

MINUTES OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF

OEMR

A NORTH CAROLINA NON PROFIT CORPORATION

Time and Place. The Board of Directors OEMR held a special meeting at 3:50 p.m. on February 10, 2011, at 7850 Parkwood Dr., #A7, Houston, Texas, 77036.

Attendance. The following directors of the Corporation were present and participated in person or by telephone:

Ron F. Bearden
David Herman, Jr.
Tony McCormick
Gregory W. Neuman
Sena Palanisami

Presiding Officers and Quorum. Ron F. Bearden called the meeting to order and acted as Chair of the meeting and Gregory W. Neuman acted as Secretary. The Chair announced that a quorum was present, and that the meeting, having been duly convened, was ready to proceed with its business.

Election of Additional Directors. The Chairman presented to the meeting the nominating letter which lists one additional nominee and the reason for their nomination to this Board. The Secretary also informed the meeting that Article VI, Section 11 of the Bylaws requires that any nominations to the Board and a letter stating why the individuals were nominated, be distributed at least one week prior to the meeting when the vote will take place. On motion duly made, seconded and unanimously carried, it was

RESOLVED, that the following person is elected as a new director of the Corporation until his successor is duly elected and qualified:

Dr. Sam Bowen

FURTHER RESOLVED, that the requirement of Article VI, Section 11 of the bylaws that requires the nomination list be distributed at least one week prior to the meeting when the vote will take place is hereby waived on this occasion.

5. Election of Officers. The Chairman informed the meeting that additional officers and/or changes to the current officers were required. The following directors were nominated to the office set forth next to their name:

Dr. Sam Bowen	Executive Director
Tony McCormick	Secretary
Gregory W. Neuman	Treasurer

On motion duly made, seconded and unanimously carried, it was

RESOLVED, that the above persons be, and hereby are elected to the office set forth next to their name until their successors are duly elected and qualified.

FURTHER RESOLVED, that the following director will remain an officer until his successor is elected and qualified:

Ron F. Bearden	Chair
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6. Membership The new Secretary informed the meeting that it was necessary to create different levels for Membership in the Company. The Board proposed three levels of membership as described below. Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the following levels of membership be, and hereby are, formed:

Basic Membership (\$100/year)-one vote per member to elect the Board of Directors

Enhanced Membership (\$500/year) – includes all privileges of basic Membership plus a Certified copy of Open EMR software.

Corporate Membership (\$1,000/year) – includes all privileges of Enhanced Membership plus recognition on the Company website and the ability to purchase additional Certified copies of Open EMR software for \$500 per copy.

FURTHER RESOLVED, that the Officers of the Company are granted authority to take any actions required to create and implement the newly formed Membership levels.

7. Corporate Counsel. The new Secretary informed the meeting that it was necessary to elect a corporate counsel to handle the legal matters of the Company. Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that The Neuman Law Firm be, and hereby is, named as corporate counsel for the Company.

8. Corporate Accountant. The new Secretary informed the meeting that it was necessary to elect a corporate accountant to handle accounting matters of the Company. Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that David Herman, Jr., be, and hereby is, named as corporate accountant for the Company.

9. Adjournment. There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.



Secretary

Date 2/15/2011