

ARTICLES OF INCORPORATION  
OF  
PERFUSION PROGRAM DIRECTORS' COUNCIL

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, state as follows:

1. The name of the corporation (hereinafter called the "Corporation") is the PERFUSION PROGRAM DIRECTORS' COUNCIL.
2. The Corporation is a non-profit corporation. The purposes for which the Corporation is formed are:
  - a. To provide a forum for exchange of information on scientific/educational issues among program directors to enhance the educational process in perfusion technology.
  - b. To provide representation to and become a vehicle for the receipt of information from organizations and professional societies that have input into the perfusion profession, its education and accreditation, and provide a unified voice of expression for perfusion education program directors.
  - c. The general purposes for which this Corporation is formed are to operate exclusively for such charitable, scientific and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under the Code.

d. This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

3. The Corporation shall have no capital stock and shall not be authorized to issue capital stock. The Corporation shall have members, as follows:

a. ACTIVE: Active members of the Council shall consist of program directors of accredited schools in perfusion technology whose dues are paid and shall be entitled to one vote for election of Board members, officers and all other matters coming before the membership.

b. ASSOCIATE: Associate members to the Council shall consist of program directors in perfusion education, whose programs are not yet accredited whose dues are paid, and these members shall have a voice but not voting rights.

4. The powers of the Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of Directors of the Corporation shall not be less than five (5) but not more than seven (7) and shall include the elected officers of the Corporation and shall be elected by a majority vote of the total active members as more specifically set forth in the By-Laws of the Corporation. Each Director shall serve a term of two (2) years.

The initial Board of Directors shall consist of five members whose names and addresses are:

JEANNE S. LANGE  
5890 Sugar Bush Drive  
Tully, NY 13159

ROBIN G. SUTTON  
1241 Michelle Court  
Iowa City, IA 52240

LINDA G. CANTU  
11816 SW Hopkins Switch Road  
Augusta, KS 67010

PATRICK F. PLUNKETT  
17 Gloucester Street  
Boston, MA 02115

ALFRED H. STAMMERS  
20885 Roundup Road  
Elkhorn, NE 68022

5. The post office address of the initial registered office is 4308-N Evergreen Lane, Annandale, Virginia 22003. The name of the County in which the initial registered office is located is Fairfax County, Virginia. The name of its initial registered agent is Michael L. Houliston, attorney, who is a resident of the State of Virginia, a member of the Virginia State Bar, and whose business office is the same as the registered office of the Corporation.
6. Upon the dissolution or winding up of this Corporation, the assets remaining after payment, or other provision for payment, of all debts and liabilities, shall be distributed to a nonprofit fund, foundation or corporation having a similar or analogous character or purpose and that has established its tax exempt status

under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

7. The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Virginia or of the United States. The By-Laws may be amended by a resolution of the Board of Directors and vote of the membership as set forth in the By-Laws.

8. No director or officer of the Corporation shall be liable to the Corporation or its members for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property, or services, for the amount of the benefit or profit in money, property, or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

10. Amendments to these Articles of Incorporation may be proposed by resolution adopted by the Board of Directors and presented to the members for their vote at an Annual Meeting of the members or by mail ballot. Amendments may be adopted by a vote of a majority of the members present and voting.

We, the undersigned, being the incorporators of this Corporation, have executed these Articles of Incorporation on the 29<sup>th</sup> day of April, 1998.

Names

Addresses

  
JEANNE S. LANGE

5890 Sugar Bush Drive  
Tully, NY 13159

  
LINDA G. CANTU

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Augusta, KS 67010

  
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COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

August 4, 1995

The State Corporation Commission has found the accompanying articles submitted on behalf of

PERFUSION PROGRAM DIRECTORS' COUNCIL

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the Commission, effective August 4, 1995.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

CORPACPT  
CIS20436  
95-08-02-0076