

STATE OF DELAWARE
CERTIFICATE OF INCORPORATION
OF THE
NurseTRUST, INC.
A NONSTOCK CORPORATION

FIRST: The name of the corporation is: NurseTRUST, Inc. (hereinafter the "Corporation")

SECOND: The period of duration of the Corporation is perpetual.

THIRD: The Corporation shall be a nonprofit corporation. The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code").

FOURTH: The Corporation shall have such members as set forth in the bylaws.

FIFTH: The Corporation shall be governed by a board of directors. The number, qualifications, election, and tenure of directors shall be as set forth in the bylaws.

SIXTH: Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation are as follows:

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any other private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.

C. Notwithstanding any other provisions of these Articles, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption

from Federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

D. In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed by the Board of Directors for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for public purposes. In no event shall any of such assets or property be distributed to any director or officer, or to any private individual.

SEVENTH: The Corporation shall not have any capital stock.

EIGHTH: The address of the registered office of the Corporation in the State of Delaware is 25529 Fox Point Lane, in the City of Millville, County of Sussex, State of Delaware, Zip Code 19967. The name of the registered agent of the Corporation at that address is Lisa M. Sgarlata.

NINTH: To the fullest extent permitted by the Delaware General Corporation Law, as now in effect or as may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director; provided, however, such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in section 501(c)(3) of the Code. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

TENTH: The name of the incorporator is D. Benson Tesdahl, and the address of the incorporator is 1501 M Street, N.W., 7th Floor, Washington, D.C. 20005.

I, The Undersigned, for the purpose of forming a non-stock, nonprofit corporation under the General Corporation Law of the State of Delaware, do make, file and record this Certificate of Incorporation, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 13 day of February, 2018.

A handwritten signature in cursive script, reading "D. Benson Tesdahl". The signature is written in black ink and is positioned above a horizontal line.

By: D. Benson Tesdahl, Esq.

Incorporator

1501 M Street, N.W., 7th Floor

Washington, D.C. 20005