

FILED
In the Office of the
Secretary of State of Texas
JAN 08 1998
Corporations Section

**ARTICLES OF INCORPORATION OF
TEXAS ALLIANCE FOR CONTINUING MEDICAL EDUCATION**

The undersigned natural person, a citizen of the State of Texas who is more than 18 years of age, acting as incorporator of a corporation under the Texas Nonprofit Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation

ARTICLE I. NAME

The name of this corporation is Texas Alliance for Continuing Medical Education

ARTICLE II

The corporation is a nonprofit corporation

ARTICLE III. DURATION

The period of its duration is perpetual

ARTICLE IV. PURPOSES

The purpose or purposes for which the corporation is organized are as follows, including, but not limited

- 1 To promote quality continuing medical education (CME) in the state of Texas
- 2 To provide opportunities for professional growth and development of all individual professional growth and development to all individual professionals and representatives of institutions and commercial companies involved with planning, implementing, and/or supporting CME in Texas
- 3 To provide an organization for professionals, institutions, and commercial companies involved with planning, implementing, and/or supporting CME in Texas
- 4 To provide an organization for the promotion of communication with other organizations involved with planning, implementing, and/or supporting CME in other states
- 5 To receive and maintain a fund or funds of real or personal property, or both, and,

2025 RELEASE UNDER E.O. 14176

subject to the restrictions and limitations herein set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 of the Internal Revenue Code and its Regulations as they now exist or as they may be amended

- 6 No part of the net earnings of the corporation shall inure to the benefit of any director of the corporation, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office
- 7 The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by applicable provisions of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws
- 8 The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code or corresponding provisions of any subsequent provisions of any subsequent federal tax laws
9. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws
- 10 The corporation shall not make any investments in such manner as to subject to tax under Section 4944 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws
- 11 The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws
12. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 of the Internal Revenue Code and its Regulations as they now exist or as they may be amended

- 13 Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended
- 14 To provide an opportunity for members to associate together in special interest groups which focus on a narrow or specialized CME issue, and to assist members in developing CME training

ARTICLE V.

No part of the net earnings of the nonprofit corporation shall enure to the benefit of or be distributed to its members, trustees, directors, officers or other private persons with the exception that the corporation is empowered to pay necessary and reasonable compensation and expenses for services rendered and to make payments and distributions in furtherance of the corporation's purposes as set forth in Article IV. The corporation's primary purpose shall not be used for the promotion of propaganda including, but not limited to, lobbying or influencing legislation and the corporation, however, may engage in legislative activities to the extent permitted by law. Furthermore, the corporation shall not engage in activities which are disallowed under Section 501(c)(6) of the Internal Revenue Code and its regulations as they now exist or may be hereinafter amended. The corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized solely for nonprofit purposes

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed to another nonprofit organization engaged in similar activities and with similar purposes after all liabilities and obligations have been paid in full and are discharged and all assets subject to a condition upon transfer are conveyed according to said condition

ARTICLE VI. MEMBERS

The corporation shall have members. The membership of the corporation shall be determined as provided in the bylaws, and such bylaws shall define the voting rights, powers and privileges of the members

No member of the corporation shall have the right of cumulative voting at any election of directors or upon any other matter

ARTICLE VII. BYLAWS

The initial bylaws of the corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the bylaws or to adopt new bylaws shall be vested in the members, but such power may be delegated by the members to the Board of Directors.

ARTICLE VIII. DIRECTOR'S LIABILITY

No director shall be liable to the corporation or its members for monetary damages for an act or omission in the director's capacity as a director, except that this Article does not eliminate or limit the liability of a director to the extent the director is found liable for

- 1 A breach of the director's duty of loyalty to the corporation or its members,
- 2 An act or omission not in good faith that constitutes a breach of duty of the director to the corporation or its members or an act or omission that involves intentional misconduct or a knowing violation of the law,
- 3 A transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office, and
- 4 An act or omission for which the liability of the director is expressly provided by an applicable statute

Any repeal or modification of this Article by the members of the Corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the corporation existing at the time of such repeal or modification

ARTICLE IX. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1901 Chilton, Tyler, Texas 75701, and the name of its initial registered agent as such address is Marti Busbee

ARTICLE X. BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is seven (7), and the names and addresses of the persons who are to serve as the initial directors are

Marti M Busbee
1901 S. Chilton
Tyler, Texas 75701

LaNelle Chancellor
8138 Meadow Road # 131
Dallas, Texas 75231

Mark V Gregg
8862 Mountain Ridge Circle
Austin, Texas 78759

Susan Hughes
2571 FM 1257
Temple, Texas 76501

Sterling Hunking
1509 Briarwood
Arlington, Texas 76013

Stanley W. Leshner
P O Box 1866
San Benito, Texas 78586-1866

Sterling North
15711 Craighurst
Houston, Texas 77059

Elizabeth Duenzl
5909 Harry Hines Blvd
Dallas, Texas 75235


Susan H Cook
3615 19th Street
Lubbock, Texas 79410

Carolyn Arnold-Frazier
7101 S P I D
Corpus Christi, Texas 78412

ARTICLE XI. INCORPORATORS

The name and street address of the sole incorporator is John R. Vasquez, 7701 N. Lamar Blvd ,
Ste 111, Austin, Texas 78752

In witness whereof, I have hereunto set my hand, this 8th day of January, 1998



JOHN R. VASQUEZ
INCORPORATOR

State of Texas
County of Travis

This instrument was acknowledged before me on January 8, 1998 by JOHN R. VASQUEZ.

Notary Public's Signature

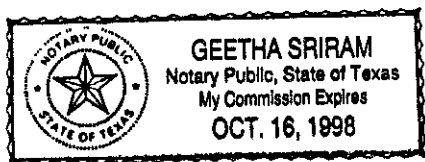




NOTARY PUBLIC FOR
THE STATE OF TEXAS

Notary's typed or printed name

GEETHA SRIRAM



000001-112500