

**Internal Revenue Service
District Director**

Department of the Treasury

Cincinnati, OH 45201

Date: March 26, 1999

**The ABIM Foundation
% Henry F. Strozeski
510 Walnut St. Ste. 1700
Philadelphia, PA 19106-3619**

**Person to Contact:
Cheryl Skaggs 31-04010
Customer Service Representative
Telephone Number:
877-829-5500
Fax Number:
513-684-5936
Federal Identification Number:
00-0000101**

Dear Sir or Madam:

This letter is in response to a letter dated March 1, 1999, from Deborah Zateeny requesting a name change and a copy of your organization's determination letter. We have changed the name as shown above per the Amended and Restated Articles of Incorporation filed with the State of Pennsylvania on January 20, 1999. This letter will take the place of the copy you requested.

Our records indicate that a determination letter issued in June 1990, granted your organization exemption from federal income tax under section 501(c)(3) of the Internal Revenue Code. That letter is still in effect.

Based on information subsequently submitted, we classified your organization as one that is not a private foundation within the meaning of section 509(a) of the Code because it is an organization described in section 509(a)(3).

This classification was based on the assumption that your organization's operations would continue as stated in the application. If your organization's sources of support, or its character, method of operations, or purposes have changed, please let us know so we can consider the effect of the change on the exempt status and foundation status of your organization.

Your organization is required to file Form 990, Return of Organization Exempt from Income Tax, only if its gross receipts each year are normally more than \$25,000. If a return is required, it must be filed by the 15th day of the fifth month after the end of the organization's annual accounting period. The law imposes a penalty of \$20 a day, up to a maximum of \$10,000, when a return is filed late, unless there is reasonable cause for the delay.

All exempt organizations (unless specifically excluded) are liable for taxes under the Federal Insurance Contributions Act (social security taxes) on remuneration of \$100 or more paid to each employee during a calendar year. Your organization is not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

The ABIM Foundation
23-2585181

Organizations that are not private foundations are not subject to the excise taxes under Chapter 42 of the Code. However, these organizations are not automatically exempt from other federal excise taxes.

Donors may deduct contributions to your organization as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to your organization or for its use are deductible for federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

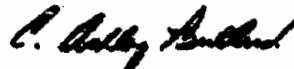
Your organization is not required to file federal income tax returns unless it is subject to the tax on unrelated business income under section 511 of the Code. If your organization is subject to this tax, it must file an income tax return on the Form 990-T, Exempt Organization Business Income Tax Return. In this letter, we are not determining whether any of your organization's present or proposed activities are unrelated trade or business as defined in section 513 of the Code. .

Because this letter could help resolve any questions about your organization's exempt status and foundation status, you should keep it with the organization's permanent records.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

This letter affirms your organization's exempt status.

Sincerely,



C. Ashley Bullard
District Director

BALLARD SPAHR ANDREWS & INGERSOLL, LLP

1735 MARKET STREET, 51st FLOOR
PHILADELPHIA, PENNSYLVANIA 19103-7599
215-665-6500
FAX: 215-664-8999
LAWYERS@BALLARDSPAHR.COM

BALTIMORE, MD
CAMDEN, NJ
DENVER, CO
SALT LAKE CITY, UT
WASHINGTON, DC

DEBORAH J. ZATTEENY
DIRECT DIAL: 215-664-8324
ZATTEENY@BALLARDSPAHR.COM

March 1, 1999

CERTIFIED MAIL NO. P 967 113 247
RETURN RECEIPT REQUESTED

Internal Revenue Service
Attn: Customer Service
EP/EO Division
Room 4010
550 Main Street
Cincinnati, OH 45202

EP/EO Customer Service
RECEIVED

MAR 09 1999

Internal Revenue Service
Cincinnati, Ohio

RECEIVED

MAR 03 1999

Processing Branch - 11

CERTIFIED MAIL NO. P 967 113 248
RETURN RECEIPT REQUESTED

Internal Revenue Service Center
Attn: Entity Control
Philadelphia, PA 19255

Re: **The American Board of Internal Medicine Foundation**
now known as The ABIM Foundation
EIN: 23-2585181; ND
Request for Determination Letter to Reflect Name Change

Dear Sir or Madam:

I am writing in regard to the above-referenced organization. Enclosed is a photocopy of an executed Form 2848, Power of Attorney, authorizing me to correspond with you with respect to The American Board of Internal Medicine Foundation now known as The ABIM Foundation.

The American Board of Internal Medicine Foundation is a Pennsylvania nonprofit corporation described in section 501(c)(3) of the Internal Revenue Code. The Internal Revenue Service issued an exemption determination letter dated June 23, 1990 (copy enclosed). Pursuant

Internal Revenue Service
March 1, 1999
Page 2

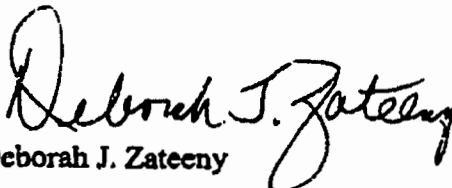
to Articles of Amendment filed January 20, 1999 (copy enclosed), The American Board of Internal Medicine Foundation changed its name to The ABIM Foundation.

Could you please assist us with the following requests:

1. the reissuance of the 501(c)(3) determination letter for The American Board of Internal Medicine Foundation in its new name, The ABIM Foundation;
2. the correction of Publication 78, to change the name of The American Board of Internal Medicine Foundation to The ABIM Foundation; and
3. the change to your records, especially computer-generated notices and forms such as Form 990 and Form 941, to change the name of The American Board of Internal Medicine Foundation to The ABIM Foundation.

If you require any additional information, please do not hesitate to contact me.

Sincerely yours,


Deborah J. Zateeny

DJZ/seh
enc.

cc: Lynn O. Langdon (w/o enc.)
Robert McL. Boote (w/o enc.)

9905-- 253

JAN 20 1999

Microfilm Number _____

Filed with the Department of State on _____

Entry Number 153129

Kim Dingerjahn
Secretary of the Commonwealth *JK*

ACTING

ARTICLES OF AMENDMENT-DOMESTIC NONPROFIT CORPORATION
DSCB: 15-5915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 5915 (relating to articles of amendment), the undersigned nonprofit corporation, desiring to amend its articles, hereby states that:

1. The name of the corporation is: The American Board of Internal Medicine Foundation

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue in the Department in which the corporation is registered (the following information is common to all records of the Department):

(a) 3624 Market Street Philadelphia Pennsylvania 19104-2675 Philadelphia
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Pennsylvania Nonprofit Corporation Law of 1988, as amended

4. The date of its incorporation is: October 17, 1989

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.
 The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

The amendment was adopted by the members (or shareholders) pursuant to 15 Pa.C.S. § 5914(a).
 The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 5914(b).

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

JAN 20 99
PHL A 183646 V 1

PA Dept. of State

0103 0005

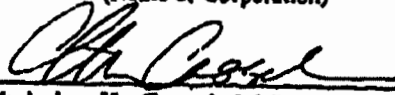
8. (Check, if the amendment restates the Articles):

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

WITNESSETH that the undersigned, being duly authorized officers of the above named corporation, do hereby certify that the foregoing is a true and correct copy of the Articles of Incorporation as amended to be signed by a duly authorized officer thereof this 19th day of January, 1999.

**THE AMERICAN BOARD OF INTERNAL
MEDICINE FOUNDATION**

(Name of Corporation)

BY: 
Christine K. Cassel, M.D.

TITLE: Chair

EXHIBIT A

COMMONWEALTH OF PENNSYLVANIA
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE ABIM FOUNDATION
A DOMESTIC NONPROFIT CORPORATION

In compliance with the requirements of 15 Pa. C.S.A. § 5306 (relating to articles of incorporation):

FIRST: The name of the Corporation is:

The ABIM Foundation

SECOND: The address of the registered office of the Corporation in the

Commonwealth of Pennsylvania is 510 Walnut Street, Suite 1700, Philadelphia, PA 19106-3699.

The county of venue is Philadelphia County.

THIRD: (a) The Corporation is incorporated under the Pennsylvania Nonprofit Corporation Law of 1988 (as amended) exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law (the "Code"), for the benefit of, to perform the functions of, and to carry out the purposes of, The American Board of Internal Medicine, an Iowa non-profit corporation ("ABIM"), and any other organization operating in the United States or its territories or possessions, fostering education and/or research in internal medicine, or educational testing, so long as such "supported organization" (including ABIM) is an organization described in Section 501(c)(3), and Section

509(a)(1) or Section 509(a)(2), of the Code. Any "supported organization" meeting the foregoing requirements shall be referred to herein as a "Qualified Organization.") The Corporation may make contributions to and otherwise engage in activities supporting any Qualified Organization. The Corporation shall be only operated, supervised, or controlled by or in connection with any Qualified Organization within the meaning of Section 509(a)(3) of the Code. The Corporation shall not be controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more Code Section 509(c)(1) or (2) organizations within the meaning of Section 509(a)(3)(C) of the Code.

(b) To carry out and effectuate its purposes, the Members of this Corporation shall consist of: the President/CEO of the Corporation; the Chairman of The American Board of Internal Medicine, an Iowa nonprofit corporation ("ABIM"); the Immediate Past Chairman of ABIM; four individuals approved by ABIM; two individuals approved by The Institute For Clinical Evaluation, a Pennsylvania nonprofit corporation ("ICE"); and three additional individuals elected by the Board of Trustees. The Members shall be referred to hereinafter as "Trustees".

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from Federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, (2) by a corporation contributions to which are deductible under Section 170(a) of the Code as being to an organization referred to in Section 170(c)(2) of the Code, or (3) by a corporation which is not a private foundation because it is described in Section 509(a)(3) of the Code.

FOURTH: In furtherance of the purposes set forth in Article THIRD above, the Corporation shall have all of the powers created by law, so long as they are consistent with requirements of Section 501(c)(3) of the Code, including but not limited to the power to accept gifts, grants, devises, bequests of funds, or any other property from any public or governmental bodies and any private persons who shall include, but not be limited to, private and public foundations, corporations and individuals.

FIFTH: The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Trustees, Members, 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.

SIXTH: Except as otherwise provided by Section 501(h) of the Code, no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. 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.

SEVENTH: The Corporation shall be organized upon a non-stock basis.

EIGHTH: Notwithstanding any other provisions in these Articles, at all times when the Corporation is a private foundation within the meaning of Section 509 of the Code, it shall be subject to the following additional restrictions:

- (a) The Corporation shall distribute its income for each tax year at

such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

NINTH: Should there be a dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment, out of the funds of the Corporation, of all of the liabilities of the Corporation, distribute all assets of the Corporation to ABIM, provided ABIM is a Qualified Organization at the time of the distribution. If ABIM is not a Qualified Organization, the Board of Trustees shall dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, scientific, or educational purposes which at the time are Qualified Organizations, as the Board of Trustees shall determine. Any assets not so distributed by the Board of Trustees shall be distributed by the Court of Common Pleas of the county in which the Corporation's principal office is located exclusively for the Corporation's purposes.

Power of Attorney and Declaration of Representative

OMB No. 1545-0150
For IRS Use Only

▶ See the separate instructions.

Received by:
 Name _____
 Telephone _____
 Function _____
 Date _____

Part I Power of Attorney (Please type or print.)

1 Taxpayer information (Taxpayer(s) must sign and date this form on page 2, line 9.)

Taxpayer name(s) and address The ABIM Foundation formerly known as The American Board of Internal Medicine Foundation 510 Walnut Street, Suite 1700 Philadelphia, PA 19106-3699	Social security number(s) Daytime telephone number 215-446-3500	Employer identification number 23-2585181 Plan number (if applicable)
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hereby appoint(s) the following representative(s) as attorney(s)-in-fact:

2 Representative(s) (Representative(s) must sign and date this form on page 2, Part II.)

Name and address Deborah J. Zateeny, Esquire Ballard Spahr Andrews & Ingersoll, LLP 1735 Market Street, 51st Floor Philadelphia, PA 19103-7599	CAF No. 2600-16393R Telephone No. 215-864-8324 Fax No. 215-864-9472 Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/>
Name and address Robert McL. Boote, Esquire Ballard Spahr Andrews & Ingersoll, LLP 1735 Market Street, 51st Floor Philadelphia, PA 19103-7599	CAF No. _____ Telephone No. 215-864-8231 Fax No. 215-864-9510 Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/>
Name and address _____	CAF No. _____ Telephone No. _____ Fax No. _____ Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/>

to represent the taxpayer(s) before the internal Revenue Service for the following tax matters:

3 Tax matters

Type of Tax (Income, Employment, Excise, etc.)	Tax Form Number (1040, 941, 720, etc.)	Year(s) or Period(s)
Federal Income Tax for Section 501(c)(3)	Form 990, Name Change	1999 - 2000
Tax-Exempt Organization		

4 Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. (See instruction for Line 4 — Specific uses not recorded on CAF.)

5 Acts authorized. The representatives are authorized to receive and inspect confidential tax information and to perform any and all acts that I (we) can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The authority does not include the power to receive refund checks (see line 6 below), the power to substitute another representative unless specifically added below, or the power to sign certain returns (see instruction for Line 5 — Acts authorized).

List any specific additions or deletions to the acts otherwise authorized in this power of attorney: To delegate authority to act under this Power of Attorney to other persons associated with Ballard Spahr Andrews & Ingersoll, LLP.

Note: In general, an unenrolled preparer of tax returns cannot sign any document for a taxpayer. See Revenue Procedure 81-38, printed as Pub. 470, for more information.

Note: The tax matters partner of a partnership is not permitted to authorize representatives to perform certain acts. See the instructions for more information.

6 Receipt of refund checks. If you want to authorize a representative named on line 2 to receive, **BUT NOT TO ENDORSE OR CASH**, refund checks, initial here _____ and list the name of that representative below.

Name of representative to receive refund check(s) ▶ _____

For Paperwork Reduction and Privacy Act Notice, see the separate instructions.

Form 2848 (Rev. 12-97)

