

ARTICLES OF INCORPORATION OF THE AMERICAN PEDIATRIC SURGICAL ASSOCIATION

- First: The name of the corporation is The American Pediatric Surgical Association (hereinafter the “Corporation”).
- Second: The place in this state where the principal office of the Corporation is to be located is in the City of Cleveland, Cuyahoga County, Ohio.
- Third: The purposes for which the Corporation is formed are: to encourage specialization in the field of pediatric surgery and in other ways to make available to more people the benefits to be derived from the services of qualified pediatric surgeons; to promote and maintain the quality of education in pediatric surgery through meetings, lectures and the distribution of printed materials; to raise the standards of the specialty by fostering and encouraging research and scientific progress in pediatric surgery, and by establishing standards of excellence in the surgical care of infants and children; to provide a forum for the dissemination of information with regard to pediatric surgery; and to present the common interests of pediatric surgeons in the area of socioeconomic policy development. To accept, receive and acquire by deed, gift, bequest, devise, purchase, lease, or otherwise, property of any sort or nature, without limitation as to amount or value, and to hold, invest, reinvest, manage, use, apply, employ, expand, disburse, or donate the same, whether income or principal or proceeds of sale, exclusively for the purposes hereinabove set forth. To do such other things as are incidental or appropriate in accomplishing the foregoing purposes.
- Fourth: The Corporation is organized as a nonprofit corporation under Chapter 1702 of the Ohio Revised Code and shall at all times be operated as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “Code”) and, notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(a) of the Code by reason of being described in Code Section 501(c)(6).
- Fifth: The Corporation shall not make any purchase of property for more than adequate consideration in money or money’s worth, shall not sell any of its property for less than an adequate consideration in money or money’s worth, and shall not pay compensation in excess of a reasonable allowance for personal services actually rendered. The Corporation shall not lend its property or income, without the receipt of adequate security and a reasonable rate of interest, nor make its services available on a preferential basis. The Corporation shall not engage in any transaction which results in a diversion of its property or income from its purposes as set forth in Article Third. no part of the net earnings of the Corporation shall inure to the benefit of any person except as a proper beneficiary of its said purposes.
- Sixth: The Corporation shall not accumulate income to an extent which is unreasonable either in amount or duration in carrying out its purposes set forth in Article Third, shall not use such accumulations for purposes other than such purposes, and shall not invest its funds in any manner as to jeopardize the carrying out of its said purposes.
- Seventh: Upon dissolution of the Corporation, or any partial or entire liquidation of its property or assets, all of the Corporation’s property of every nature and description shall, after making

provision for discharge of all of the liabilities of the Corporation, be paid over and transferred to such one or more organizations or institutions which are then exempt from federal income tax under Section 501(a) of the Code by reason of being described in either Section 501(c)(3) or Section 501(c)(6) of the Code, as shall be selected by a majority of persons who are then members of the Board of Governors of the Corporation

Eighth: No member of the Board of Governors, officer, or employee of the Corporation, or any other person, shall receive any profit from the operations or liquidation of the Corporation, except as reasonable compensation for services actually rendered to the Corporation.

Ninth: Each reference in these Amended Articles of Incorporation to a section of the Code or the Ohio Revised Code shall include the corresponding provisions of any future Internal Revenue or Ohio laws, respectively.

Tenth: These Amended Articles of Incorporation supersede and take the place of existing Articles of Incorporation of the Corporation as the same may have been amended heretofor.