

BYLAWS

OF

COMMISSION ON HEALTH CARE CERTIFICATION INC.

ARTICLE I

PURPOSE

The purpose of the Commission on Health Care Certification, Inc., the "Corporation", is to monitor all testing and examination activities for individuals pursuing the Certified Disability Examiner, Certified Life Care Planner and Certified Post Offer Evaluator credentials. The Commission on Health Care Certification, Inc. is responsible for developing the certification examinations, researching the reliability and validity of the examinations, and administering the examinations to qualified candidates. The Commission on Health Care Certification, Inc. is also responsible for complying and maintaining its compliance to the standards of certification testing set forth by the National Commission on Certifying Agencies. The Corporation shall engage in all lawful purposes and shall, without limitation, have the powers set forth in Section 13.1-826 of the Code of Virginia (1950 as amended).

ARTICLE II

CORPORATE OFFICES

Section 2.1 The principal office shall be in Chesterfield County, Virginia. The registered office may be at such other places within the Commonwealth of Virginia as the Board of Commissioners may from time to time determine and designate.

Section 2, 2 The Corporation may have offices also at such other places within and without the Commonwealth of Virginia as the Board of Directors may from time to time determine.

ARTICLE III

STOCK

Section 3.1 Form: Each stockholder shall be entitled to a certificate or certificates of stock in such form as may be approved by the Board of Directors and which are signed by the President or a Vice President and by the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer and with the corporate seal impressed thereon.

Section 3.2 Stock Transfer Restrictions: Transfers of stock shall be made in the stock transfer books of the Corporation only by the person named in the certificate or by attorney, lawfully constituted in writing, and only upon surrender of the certificate or certificates therefore.

Prior to offering for sale any shares of the stock of the Corporation held by a stockholder of the Corporation, such stockholder will offer to sell all shares of stock in the Corporation to the Corporation at the same price as such stockholder would offer for sale to any third party in a bona fide arm's length transaction. The Corporation may exercise its option to purchase such shares at such price by delivering written notice thereof to the stockholder within thirty (30) days of such offer. Should the Corporation fail to exercise its option within the stated time, such stockholder then will offer to sell his or her shares of stock of the Corporation to the other stockholders of the Corporation at the same price as such stockholder would offer for sale to any third party in a bona fide arm's length transaction. Any stockholder may exercise such option to purchase such shares at such price by delivering written notice thereof to the stockholder thirty (30) days of such offer.

Upon a stockholder's death, retirement, withdrawal or other termination of employment with the Corporation, such stockholder or their respective estates will offer all shares of stock of the Corporation to the Corporation at the book value thereof. The Corporation may exercise its option to purchase such shares at such price by delivering written notice thereof to the stockholder or the Executor or Administrator of the estate within thirty (30) days of such offer. Should the Corporation fail to exercise its option within the stated time, such stockholder then will offer to sell his or her shares of stock of the Corporation to the other stockholders of the Corporation at the book value thereof. Any stockholder may exercise such option to purchase such shares at such price by delivering written notice thereof to the stockholder thirty (30) days of such offer.

The stock of the Corporation may not be assigned, pledged or hypothecated without the express written consent of the Board of Directors and the Stockholders of the Corporation.

The provisions of §13.1-550 of the Code of Virginia (1950) as to restrictions on the transfer of the shares of stock of professional corporations will also apply in the transfer of any of the shares of the common stock of the corporation.

These stock restrictions shall be binding upon the successors, heirs and assigns of each Stockholder of the common stock of the Corporation.

These stock restrictions will be noted conspicuously on the front or back of the stock certificates issued by the Corporation.

The Board of Directors may make reasonable regulations for the transfer of stock and may amend or abolish the restrictions that are provided herein.

Section 3.3 Stockholders of Record: Only stockholders of record on stock transfer books of the Corporation shall be entitled to be treated by the Corporation as stockholders of the Corporation and the Corporation shall not be bound to recognize any equitable or other claim to or interest in any share on the part of any other person, whether or not it shall have express or other notice thereof.

Section 3.4 Replacements: In case of the loss, mutilation, or destruction of a certificate of stock, a duplicate certificate may be issued upon such terms not in conflict with law as the Board of Directors may prescribe.

Section 3.5 Transfer Agent and Registrar: The Board of Directors may also appoint one or more Transfer Agents and Registrars for its stock and may require stock certificates to be both countersigned by a Transfer Agent and registered by a Registrar. If certificates of Common Stock of the Corporation are signed both by a Transfer Agent and Registrar, the signatures thereon of the Officers of the Corporation and the seal of the Corporation thereon may be facsimiles, engraved or printed. In case any officer or officers who shall have signed, or whose facsimile signature or signatures shall have been used on any such certificate or certificates shall cease to be such officer or officers of the Corporation, whether because of death, resignation, or otherwise, before such certificate or certificates shall have been delivered by the Corporation, such certificate or certificates may nevertheless be issued and delivered as though the person or persons who signed such certificate or certificates or whose facsimile signature or signatures shall have been used thereon had not ceased to be such officer or officers of the Corporation.

ARTICLE IV

MEETING OF STOCKHOLDERS

Section 4.1 Place of Meetings: All meetings of the shareholders shall be held at such place, either within or without the State of Virginia, as may be stated in the notice of the meeting.

Section 4.2 Annual Meetings: The annual meeting of the shareholders for the election of Directors and transaction of such other business as may come before the meeting, shall be held each year commencing with the year 2003 on the first day of July (if that date is a Saturday, Sunday, or legal holiday, the annual meeting shall be held on the next succeeding business day).

Section 4.3 Special Meetings: Special meetings of the shareholders for any purpose or purposes may be called at any time by the Chairman of the Board or the President and Vice-President, by a majority of the Board of Directors, or by shareholders together holding at least one-half of the number of shares of common stock of the Corporation at the time outstanding and entitled to vote with respect to the business to be transacted at such meetings. At a special meeting no business shall be transacted and no corporate action shall be taken other than that stated in the notice of the meeting.

Section 4.4 Notice of Meetings: Written or printed notice stating the place, day and hour of every meeting of the shareholders and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be mailed not less than ten or more than fifty days before the date of the meeting to each shareholder of record entitled to vote at such meeting, at his address which appears in the stock transfer books of the Corporation. Notice of a shareholder's meeting to act on an amendment of the Articles of Incorporation shall be given in the manner provided above not less than twenty-five and not more than fifty days before the date of the meeting. Any such notice shall be accompanied by a copy of the proposed amendment. Such further notice shall be given as may be required by law, but meetings may be held without notice if all the shareholders entitled to vote at the meeting are present in person or by proxy or if notice is waived in writing by those not present, either before or after the meeting. The shareholders may act without a meeting if consent in writing setting forth the action so taken shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof either before or after such action.

Section 4.5 Quorum: The holders of a majority of the outstanding shares of common stock entitled to vote shall constitute a quorum at any meeting of the stockholders. Less than a quorum may adjourn the meeting to a fixed time and place, no further notice of any adjourned meeting being required until a quorum shall attend.

Section 4.6 Voting: Each stockholder shall be entitled to one vote in person or by proxy for each share entitled to vote standing in his name on the books of the Corporation.

Every proxy shall be in writing, dated and signed by the stockholder entitled to vote or his duly authorized attorney-in-fact.

Section 4.7 Chairman of Meetings: The President shall preside over all meetings of the shareholders. If he or she is not present, or there is none in office, the Vice-president shall preside, or, if none be present, a Chairman shall be elected by the meeting. The Secretary of the Corporation shall act as Secretary of all the meetings, if he or she be present. If he or she is not present, the Chairman shall appoint a Secretary of the meeting.

Section 4.8 Order of Business: The order of business at all meetings of the shareholders shall be as follows:

1. Roll Call.
2. Proof of notice of meeting or waiver of notice.
3. Reading of minutes of preceding meeting.
4. Reports of Officers.
5. Reports of Committees.
6. Elections of Directors.
7. Unfinished Business.
8. New Business.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1 General Powers: The property affairs and business of the Corporation shall be managed by the Board of Directors, and, except as otherwise expressly provided by law, the Articles of Incorporation or these Bylaws, an of the powers of the Corporation shall be vested in such Board.

Section 5.2 Number, Election and Terms: The Board of Directors shall be elected at the Fall Conference in November of each year by a majority of the active Directors in attendance at such conference. The number of Directors shall be as set out in the Articles of Incorporation, between two (2) and twenty (20) members as determined by a majority vote of the active Directors in attendance, which Directors shall hold office until removed or until their successors are elected.

Section 5.3 Place and Time of Annual Meetings: All annual meetings of the Board of Directors shall be held at such place, either within or without the State of Virginia, as may be stated in the notice of the meeting. The annual meeting shall be held the 1st day of July in each year. If that day is a legal holiday, the annual meeting shall be held on the next day not a Sunday or holiday.

Section 5.4 Meetings and Notices: Meetings of the Board of Directors shall be held at times fixed by resolution of the Board, or upon the call of the President or the Secretary. Notice of any meeting not held at a time fixed by a resolution of the Board shall be given to each Director at least twenty-four (24) hours before the meeting at his residence or business address, or by delivering such notice to him or by telephoning or telegraphing it to him at least 24 hours before the meeting. Such twenty-four (24) hour notice must contain the purpose of the meeting. Meetings may be held without notice if all of the Directors are present or those not present waive notice before or after the meeting. The Board of Commissioners may participate in a meeting by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. A written record shall be made of the action taken at any such meetings. The Commissioners may act without a meeting if consent in writing setting forth the action so taken shall be signed by all of the Commissioners either before or after such action.

Section 5.5 Election and Removal of Directors:

(a) Directors shall be elected at each annual meeting of Directors to succeed those Directors whose terms have expired and to fill any vacancies then existing.

(b) Directors shall hold their offices until removed or until the next annual meeting of the Directors or until their successors are elected. Any Director may be removed from office at a meeting called expressly for that purpose by a majority vote of the other Directors.

(c) Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining Directors though less than a quorum of the Board, and the term of office of any Director so elected shall expire on the date fixed for the expiration of the term of office of the Director to which such Director was so elected.

Section 5.6 Quorum: A majority of the number of Directors elected and serving at the time of any meeting shall constitute a quorum for the transaction of business. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Less than a quorum may adjourn any meeting and notice shall be given for further meetings.

Section 5.7 Order of Business: The order of business at all meetings of the Directors shall be as follows:

1. Roll Call.
2. Proof of notice of meeting or waiver of notice.
3. Reading of minutes of preceding meeting.
4. Reports of Officers.
5. Report of Board of Commissioners.
6. Elections of Commissioners.
7. Unfinished Business.
8. New Business.

ARTICLE VI

EXECUTIVE COMMITTEES

Section 6.1 Executive Committee: The Board of Directors may designate, by resolution adopted by a majority of the Directors, one Director and two or more Commissioners (as hereafter established) to constitute an Executive Committee.

Section 6.2 Powers: The Executive Committee, when the Board of Directors is not in session, may exercise all of the powers of the Board of Directors except (1) to approve an amendment of the articles of incorporation, (2) an amendment to the Bylaws, (3) plan of merger or consolidation, (4) plan of dissolution. The Executive Committee may authorize the seal of the Corporation to be affixed as required. The Executive Committee shall make rules for the holding and conduct of its meetings, the notice thereof required, and the keeping of its records.

ARTICLE VII

BOARDS OF COMMISSIONERS

Section 7.1 Creation of Boards of Commissioners: In order to constitute bodies of professionals to monitor testing and examination activities for individuals pursuing credentials, to develop examinations, research the reliability and validity of the examinations, administer and evaluate the examinations, advise the Board of Directors of the Corporation and to comply and maintain compliance with all applicable certification testing standards, Boards of Commissioners (hereinafter also referred to as the "[certification program] Commission") shall be established by the Board of Directors.

Section 7.2 Structure: The Board of Commissioners shall consist of no less than two (2) nor more than twenty (20) members, and shall be chosen from respective fields of expertise to include neurology, orthopedics, kinesiology, physical medicine and rehabilitation, chiropractic, academia (graduate educational rehabilitation programs), research design and statistics, and vocational evaluation and case management. Equal representation from each field of expertise is not required, but the broadest representation is desirable.

Section 7.3 Place and Time of Annual Meetings: All annual meetings of each Commission shall be held at such place, either within or without the State of Virginia, as may be stated in the notice of the meeting. The annual meeting shall be held as soon as practicable after the adjournment of the annual meeting of the Board of Directors on the 18th day of July in each year. If that day is a legal holiday, the annual meeting shall be held on the next day not a Sunday or holiday.

Section 7.4 Meetings and Notices: Meetings of the Board of Commissioners shall be held at times fixed by resolution of the Board of Directors, or upon the call of the President or the Secretary, or upon the call of a majority of the members of the Commission. Notice of any meeting to be held at a time not fixed by a resolution of the Board of Directors shall be given to each Commissioner at least four (4) weeks before the meeting at his residence or business address, or by delivering such notice to him or by telephoning or telegraphing it to him at least four (4) weeks before the meeting. Meetings may be held without notice if all of the Commissioners are present or those not present waive notice before or after the meeting. The notices of meetings of the Board need not state the purpose of the meeting. The Board of Commissioners may participate in a meeting by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. A written record shall be made of the action taken at any such meetings. The Commissioners may act without a meeting if consent in writing setting forth the action so taken shall be signed by all of the Commissioners either before or after such action.

Section 7.5 Election and Removal of Commissioners; Quorum:

(a) Commissioners shall be elected by the Board of Directors at each annual meeting of the Board of Directors to succeed those Commissioners whose terms have expired and to fill any vacancies then existing.

(b) Commissioners shall hold their offices until removed by the Board of Directors or until the next annual meeting of the Board of Directors or until their successors are elected. Any Commissioner may be removed from office at any time by a majority vote of the Board of Directors. In addition, any Commissioner may be removed from office at a meeting called expressly for that purpose by a majority vote of the other Commissioners. Any Commissioner may be removed by a majority vote of the other Commissioners.

(c) Any vacancy occurring on the Commission may be filled by the affirmative vote of all of the remaining Commissioners, and the term of office of any Commissioner so elected shall expire on the date fixed for the expiration of the term of office of the Commissioner to which such Commissioner was so elected.

(d) For business other than the removal or replacement of any Commissioner, a majority of the number of Commissioners elected and serving at the time of any meeting shall constitute a quorum for the transaction of business. The act of a majority of Commissioners present at a meeting at which a quorum is present shall be the act of the Board of Commissioners. Less than a quorum may adjourn any meeting.

ARTICLE VIII

OFFICERS

Section 8.1 Election of Officers: Terms: The Board of Directors, promptly after its election in each year, shall elect a President (who shall be a Director) and may also elect a Secretary and a Treasurer, and may elect or appoint one or more Vice Presidents or such other officers as it may deem proper. Any officer may hold more than one office, except that the same person shall not be President and Secretary.

Section 8.2 The officers of the Corporation shall hold office at the pleasure of the Board of Commissioners. Any officer elected or appointed by the Board of Commissioners may be removed at any time by the Board of Commissioners. Any vacancy occurring in any office of the Corporation by death, resignation, and removal or otherwise shall be filled by the Board of Commissioners.

Section 8.3 The President shall be the chief executive officer of the Corporation, shall preside at all meetings of the Board of Directors and the Board of Commissioners, shall have general and creative management of the Corporation, shall see that all orders and resolutions of the Board of Directors and Board of Commissioners are carried into effect and shall act as

Administrator. He shall execute on behalf of the Corporation all legal documents and shall affix or cause the seal to be affixed to all instruments requiring such execution except to the extent of the signing and executing thereof shall be expressly delegated by the Board of Directors or some other officer or agent of the Corporation.

Section 8.4 The Vice -Presidents, if any are elected, shall act under the direction of the President and in the absence of disability of the president shall perform such other duties and have such other powers as the president or the Board of Directors may from time to time prescribe. The Board of Directors may designate one or more executive vice-presidents or may otherwise specify the order of seniority for the vice -presidents. The duties and powers of the president shall descend to the vice-presidents in such specified order of seniority.

Section 8.5 The secretary shall act under the direction of the president. Subject to the direction of the president he or she shall attend all meetings of the Board of Commissioners and all meetings of the Commission and record the proceedings. He or she shall perform like duties for the standing committees when required. He or she shall give, or cause to be given, notice of all meetings or special meetings of the Commission, and shall perform other duties as may be prescribed by the president or the Board of Commissioners. He shall keep in safe custody the seal of the Corporation, and when authorized by the president of the Board of Commissioners, cause it to be affixed to any instrument requiring it.

Section 8.6 The treasurer, if elected, shall act under the direction of the President. Subject to the direction of the president he shall have custody of the corporate funds and securities and shall keep full and accurate accounts or receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Commissioners. He shall disburse the funds of the corporation as may be ordered by the President or the Board of Commissioners, taking proper vouchers for such disbursements, and shall render to the President and the Board of Commissioners, at its regular meetings, or when the Board of Commissioners so requires, an account of all his transactions as treasurer and of the financial condition of the Corporation. He may affix or cause to be affixed the seal of the Corporation to documents so requiring.

Section 8.7 Removal of Officers; Vacancies: All officers shall serve for a term of one year and until their respective successors are elected; but any officer may be removed summarily with or without cause at any time by the vote of a majority of the Directors. Vacancies among the officers shall be filled by a majority vote of the Directors.

Section 8.8 Compensation: The Board of Directors shall have authority to fix the compensation of all directors, officers, and Commissioners of the Corporation.

ARTICLE IX

MISCELLANEOUS PROVISIONS

Section 9.1 Fiscal Year: The fiscal year of the Corporation shall end on the 31st day of December in each year.

Section 9.2 Checks, Notes and Drafts: Checks, notes, drafts and other orders for the payment of money shall be signed by such person as the Board of Directors from time to time may authorize. When the Board of Directors, however, the signature of any such person maybe a facsimile.

Section 9.3 Emergency Powers: The Bylaws shall not be construed in any manner that would in any fashion effect, change, alter, replace, and substitute or limit the emergency powers of the Board of Directors of the Corporation as set forth in Section 13.1-827 of the Code of Virginia (1950 as amended).

Section 9.4 Amendment of Bylaws & Articles of Incorporation: Unless prescribed by the Articles of Incorporation, these Bylaws and the Articles of Incorporation may be amended, altered and/or repealed in whole or in part at any meeting of the Board of Directors by affirmative vote of a majority of the members of the Board of Directors.

The Board of Directors shall have the power to rescind, amend, alter or repeal any Bylaws and/or the Articles of Incorporation and to enact Bylaws and/or Amended Articles of Incorporation which expressly provide that they may not be amended, altered or repealed by the Board of Directors.

Section 9.5 Corporate Seal: The seal of the Corporation shall be a flat faced circular die (of which there may be any number of counterparts) with the word "SEAI;" and the name of the Corporation engraved thereon.

ARTICLE X

INDEMNIFICATION

Section 10.1 Indemnification of Directors, Commissioners and Officers:

(a) Each person now or hereafter a Director, officer or Commissioner of the Corporation (and his heirs, executors and administrators) shall be indemnified by the Corporation against all claims, liabilities, judgments, settlements, costs and expenses including all attorneys fees, imposed upon or reasonably incurred by him in connection with or resulting from any action, suit, proceeding or claim to which he is or may be made a part by reason of his being or having been a Director, officer or Commissioner of the Corporation (whether or not a Director, officer or Commissioner at the time such costs or expenses are incurred by or imposed upon him), except in relation to matters as to which he shall have

been finally adjudged in such action, suit or proceeding to be liable for gross negligence, willful misconduct, if he conducted himself in bad faith, his conduct was opposed to the best interests of the Corporation or that he had reasonable cause to believe that his conduct was unlawful in the performance of his duties as such Director, officer or Commissioner. In the event of any judgment against such Director, officer or Commissioner or in the event of a settlement, the indemnification shall be made only if the Corporation shall be advised, in case none of the persons involved shall be or have been a Director, by the Board of Directors of the Corporation, and otherwise by independent counsel to be appointed by the Board of Directors, that in its or his opinion such Director, officer or Commissioner was not guilty of gross negligence or willful misconduct, that he conducted himself in good faith, his conduct was in the best interests of the Corporation and that he had reasonable cause to believe that his conduct was not unlawful, and in the event of a settlement, that such settlement was or is in the best interest of the Corporation. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent counsel. Such right of indemnification shall not be deemed exclusive of any rights to which he may be entitled under any by-law, agreement, vote of Directors, or otherwise.

(b) No indemnification or advances for expenses shall be made unless and until such person complies with Section 13.1-878 of the Code of Virginia (1950 as amended).

(c) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Commissioner, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Commissioner, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this section.

ARTICLE XI

VOTING OF STOCK HELD

Unless otherwise provided by a vote of the Board of Directors, the President may either appoint attorneys to vote any stock of any other corporation owned by this Corporation or may attend any meeting of the holders of stock of such corporation and vote such shares in person.

ARTICLE XII

EFFECTIVE DATE

These Bylaws shall and are hereby deemed by the Corporation to be effective as of July 16, 2002.

The undersigned, being all of the members of the initial Board of Directors do hereby consent to and adopt the foregoing as the Bylaws for the Corporation, COMMISSION ON HEALTH CARE CERTIFICATION, INC., and hereunto sets their hands on this the 16th day of July -, 20002.

A handwritten signature in black ink on a light blue background. The signature reads "V. Robert May III, Rh.D., CDEII". The letters are cursive and somewhat stylized.

V. ROBERT MAY III, Rh.D.
Initial Director