

<b>MICHIGAN DEPARTMENT OF LABOR AND ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES</b>	
Date Received	<b>(FOR BUREAU USE ONLY)</b>
	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.
<b>Laura Silvestri Del Pup, Clark Hill PLC</b>	
<b>500 Woodward Avenue, Suite 3500</b>	
<b>Detroit, MI 48226-3435</b>	
EFFECTIVE DATE	

**DOCUMENT WILL BE RETURNED TO NAME AND ADDRESS INDICATED ABOVE**

CORPORATION IDENTIFICATION NUMBER						
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**ARTICLES OF INCORPORATION**

**OF**

**AMERICAN GYNECOLOGICAL AND OBSTETRICAL SOCIETY**

**(a Michigan Nonprofit Corporation)**

Pursuant to the provisions of Act 162, Public Acts of 1982, as amended (the "Act"), the undersigned corporation (the "Society") executes the following Articles:

ARTICLE I

The name of the Society is **AMERICAN GYNECOLOGICAL AND OBSTETRICAL SOCIETY**.

ARTICLE II

The Society is organized exclusively for charitable, educational and scientific purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") by furthering the practice, study, research and education of the fields of obstetric and gynecological medicine, and conducting all activities incidental or necessary to accomplishing the foregoing purposes or otherwise permitted by Section 501(c)(3) of the Code.

ARTICLE III

The Society will at all times be conducted as an organization described in Section 501(c)(3) of the Code. The Society will not carry on any activities which are not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (b) a corporation eligible to receive tax deductible contributions under Section 170(c) and Section 2055, Section 2522 or Section 2106 of the Code, or (c) a nonprofit corporation organized under the laws of the State of Michigan pursuant to the Act.

No part of the assets or net earnings of the Society may inure to the benefit of or be distributable to its Directors, officers, or other private persons; provided, however, that the Society is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its charitable purposes.

No substantial part of the activities of the Society will be the carrying on of propaganda or otherwise attempting to influence legislation. The Society will not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office and will not publish or distribute statements relating to political campaigns.

#### ARTICLE IV

The Society is organized on a non-stock basis.

The Society has no real property or personal property assets.

The Society is to be financed through member dues, initiation fees, annual meeting registration fees, contributions and investment income.

The Society is organized on a membership basis. The membership of the Society will consist of the following categories of Fellows: Active Fellows, Life Fellows and Honorary Fellows. There shall be no more than two-hundred and fifty (250) Active Fellows at any one time. There may be an indefinite number of Life Fellows and Honorary Fellows. Life Fellows shall not vote on the admission of new members and Honorary Fellows shall have no voting privileges. Fifty (50) Fellows who are present in person or by proxy and who have voting power will constitute a quorum.

#### ARTICLE V

The address of the registered office is **c/o Clark Hill PLC, 255 S. Old Woodward, 3rd Floor, Birmingham, Michigan 48009.**

The name of the resident agent at the registered office is **Daniel H. Minkus.**

#### ARTICLE VI

The name and address of the incorporator is **Daniel H. Minkus.**

## ARTICLE VII

Except as otherwise provided by law, a volunteer Director or volunteer officer of the Society is not personally liable to the Society or its Members for monetary damages for a breach of the director's or officer's fiduciary duty.

The Society assumes all liability to any person other than the Society or its Members for all acts or omissions of a volunteer Director incurred in the good faith performance of his or her duties as a Director.

The Society assumes the liability for all acts or omissions of a volunteer Director or volunteer officer, provided that:

- (a) the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- (b) the volunteer was acting in good faith;
- (c) the volunteer's conduct did not amount to gross negligence or willful or wanton misconduct;
- (d) the volunteer's conduct was not an intentional tort; and
- (e) the volunteer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle as described in Section 209(e)(v) of the Act.

## ARTICLE VIII

Upon the termination, dissolution or winding up of the Society, all remaining assets of the Society will be distributed for a purpose or to an organization or organizations described in Section 501(c)(3) of the Code.

## ARTICLE IX

These articles may be amended by a two-thirds (2/3) vote of all the Fellows present at the annual meeting in person or by proxy and who are entitled to vote. Notice of the proposed amendment shall be given at the preceding annual meeting and again when notice is given of the annual meeting at which the vote is to be taken.

Signed by the Incorporator this \_\_\_ day of September, 2004

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**Daniel H. Minkus**