee thereof may fix the compensation of each officer. In the event that compensation paid to an officer is disallowed in whole or in part as a deductible expense by the Corporation for federal income tax purposes, the Board may require the officer to reimburse such payment to the Corporation to the full extent of the disallowance.

SECTION 6 INDEMNIFICATION

SECTION 6.1 Indemnification of Directors and Officers. To the fullest extent permitted by the laws of the State of Maine as they may now or hereinafter exist, the Corporation shall in all cases indemnify any existing or former director or officer of the Corporation who was or is a party (or is threatened to be made a party) to any threatened or pending action, suit, or other proceeding by reason of the fact that he or she is or was a director or officer of the Corporation (or is or was serving at the request of the Board as a director, officer, trustee, partner, fiduciary, employee or agent of another entity), or by reason of his or her conduct in any such capacity, against expenses (including, without limitation, costs of investigation and attorneys' fees, judgments, fines, penalties, and amounts paid in settlement) actually and reasonably incurred by him or her in connection with such action, suit and/or proceeding.

SECTION 6.2 Indemnification of Employees and Agents. The Corporation may (but except as provided in Section 6.1 above shall not be required to) indemnify any other person who was or is a party (or is threatened to be made a party) to any threatened or pending action, suit, or other proceeding by reason of the fact that he or she is or was an employee or agent of the Corporation (or is or was serving at the request of the Corporation as a director, officer, employee, partner, fiduciary, or agent of another entity), or by reason of his or her conduct in any such capacity, against expenses actually and reasonably incurred by him or her in connection with such action, suit and/or proceeding. Such indemnification shall be subject to any restrictions imposed by applicable law or by the Board in its discretion.

SECTION 6.3 Advance Payment of Expenses. (a) Expenses reasonably incurred by a director or officer of the Corporation in connection with any action, suit, or proceeding referred to in Section 6.1 above shall promptly be reimbursed by the Corporation even in advance of the final disposition of that action, suit, or proceeding.

(b) The Board may, in its discretion and on such conditions as it deems appropriate, authorize the Corporation to pay or reimburse costs of investigation, attorneys' fees, and other expenses incurred by any other person entitled to reimbursement under this Section, even in advance of the proceeding in question.

(c) Notwithstanding subsections (a) and (b) above, no advance payment of expenses shall be made unless the person being indemnified has provided the Corporation with a written undertaking as described in 13-B M.R.S.A. Section 714(4).

SECTION 6.4 Nonexclusive Remedy; Benefit. The rights provided by this Section shall not be deemed exclusive of any other right of indemnification or payment provided by contract, the Articles, vote of members or directors, or otherwise. Any right of indemnity or payment arising under this Section shall continue as to a person who has ceased to hold the office or position in which such right arose; shall inure to the benefit of his or her heirs, executors, and administrators; and shall survive any subsequent amendment of this Section.

SECTION 7 CONTRACTS, BANK ACCOUNTS, ETC.

SECTION 7.1 Execution of Documents. Except as limited by law, the Articles, or these Bylaws, and unless otherwise expressly provided by any resolution of the Board, the President (or such other person as the President or the Board may designate), acting singly, shall have authority to execute and deliver, in the name and on behalf of the Corporation, any contract, bill, note, check, deed, mortgage, bill of sale, or other instrument.

SECTION 7.2 Bank Accounts. Unless otherwise expressly provided by any resolution of the Board, the President or Treasurer (or such other person as either of them or the Board may designate), acting singly, may open, close, and maintain deposit, checking, money market, and similar accounts with banks, trust companies, and other depositories in the name of the Corporation and may purchase and sell certificates of deposit and similar instruments on behalf of the Corporation. The Board may make such special rules and regulations with respect to such activities as it deems expedient.

SECTION 7.3 Authority to Vote Shares. Unless otherwise provided by resolution of the Board, the President and the Treasurer (in that order) shall have authority to vote (either in person or by proxy) any shares of other corporations standing in the name of the Corporation.

SECTION 8 NO CAPITAL STOCK; MEMBERSHIP INTERESTS; TERMINATION OF MEMBERSHIP; CONTRIBUTIONS, ASSESSMENTS AND DUES; CORPORATE INCOME AND PROFIT; PAYMENT ON DISSOLUTION; AND RESIGNATION FROM MEMBERSHIP

SECTION 8.1 No Issuance of Shares. The Corporation shall not have or issue shares of stock.

SECTION 8.2 Contributions, Assessments and Dues. In order to become a member of the Corporation, a person must satisfy all requirements and qualifications set forth in the Articles and the Bylaws. If so determined by the Board in its sole discretion, one qualification for membership may be the payment of an initial membership contribution, the amount or amounts of which shall be set by the Board in its sole discretion, and such contribution may be, in the sole discretion of the Board, a different amount for different types of physicians. In addition, the Board may assess and charge each member, from time to time, such dues, contributions and assessments as appropriate and necessary for the Corporation to effectively and appropriately operate and conduct its business consistent with the Bylaws and the Articles.

SECTION 8.2 Membership Interests. Each member shall may receive (but shall not be entitled to receive) a certificate evidencing membership in the Corporation. No certificate shall be issued for any membership until all qualifications and requirements for membership are duly satisfied. Each such certificate shall be signed in the name of the Corporation by any two officers of the Corporation. Membership certificates of the Corporation shall be nontransferable and shall bear such legends, if any, as the Clerk or President shall consider appropriate to reflect applicable restrictions.

SECTION 8.4 Termination of Membership. To the extent any member violates or fails to satisfy any of the requirements and/or qualifications set forth in the Bylaws, the Articles, and/or as may be established by the Board, relating to membership in the Corporation, the Board may, in its sole discretion, terminate the membership of such person in the Corporation, and upon termination said person shall not be entitled to nor receive a refund and/or return of any initial membership contribution, and/or any other contribution, assessment and/or due paid by said member to the Corporation, unless the Board, in its sole discretion, approves any such refund or return. The determination as to whether a member has violated or failed to satisfy any of the requirements or qualifications relating to membership in the Corporation (and whether or not any such qualification or requirement relates to membership) shall be made by the Board (or a person duly authorized by the Board) in its (or his or her) sole discretion.

SECTION 8.5 Corporation Income and Profit. No dividend shall be paid and no part of the income or profit of the Corporation shall be distributed by the Corporation to its members, directors or officers; provided however, that the Corporation may pay compensation in a reasonable amount to its members, directors, or officers for services rendered, and may confer

benefits upon its members in conformity with its purposes, and no such payment or benefit shall be deemed to be a dividend or a distribution of income or profit.

SECTION 8.6 Payment on Dissolution. Upon the dissolution or winding up of the affairs of the Corporation (whether voluntary or involuntary), to the extent permitted by the laws of the State of Maine as they may now or hereinafter exist, the assets and property of the Corporation then remaining after all debts, liabilities and obligations of the Corporation have been paid and discharged, or adequate provision has been made therefor, shall be distributed, transferred, conveyed, and/or paid over to such persons and/or entities, and in such amounts, as the Board may determine, in its sole discretion.

SECTION 8.7 Resignation of Membership. A member, at any time, may resign from membership in the Corporation by delivering a written notice of resignation to the Corporation. Proper and adequate notice of such resignation must be sent by certified U.S. Mail, return receipt requested, postage prepaid, addressed to the Corporation at its then current and usual place of business, and it shall be deemed given, effective, and delivered only upon actual receipt by the Corporation. The member shall be liable for all obligations and liabilities of membership which had occurred or accrued prior to the effective date of such resignation. The Corporation shall reserve the right, in its sole discretion, upon such resignation, to terminate (or not to terminate) any agreement between such member and the Corporation, including but not limited to, any provider services agreement of any kind.

SECTION 9 FURTHER RESTRICTIONS ON MEMBERSHIP AND NON-TRANSFERABILITY THEREOF

SECTION 9.1 Membership Restricted. Only persons satisfying all requirements and qualifications set forth in the Bylaws, the Articles and/or as may be established by the Board, may be qualified to be and continue to be members in the Corporation (except to the extent waived, in writing, by the Board, as set forth in the Bylaws or the Articles). Except as specifically authorized by vote of the Board prior to an issuance, no person may hold more than one membership in the Corporation. No member may pledge or hypothecate membership to another person, whether or not such person is a member. No person may become a member unless elected by an affirmative vote of the Board.

SECTION 9.2 Prohibition Against Transfer of Membership. Membership shall not be transferable and no member shall have right or ability to transfer his or her membership in the Corporation. For purposes of this section, the term "transfer" means any transfer, whether

outright or as security, inter vivos or testamentary, with or without consideration, voluntary or involuntary, of all or any part of any right, title, or interest (including, without limitation voting rights or liquidation proceeds) in or to any memberships, other than (where permitted by law) a transfer of voting rights by delivery of revocable proxy. The provisions of this Section shall be applicable to any attempted transfer of a membership interest in the Corporation.

SECTION 10 GENERAL PROVISIONS

SECTION 10.1 Fiscal Year. The fiscal year of the Corporation shall end on December 31 of each year, except as otherwise fixed by resolution of the Board.

SECTION 10.2 Corporate Seal. The Corporation may have a seal in such form as the Board or the Clerk may approve. Whenever it is inconvenient to use the corporate seal, a facsimile thereof may be used. Any officer of the Corporation shall have authority to affix the corporate seal, and it may be attested by his or her signature.

SECTION 10.3 Facsimile Signatures. Facsimile signatures of any officer of the Corporation may be used whenever authorized by the Board or the President. The Corporation may rely upon the facsimile signature of any person if delivered by or on behalf of such person in a manner evidencing an intention to permit such reliance.

SECTION 10.4 Inspection of Records. Except as otherwise required by law, the Board shall have authority to determine the extent to which, and the manner in which, books and records of account, minutes of meetings, member lists, and other documents of the Corporation shall be open to inspection by members. Any such right of inspection shall be subject to such reasonable confidentiality restrictions as the Board deems appropriate to protect the Corporation and its business.

SECTION 10.5 Amendment of Bylaws. These Bylaws may be amended or repealed, and new Bylaws may be adopted, only by the Board except as expressly provided below or in the Articles. For any meeting at which Bylaws are to be adopted, amended, or repealed, specific notice of such proposed action shall be given, either setting out the text of the proposed new or amended Bylaw, the Bylaw to be repealed, or summarizing the changes to be enacted by such adoption, amendment, or repeal.

Notwithstanding any Provision herein to the contrary, only the members (at a members meeting) may: (i) amend or repeal Section 4.2 (Number; Classification of Directors), Section 4.3 (Election and Term of Directors), Section 4.4 (Qualifications of Directors), Section 4.5 (Removal

and Vacancies of Directors), Section 4.7 (Quorum and Voting of Board), Section 3.9 (Qualifications and Requirements of membership in Corporation), or Section 10.6 (Categories of Physicians) of these Bylaws; (ii) amend or repeal this Section 10.5; (iii) adopt provisions of the Bylaws that would have the effect of amending or repealing the Sections of the Bylaws enumerated above in Section 10.5 (i) and (ii); or (iv) adopt provisions of the Bylaws that would alter the vote otherwise required for any action of the Board or the members.

SECTION 10.6 Categories of Physicians. For purposes of these Bylaws, (i) the term Category A physician shall mean a pediatrician, internist, or family practice physician who devotes a majority of his or her practice to providing primary care services to patients, (ii) the term Category B physician shall mean any physician other than a Category A physician. For these purposes, a physician who provides primary care services is one who offers treatment or diagnosis of a patient's undifferentiated medical and health care needs, takes continuing responsibility for providing care to the patient, and otherwise serves as the entry point for substantially all of the patient's medical and health care needs regardless of problem origin, organ system, or diagnosis. The Board shall have discretion to determine the appropriate category for a particular physician.

SECTION 10.7 Interpretation. Headings and captions used herein are inserted for convenience only and shall not be used to construe the scope or content of any provision. Whenever used herein, the masculine gender shall include the feminine and neuter genders, as the context requires. In the case of any conflict between the provisions of the Articles and these Bylaws, the Articles shall control. In the case of any ambiguity or other question concerning interpretation of these Bylaws, the good faith interpretation of the Board shall be binding on the Corporation and its members.