

APR 19 1978

OFFICE OF RECORDER OF DEEDS, D. C.

Corporation Division
Sixth and D Streets, N. W.
Washington, D. C. 20001

CERTIFICATE

THIS IS TO CERTIFY that all provisions of the District of Columbia
Non-profit Corporation Act have been complied with and ACCORD-
INGLY this Certificate of Incorporation

is hereby issued to the ASSOCIATION OF
DEPARTMENTS OF FAMILY MEDICINE

as of the date hereinafter mentioned.

Date April 10, 1978

PETER S. RIDLEY,
Recorder of Deeds, D. C.

David H. Cole

David H. Cole

Superintendent of Corporations

ARTICLES OF INCORPORATION
OF ASSOCIATION OF
DEPARTMENTS OF FAMILY MEDICINE

To: The Recorder of Deeds, D. C.
Washington, D. C.

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation, adopt the following Articles of Incorporation for such corporation pursuant to the District of Columbia Non-Profit Corporation Act:

FIRST: The name of the corporation is the ASSOCIATION OF DEPARTMENTS OF FAMILY MEDICINE.

SECOND: The period of duration is perpetual.

THIRD: The purpose for which the corporation is organized are to:

(a) Promote, in cooperation with educational institutions, other educational associations, government agencies, and other non-profit organizations, the common interests of departments of family medicine in medical schools and teaching hospitals (or when there is no such department, a division or section in a medical school or teaching hospital having interests, functions and purposes similar to departments of family medicine) located in the United States and elsewhere, through publications, research and discussion of problems of mutual interest and concern, and to

(b) Further the efficient and effective operation of departments, divisions and sections of family medicine for the benefit of faculty, students and administrators.

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The corporation is organized and is to be operated exclusively for charitable and educational purposes within the meaning of the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States internal revenue law). No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers, members, other private individuals or organizations organized and operating for profit (except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as hereinabove stated). No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not directly or indirectly participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision herein, the corporation shall not carry on any activities not permitted to be carried on

(a) By a corporation exempt from Federal income tax under Section 501(a) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law) as an organization described in Section 501(c)(3) of said Code (or the corresponding provision of any future United States internal revenue law), or

(b) By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law).

FOURTH: To further the corporation's objects and purposes, the corporation shall have and shall exercise all the powers conferred by the District of Columbia Non-Profit Corporation Act not without the scope of Article THIRD hereof. Without limiting the generality of the foregoing, the corporation shall have power to sue and be sued, to own, take title to, receive and hold, lease, sell and resell, in fee simple or otherwise, property, real, personal or mixed, wherever situated and however acquired, without limitation as to amount or value. The corporation shall have authority to encumber property by deed of truse, pledge or otherwise; to borrow money and secure payment of same by lien or liens on the realty or personal property of the corporation; to lease, build, erect, remodel, repair, construct and/or reconstruct any and all buildings, houses or other structures necessary, proper or incident to its needs and purposes; and to do any and all things incident to the carrying out of the objects and purposes as stated and as limited herein. The corporation shall have full powers of management, investment and reinvestment, and the collection of all rents, revenues, issues and profits arising therefrom.

FIFTH: The corporation is to have members.

SIXTH: The corporation is to be divided into two classes of members, regular and associate. The designation of each class of members and the qualifications and rights of the members of each class are as follows:

Each regular member of the corporation shall have voting rights and shall be an educational institution (which includes a medical school or teaching hospital department, division or section of family medicine) which is either (a) an organization exempt from Federal income tax under Section 115(a) or (b) an organization exempt from Federal income tax under Section 501(a) as an organization described in Section 501(c)(3) which also is not a private foundation under Section 509(a)(1), (2) or (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law). An associate member of the corporation shall not have voting rights and shall be an educational association, government agency, non-profit organization, or individual having an interest in promoting the well-being of medical school and/or teaching hospital departments, divisions or sections of family medicine.

SEVENTH: The manner of election of the directors of the corporation shall be as provided in the bylaws.

EIGHTH: The internal affairs of the corporation shall be conducted and regulated as provided in the bylaws. The officers and directors of the corporation shall govern the corporation, with full authority to establish its policies. On dissolution or final liquidation, the board of directors shall, after paying or making provision for the payment of all of the lawful debts and liabilities of the corporation, distribute all of the assets of the corporation to one or more of the following categories of recipients, as the board of directors of the corporation shall determine:

(a) A non-profit organization or organizations which may have been created to succeed the corporation, as long as such organization or each such organizations shall qualify as an organization described in Section 115(a) or Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law); and/or

(b) A non-profit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall qualify as an organization described in Section 155(a) or Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law).

NINTH: The address of its initial registered office in the District of Columbia is 888 Seventeenth Street, N. W., Washington, D. C. 20006, and the name of its initial registered agent at such address is James W. Quiggle.

TENTH: The number of directors constituting the initial board of directors is six (6) and the names and addresses of the persons who are to serve as the initial directors until the first annual meeting or until their successors be elected and qualified are:

Edward W. Ciriacy, M. D.

University of Minnesota Medical
School
A-290 Mayo Memorial Building
Minneapolis, Minnesota 55455

Hiram B. Curry, M. D.

Department of Family Practice
Medical University of South Carolina
80 Barre Street
Charleston, South Carolina 29401

Eugene S. Farley, Jr., M. D.

Family Medicine Program
Highland Hospital
South Avenue at Bellevue
Rochester, New York 14620

Lawrence L. Hirsch, M. D.

Chicago Medical School
2020 West Ogden Avenue
North Chicago, Illinois 60064

Thomas L. Leaman, M. D.

Family and Community Medicine
The Milton S. Hershey Medical Center
The Pennsylvania State University
Hershey, Pennsylvania 17033

Paul R. Young, M. D.

Department of Family Practice
University of Nebraska College of
Medicine
42nd and Dewey Avenue
Omaha, Nebraska 68105

ELEVENTH: The names and addresses of each incorporator are:

John Holt Myers

888 - 17th Street, N. W.
Washington, D. C. 20006


Joe L. Oppenheimer

888 - 17th Street, N. W.
Washington, D. C. 20006

Thomas Arden Roha

888 - 17th Street, N. W.
Washington, D. C. 20006

Date: April 6, 1978


John Holt Myers


Joe L. Oppenheimer


Thomas Arden Roha

DISTRICT OF COLUMBIA) SS:

I, Barbara P. Montgomery, a Notary Public, hereby
certify that on the 6th day of April, 1978, per-
sonally appeared before me JOHN HOLT MYERS, JOE L. OPPENHEIMER, and
THOMAS ARDEN ROHA, who signed the foregoing document as incorporators,
and that the statements therein contained are true.

Barbara P. Montgomery
Notary Public

My Comm. Ex. Expires May 14, 1979

(NOTARIAL SEAL)