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Form **990-PF**

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2010

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2010, or tax year beginning 06/30, 2010, and ending 12/31, 2010

G Check all that apply Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Name of foundation: **PRIMARY CARE PROGRESS, INC.**

Number and street (or P O box number if mail is not delivered to street address): **1035 CAMBRIDGE STREET**

Room/suite: **28A**

City or town, state, and ZIP code: **CAMBRIDGE, MA 02141**

A Employer identification number: **27-2952793**

B Telephone number (see page 10 of the instructions): **(617) 714-4260**

H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ **165,652.**

J Accounting method Cash Accrual
 Other (specify) _____ (Part I, column (d) must be on cash basis)

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	270,683.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	7.	7.		
4	Dividends and interest from securities				
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	270,690.	7.		
13	Compensation of officers, directors, trustees, etc.	0.			
14	Other employee salaries and wages	7,899.	0.	0.	7,899.
15	Pension plans, employee benefits			0.	2,459.
16a	Legal fees (attach schedule) ATCH 1	43,322.	0.	0.	43,322.
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) *				
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) *				
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 4	39,804.	0.	0.	39,804.
24	Total operating and administrative expenses. Add lines 13 through 23	105,038.	0.	0.	105,038.
25	Contributions, gifts, grants paid	0.			0.
26	Total expenses and disbursements. Add lines 24 and 25	105,038.	0.	0.	105,038.
27	Subtract line 26 from line 12	165,652.	7.		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		7.		
c	Adjusted net income (if negative, enter -0-)				

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Operating and Administrative Expenses

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• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Type or print File by the extended due date for filing your return See instructions	Name of exempt organization PRIMARY CARE PROGRESS, INC.	Employer identification number 27-2952793
	Number, street, and room or suite no. If a P O box, see instructions PO BOX 398112	
	City, town or post office, state, and ZIP code For a foreign address, see instructions CAMBRIDGE, MA 02139	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of COREY MORRIS-SINGER
 Telephone No FAX No

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15, 2011

5 For calendar year _____, or other tax year beginning 06/30, 2010, and ending 12/31, 2010

6 If the tax year entered in line 5 is for less than 12 months, check reason Initial return Final return
 Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO COMPLETE AN ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a \$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	0.
c Balance Due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c \$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature Title Date

6092449

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	0.	165,652.	165,652.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	0.	165,652.	165,652.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)			0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	0.	165,652.	
30	Total net assets or fund balances (see page 17 of the instructions)	0.	165,652.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	0.	165,652.		

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 0.
2	Enter amount from Part I, line 27a	2 165,652.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 165,652.
5	Decreases not included in line 2 (itemize) ▶	5
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 165,652.

Part IV Capital Gains and Losses for Tax on Investment Income

Table with columns: (a) List and describe the kind(s) of property sold, (b) How acquired, (c) Date acquired, (d) Date sold, (e) Gross sales price, (f) Depreciation allowed, (g) Cost or other basis, (h) Gain or (loss), (i) F M V as of 12/31/69, (j) Adjusted basis, (k) Excess of col (i) over col (j), (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)). Includes lines 2 and 3 for net capital gain/loss.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank NOT AVAILABLE FOR INITIAL YEAR RETURNS

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? [] Yes [] No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

Table with columns: (a) Base period years, (b) Adjusted qualifying distributions, (c) Net value of noncharitable-use assets, (d) Distribution ratio. Includes lines 1 through 8 for calculating the 1% tax rate.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input checked="" type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter <u>02/01/2011</u> (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	N/A
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	0.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6 a	
b	Exempt foreign organizations-tax withheld at source	6 b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6 c	0.
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments Add lines 6a through 6d	7	0.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2011 estimated tax Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1 c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ <u>0.</u> (2) On foundation managers ▶ \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ <u>0.</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? ATTACHMENT 5 If "Yes," attach a detailed description of the activities	X	
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes. ATCH. 6	X	
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ <u>MA,</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses. ATTACHMENT 7	X	

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) 11 X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
14 The books are in care of COREY MORRIS-SINGER Telephone no. 617-714-4260
Located at 1035 CAMBRIDGE STREET SUITE 28A CAMBRIDGE, MA ZIP + 4 02141
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? 1b
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions) 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? 4b X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5 a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5 b**

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6 b**

If "Yes" to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7 b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(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 and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 8		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

Total number of other employees paid over \$50,000 NONE

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 ENGAGE LOCAL PRIMARY HEALTH CARE COMMUNITIES OF CLINICIANS, TRAINEES, STUDENTS, AND PATIENTS TO PROMOTE PRIMARY CARE AND TRANSFORM CARE DELIVERY AND TRAINING.	105,038.
2 -----	
3 -----	
4 -----	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2 -----	
All other program-related investments See page 24 of the instructions	
3 NONE	

Total. Add lines 1 through 3 **NONE**

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1	a 0.
b	Average of monthly cash balances		1b 164,009.
c	Fair market value of all other assets (see page 25 of the instructions)		1c 0.
d	Total (add lines 1a, b, and c)		1d 164,009.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	164,009.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	2,460.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	161,549.
6	Minimum investment return. Enter 5% of line 5	6	4,094.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2010 from Part VI, line 5	2a	
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	0.
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	0.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	0.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	0.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	105,038.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	105,038.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	105,038.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				0.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years 20 08, 20 07, 20 06		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e				
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ <u>105,038.</u>				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		0.		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	0.			
d Applied to 2010 distributable amount				
e Remaining amount distributed out of corpus	105,038.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	105,038.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010	0.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling **06/30/2010**

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed	105,038.				105,038.
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	105,038.				105,038.
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets	165,652.				165,652.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	165,652.				165,652.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

ATTACHMENT 9

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed.

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
Total ▶ 3a				
<i>b Approved for future payment</i>				
Total ▶ 3b				

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains N/A.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All cells are empty.

Sign Here 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 taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Paid Preparer Use Only section containing fields for Print/Type preparer's name, Preparer's signature, Date, Firm's name, Firm's address, Firm's EIN, and Phone no.

Schedule of Contributors

2010

▶ Attach to Form 990, 990-EZ, or 990-PF.

Name of the organization PRIMARY CARE PROGRESS, INC.	Employer identification number 27-2952793
---	--

Organization type (check one)

- | Filers of: | Section: |
|--------------------|---|
| Form 990 or 990-EZ | <input type="checkbox"/> 501(c)() (enter number) organization |
| | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation |
| | <input type="checkbox"/> 527 political organization |
| Form 990-PF | <input checked="" type="checkbox"/> 501(c)(3) exempt private foundation |
| | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation |
| | <input type="checkbox"/> 501(c)(3) taxable private foundation |

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization **PRIMARY CARE PROGRESS, INC.**

Employer identification number
27-2952793

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ANONYMOUS - DETAIL UPON REQUEST ----- 1035 CAMBRIDGE STREET SUITE 28A ----- CAMBRIDGE, MA 02141 -----	\$ ----- 200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	THE GORDON AND JENNY SINGER FOUNDATION ----- 551 5TH AVE FL 18 ----- NEW YORK, NY 10176 -----	\$ ----- 30,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	ANDREW & COREY MORRIS-SINGER ----- PO BOX 398112 ----- CAMBRIDGE, MA 02139 -----	\$ ----- 40,683.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
---	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
---	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
---	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

ATTACHMENT 1

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
HOLLAND & KNIGHT LLP	43,322.			43,322.
TOTALS	<u>43,322.</u>	<u>0.</u>	<u>0.</u>	<u>43,322.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
CLAIRE WAGNER	2,964.	0.	0.	2,964.
BRIAN BLANK	1,250.	0.	0.	1,250.
GREGG STRACKS	4,278.	0.	0.	4,278.
OLUWATOSIN OGANDALU	398.	0.	0.	398.
ISHANI GANGULI	2,614.	0.	0.	2,614.
TOTALS	<u>11,504.</u>	<u>0.</u>	<u>0.</u>	<u>11,504.</u>

ATTACHMENT 3

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
CITY OF BOSTON	50.	0.	0.	50.
TOTALS	<u>50.</u>	<u>0.</u>	<u>0.</u>	<u>50.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FACILITIES INSURANCE	3,325.	0.	0.	3,325.
STATIONARY & PRINTING	470.	0.	0.	470.
SUPPLIES	1,657.	0.	0.	1,657.
BANK CHARGE	290.	0.	0.	290.
INTERNET	31.	0.	0.	31.
MEALS & ENTERTAINMENT	561.	0.	0.	561.
POSTAGE & FRIEGHT	765.	0.	0.	765.
TELEPHONE	1,544.	0.	0.	1,544.
WEBSITE	15,503.	0.	0.	15,503.
MISCELLANEOUS	15,585.	0.	0.	15,585.
MEMBERSHIP DUES	73.	0.	0.	73.
TOTALS	39,804.	0.	0.	39,804.

FORM 990PF, PART VII-A -ACTIVITIES NOT PREVIOUSLY REPORTED TO THE IRS

NEWLY FORMED ENTITY. ORGANIZATIONAL PAPERS ATTACHED

ATTACHMENT 6

FORM 990PF, PART VII-A, LINE 3 - CONFORMED COPY OF THE CHANGES

NEWLY FORMED ENTITY. ORGANIZATIONAL DOCUMENTS ATTACHED.

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 7

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
ANONYMOUS - DETAIL UPON REQUEST 1035 CAMBRIDGE STREET SUITE 28A CAMBRIDGE, MA 02141	07/30/2011	200,000.
THE GORDON AND JENNY SINGER FOUNDATION 551 5TH AVE FL 18 NEW YORK, NY 10176	12/06/2010	30,000.
ANDREW & COREY MORRIS-SINGER PO BOX 398112 CAMBRIDGE, MA 02139	08/01/2010	40,683.

TOTAL CONTRIBUTION AMOUNTS 270,683.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ANDREW MORRIS-SINGER 1035 CAMBRIDGE STREET 28A CAMBRIDGE, MA 02141	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
COREY MORRIS-SINGER 1035 CAMBRIDGE STREET 28A CAMBRIDGE, MA 02141	TREASURER/CLERK/DIRECTOR 1.00	0.	0.	0.
<u>GRAND TOTALS</u>		<u>0.</u>	<u>0.</u>	<u>0.</u>

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

COREY MORRIS-SINGER
ANDREW MORRIS-SINGER

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION (General Laws, Chapter 180)

Examiner

Name
Approved

ARTICLE I

The exact name of the corporation is.

Primary Care Progress, Inc.

ARTICLE II

The purpose of the corporation is to engage in the following activities:

See Continuation Sheet attached.

C
P
M
RA

Note. If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

P.C.

ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

The Corporation shall have no members.

ARTICLE IV

**Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members are as follows:

See Continuation Sheet attached.

ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected

**If there are no provisions, state "None".

Note: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.

ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

ARTICLE VII

The information contained in Article VII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is:

7 St. Mary Road, Cambridge, MA 02139

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Andrew Morris-Singer	7 St. Mary Rd., Cambridge, MA 02139	
Treasurer:	Corey Morris-Singer	7 St. Mary Rd., Cambridge, MA 02139	
Clerk:	Corey Morris-Singer	7 St. Mary Rd., Cambridge, MA 02139	
Directors: (or officers having the powers of directors)	Andrew Morris-Singer	7 St. Mary Rd., Cambridge, MA 02139	
	Corey Morris-Singer	7 St. Mary Rd., Cambridge, MA 02139	

c. The fiscal year of the corporation shall end on the last day of the month of: December

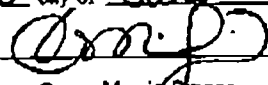
d. The name and business address of the resident agent, if any, of the corporation is:

N/A

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature, do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 30 day of June, 20 10.


Andrew Morris-Singer


Corey Morris-Singer

7 St. Mary Rd., Cambridge, MA 02139

7 St. Mary Rd., Cambridge, MA 02139

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

ARTICLES OF ORGANIZATION – PRIMARY CARE PROGRESS, INC.
CONTINUATION SHEETS

ARTICLE II

Primary Care Progress, Inc.'s purpose is to engage current and future primary healthcare providers to lead a transformation of our healthcare system towards one that preserves and promotes patients' health and harnesses the full potential of our healthcare workforce; to create a national community of current and future primary care clinicians so that these clinicians can (1) better understand the value created by effective primary healthcare systems and the multitude of innovations occurring across the nation that are transforming care delivery, (2) share knowledge, resources and skill sets related to the medical trainee's experience of and role in primary healthcare delivery transformation, and (3) obtain information, resources, and support as they work to engage their local primary healthcare communities and promote primary healthcare on local, regional, and national levels; to empower patients as members of both their healthcare team and the movement to transform primary care in ways that will improve their health and the health of their community; and carry on any other charitable work permitted to a non-profit corporation pursuant to Massachusetts General Laws, Chapter 180, §1, et seq.

ARTICLES OF ORGANIZATION – PRIMARY CARE PROGRESS, INC.
CONTINUATION SHEETS

ARTICLE IV

- A. The corporation is organized and shall be operated exclusively for charitable and educational purposes in conformity with M.G.L. c. 180, §4, and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and comparable provisions of subsequent laws; and it is authorized to accept, hold, administer, invest and distribute for charitable and educational purposes such funds as may from time to time be given to it by any person, persons or corporations as well as the earnings thereon and the proceeds thereof; to receive gifts and make financial and other types of contributions and assistance to charitable and educational organizations and individuals, and in general to do all things that may appear necessary and useful in accomplishing the purposes set out in Article I. All of the assets and earnings shall be used exclusively for the purposes set out herein, including the payment of expenses incidental thereto; and no part of the net earnings shall inure to the benefit of any private individual or entity and no substantial part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation nor will the corporation participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for political office.
- B. The corporation may do business, carry on its operations, and have offices and exercise the powers granted by Massachusetts General Laws, Chapter 180, in any jurisdiction within or without the United States, although the corporation shall not be operated for the primary purpose of carrying on for profit a trade or business unrelated to its tax exempt status.
- C. The directors may make, amend, or repeal the corporation's by-laws in whole or in part
- D. The corporation shall, to the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not affected thereby, indemnify each of its directors, officers, employees and other agents (including persons who serve at its request as directors, officers, employees or other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as civil fines and penalties, and counsel fees, reasonably incurred by them in connection with the defense or disposition of any action, suit or other civil proceeding, in which they may be involved or with which they may be threatened, while in office or thereafter, by reason of them being or having been such a director, officer, employee or agent, except with respect to any matter as to which they shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that their action was in the best interests of the corporation; provided, however, that as to

any matter disposed of by a compromise payment by such director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification: (a) by a disinterested majority of the directors then in office; or (b) by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director, officer, employee or agent appears to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation. Expenses including counsel fees, reasonably incurred by any such director, officer, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding, may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the corporation if he shall be adjudicated to be not entitled to indemnification under this paragraph, which undertaking may be accepted without regard to the financial ability of such individual to make repayment. The right of indemnification hereby provided shall not be exclusive of nor affect any other rights to which any director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "directors", "officers", "employees" and "agents" include their respective heirs, executors and administrators, and an "interested" director is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

- E. In the event that the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the articles of organization or the by-laws of the corporation, the following provisions shall apply:

The directors shall distribute the income for each taxable 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 Internal Revenue Code.

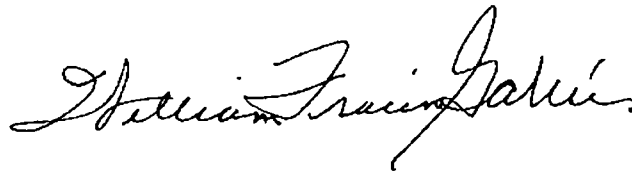
The directors shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code, nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are

deemed to have been filed with me on:

June 30, 2010 12:53 PM

A handwritten signature in cursive script, reading "William Francis Galvin".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

BY-LAWS
OF
PRIMARY CARE PROGRESS, INC.

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ARTICLE I. NAME

The name of the Corporation is Primary Care Progress, Inc. (the "Corporation"). It is intended that the Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future federal tax laws (hereinafter referred to as the "Code"), as an organization described in Section 501(c)(3) of the Code.

ARTICLE II. NO MEMBERSHIP

Section 1. **No Members.** The Corporation shall have no members. No person now or hereafter designated by the Corporation as a "member" for any purpose shall be or be deemed to be a member for purposes of the Articles of Organization or By-Laws of the Corporation, or for purposes of Massachusetts General Laws Chapter 180, as amended, or any other law, rule or regulation. Any action or vote required or permitted by Chapter 180 or any other law, rule or regulation to be taken by members shall be taken by action or vote of the same percentage of the directors of the Corporation.

ARTICLE III. OFFICES

Section 1. **Corporate Office.** The initial principal office of the Corporation shall be located at 7 St. Mary Road, Cambridge, Massachusetts 02139. The Corporation may have such other offices, either within or without the Commonwealth of Massachusetts and within or outside the United States, as the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

Section 2. **Registered Office.** The registered office of the Corporation required to be maintained in the Commonwealth of Massachusetts may, but need not, be identical with the

principal office in the Commonwealth of Massachusetts. The address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE IV. PURPOSE, MISSION AND USE OF FUNDS

Section 1. **Purpose and Mission.** The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Code to engage current and future primary healthcare providers to lead a transformation of our healthcare system towards one that preserves and promotes patients' health and harnesses the full potential of our healthcare workforce; to create a national community of current and future primary care clinicians so that these clinicians can (1) better understand the value created by effective primary healthcare systems and the multitude of innovations occurring across the nation that are transforming care delivery, (2) share knowledge, resources and skill sets related to the medical trainee's experience of and role in primary healthcare delivery transformation, and (3) obtain information, resources, and support as they work to engage their local primary healthcare communities and promote primary healthcare on local, regional, and national levels; to empower patients as members of both their healthcare team and the movement to transform primary care in ways that will improve their health and the health of their community; and to carry on any other charitable work permitted to a non-profit corporation pursuant to Massachusetts General Laws, Chapter 180, §1, et seq.

Section 2. **Use and Administration of Funds.** In making distributions to effectuate the charitable and educational purposes of the Corporation, as delineated in Section 1 above, the Board of Directors shall have the authority to make distributions of both income and principal in such proportions and amounts as the Board of Directors, in its discretion, determines advisable, provided that all such distributions are consistent with all applicable federal tax laws and

regulations, and with Massachusetts law governing acceptance, administration and distribution of charitable funds. The Corporation is not formed for financial or pecuniary gain; and no part of the assets, income, or profits of the Corporation shall be distributable to, or inure to, the benefit of its directors or officers or any other private person, except as provided in Article V, Section 16 as reimbursement for reasonable expenses and Article VI, Section 12 as reasonable compensation for services rendered to the Corporation, and except to make payments and distributions in furtherance of the purposes of the Corporation, as set forth in the Articles of Organization and Section 1 above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and no part of the activities of the Corporation shall be the participation in, or intervention in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not engage in any excess benefit transaction within the meaning of Section 4958 of the Code.

Section 3. **Private Foundation Procedures.** In the event that the Corporation is a private foundation within the meaning of Section 509 of the Code for a taxable year, the Corporation (a) shall distribute its income for each tax year in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code; (b) shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code; (c) shall not retain any excess business holdings, as defined in Section 4943(c) of the Code; (d) shall not make any investments in a manner that would incur tax liability under Section 4944 of the Code; and (e) shall not make any taxable expenditures, as defined in Section 4945(d) of the Code. In order fully to effectuate the provisions of this Section, the Corporation shall adopt such

procedures, and shall otherwise adhere to such administrative requirements as may from time to time be necessary, in order fully to comply with all applicable federal tax laws and regulations.

Section 4. **Termination of Corporation.** The Board of Directors shall have the authority to authorize a petition for the Corporation's dissolution to be filed in the Massachusetts Supreme Judicial Court, all in accordance with M.G.L. c. 180, Section 11A.

ARTICLE V. BOARD OF DIRECTORS

Section 1. **Powers.** The affairs and activities of the Corporation shall be managed by a Board of Directors who may exercise all the powers of the Corporation.

Section 2. **Election and Number.** The Board of Directors shall be of such number as the Directors shall determine from time to time. A majority of the Directors then in office shall elect the Board of Directors at the annual meeting of the Directors or at a special meeting in lieu of an annual meeting. Directors shall be natural persons who have attained the age of twenty-one (21) years, but need not be residents of the Commonwealth or citizens of the United States.

Section 3. **Term.** All Directors shall hold office until the next annual meeting or special meeting in lieu of an annual meeting or until their respective successors are chosen and qualified.

Section 5. **Resignation.** Any Director may resign by delivering his written resignation to the Corporation at its principal office or to the President or Clerk and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 6. **Removals.** Any Director may be removed from office with or without cause by the affirmative vote of a majority of the directors then in office. The Directors may terminate the authority of any agent.

Section 4. **Vacancies**. Any vacancy in the Board may be filled by the Directors. If the office of any Director becomes vacant for any reason, a successor or successors may be elected by the Directors. Each such successor elected or appointed by the Directors, as the case may be, shall hold office for the unexpired term.

Section 7. **Regular Meetings**. Regular meetings of the Directors may be held without call or notice at such place and at such times as the Directors may from time to time determine, provided that any Director who is absent when such determination is made shall be given notice thereof.

Section 8. **Special Meetings**. Special meetings of the Directors may be held at any time and at any place when called by the President, the Treasurer, or one or more Directors.

Section 9. **Notice of Meetings**. Notice of the place, date and hour of all meetings of the Directors shall be given by the Clerk or by the officer or the Director or Directors calling the meeting, to each Director at least seven (7) days prior to the meeting by mail, telephone, telegraph, facsimile transmission, or electronic mail. Notice of a meeting need not be given to any Director if a waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto, or at its commencement, the lack of notice to him.

Section 10. **Quorum**. A majority of the Directors then in office shall constitute a quorum for a meeting, but a lesser number may by majority vote adjourn the meeting from time to time and the meeting may be held as adjourned without further notice.

Section 11. **Action at Meeting**. When a quorum is present at any meeting, the vote or concurrence of a majority of the number of Directors present shall be required to decide any matter or take any action except to the extent that a greater proportion is required by law, or the Articles of Organization or these By-Laws.

Section 12. **Telephonic Meetings**. A quorum of Directors may participate in a meeting by means of a conference telephone call or use of similar communications equipment, provided that all Directors participating in such a meeting can hear each other. Such participation shall constitute presence in person at a meeting. All of the provisions of these By-Laws pertaining to meeting procedure shall apply to such meetings.

Section 13. **Action without Meeting**. Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section 15. **Committees**. The Directors may elect from their number an executive committee, audit committee, or other committees, standing or ad hoc, and may delegate thereto some or all of their powers except those which by law, the Articles of Organization or these By-Laws they are prohibited from delegating. Except as the Directors may otherwise determine, any such committee may make the rules for the conduct of its business, but, unless otherwise provided by the Directors or in such rules, its business shall be conducted as nearly as may be in the same manner as is provided by these By-Laws for the Directors. The Directors may also establish such other committees having such duties as the Directors may determine. The members of these committees shall be appointed by the Directors and need not be Directors of the Corporation. Each such committee shall report to the Directors and shall have no power to bind the Corporation.

Section 14. **Non-Voting Boards**. The Directors may create and disband non-voting boards such as an advisory board, a board of friends, a board of alumni or an advisory group to conduct a specific, time-sensitive study or a longer-range plan. The Directors may elect persons to those boards for such terms and on such conditions as the Directors shall determine, and may assign to such persons such responsibilities, duties and privileges as the Directors shall

determine. Persons elected to non-voting boards shall not be Directors for the purposes of these By-Laws or Massachusetts General Laws Chapter 180, shall not be entitled to attend meetings of the Directors, and shall have no votes at any meetings of the Directors.

Section 16. **Compensation and Reimbursement of Expenses.** No Director shall be entitled to receive compensation for services rendered to the Corporation as a Director; however, the foregoing restriction on compensation is not intended to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor. Each Director may be paid his or her reasonable expenses incurred by the Director directly related to the affairs of the Corporation upon approval by the Board of Directors and proper substantiation of such expenses.

ARTICLE VI. OFFICERS

Section 1. **Designation.** The officers shall be a President, a Treasurer, a Clerk and such other officers, including one or more Vice Presidents, Assistant Treasurers and Assistant Clerks as the Directors may determine.

Section 2. **Election.** The President, Treasurer and Clerk shall be elected annually by the Directors. Any other officers determined necessary or desirable by the Directors may be elected by the Directors.

Section 3. **Qualification.** The Clerk shall be a resident of the Commonwealth of Massachusetts unless the Corporation has a resident agent appointed for the purpose of service of process. No officer need be a Director. So far as is permitted by law, any two or more offices may be held by the same person.

Section 4. **Term.** Subject to law, to the Articles of Organization and to the other provisions of these By-Laws, the President, Treasurer and Clerk shall each hold office until the annual meeting of the Directors and thereafter until his successor is chosen and qualified. All

other officers shall each hold office until the annual meeting of the Directors and thereafter until his successor is chosen and qualified unless a shorter term is specified in the vote choosing or appointing him.

Section 5. **Vacancy**. In the case of a vacancy in an office for any reason, the Directors may elect or appoint a successor or successors. Each such successor elected or appointed by the Directors, as the case may be, shall hold office for the unexpired term.

Section 6. **Resignation**. Any officer may resign by delivering his written resignation to the Corporation at its principal office or to the President or Clerk and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 7. **Removal**. Officers elected or appointed by the Directors may be removed from their respective offices with or without cause by the Directors.

Section 8. **General Duties and Powers**. Subject to law, to the Articles of Organization and to these By-Laws, each officer shall have in addition to the duties and powers herein set forth such duties and powers as are commonly incident to his office and such duties and powers as the Directors may from time to time designate. Any officer may resign by delivering his written resignation to the Corporation at its principal office or to the President or Clerk and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 9. **President and Vice Presidents**. The President shall be the chief executive officer of the Corporation and shall, subject to the direction of the Directors, have general supervision and control of its business. Unless otherwise provided by the Directors, he or she shall preside, when present, at all meetings of the Directors. Any Vice President shall have such duties and powers as the Directors may from time to time designate.

Section 10. **Treasurer and Assistant Treasurers.** The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of account. He or she shall have care and custody of all funds, securities and valuable documents of the Corporation except as the Directors may otherwise provide. Any Assistant Treasurer shall have such duties and powers as the Directors may from time to time designate.

Section 11. **Clerk and Assistant Clerks.** The Clerk shall keep the original or attested copies of the Articles of Organization, these By-Laws, records of all meetings of Incorporators, and all meetings and consents in lieu of meetings of Directors. Such copies and records shall be kept in this Commonwealth and shall be open at all reasonable times for inspection by the Directors at the principal office of the Corporation or at an office of the Clerk or of its resident agent. Said copies and records need not be kept in the same office. The Assistant Clerk, if any, shall record the proceedings of any meeting of the Directors at which the Clerk is not present, and shall have such additional powers and duties as the Directors may designate. In the absence of the Clerk and the Assistant Clerk, if any, from any meeting of the Directors, a Temporary Clerk shall be chosen who shall perform the duties of the Clerk.

Section 12. **Salaries and Expenses.** The officers of the Corporation who also may be full or part-time employees of the Corporation, but not otherwise, shall be entitled to reasonable compensation in their employee capacity, as may be set by the Board of Directors from time to time, for services rendered to the Corporation.

ARTICLE VII. POWER OF DIRECTORS AND OFFICERS TO CONTRACT WITH THE CORPORATION

No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other Corporation, firm, association or other entity in which one or more of its Directors or officers are Directors or officers or are financially

) interested, shall be either void or voidable for this reason alone provided that it is approved in accordance with the Conflict of Interest Policy of the Corporation.

ARTICLE VIII. SEAL

The seal of the Corporation shall, subject to alteration by the Directors, consist of a flat-faced circular die with the name of the Corporation, the word "Massachusetts" and the year of its incorporation.

ARTICLE IX. EXECUTION OF INSTRUMENTS

Except as the Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation, shall be signed by the President or the Treasurer.

ARTICLE X. FISCAL YEAR

) Except as from time to time otherwise determined by the Directors, the fiscal year of the Corporation shall end on the thirty-first day of December in each year.

ARTICLE XI. AMENDMENTS

) These By-Laws may at any time be amended or repealed, in whole or in part, by vote of a majority of the Directors.

Application for Extension of Time To File an Exempt Organization Return

File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print File by the due date for filing your return. See instructions	Name of exempt organization PRIMARY CARE PROGRESS, INC.	Employer identification number 27-2952793
	Number, street, and room or suite no. If a P O box, see instructions. PO BOX 398112	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CAMBRIDGE, MA 02139	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of **COREY MORRIS-SINGER**

Telephone No **857 234-2618** FAX No

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **08/15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for

calendar year 20 ____ or

tax year beginning **06/30, 2010**, and ending **12/31, 2010**

2 If the tax year entered in line 1 is for less than 12 months, check reason Initial return Final return

Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$	0.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions