

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the DISTRICT OF COLUMBIA NONPROFIT CORPORATION ACT have been complied with and accordingly, this ***CERTIFICATE of INCORPORATION*** is hereby issued to

COUNCIL OF UNIVERSITY CHAIRS OF OBSTETRICS AND GYNECOLOGY (CUCOG)

as of ***JULY 14TH, 1995*** .

Hampton Cross
Director

Katherine A. Williams
Acting Administrator
Business Regulation Administration

Patricia E. Grays
Acting Superintendent of Corporations
Corporations Division

Marion Barry, Jr.
Mayor

FILED

JUL 14 1995

ARTICLES OF INCORPORATION

OF

BY: *[Signature]*

COUNCIL OF UNIVERSITY CHAIRS OF OBSTETRICS AND GYNECOLOGY (CUCOG)

TO: The D.C. Department of Consumer and Regulatory Affairs,
Washington, D.C.

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

FIRST: The name of the corporation is Council of University Chairs of Obstetrics and Gynecology (CUCOG).

SECOND: The period of duration is perpetual.

The corporation will have members.

THIRD: Membership in the organization shall be limited to chairpersons and acting or interim chairpersons of Departments of Obstetrics and Gynecology in schools of medicine in the United States and Canada. All members of CUCOG shall be members of the Association of Professors of Gynecology and Obstetrics (APGO). Former chairpersons of Departments of Obstetrics and Gynecology in schools of medicine in the United States and Canada, shall, upon a request to the CUCOG be eligible as non-voting Emeritus members of the organization. The corporation will have one class of non-voting members.

FOURTH: The corporation is organized and will be operated exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code. It will promote excellence in medical education, fellowship training, clinical practice, and basic and clinical research in women's health. The corporation will also provide a forum for review of, and action on issues relevant to academic obstetrics and gynecology.

In pursuance of these purposes it shall have the powers to do all things necessary, proper and consistent with obtaining and maintaining its tax-exempt status under section 501 (c)(3). All references to sections in these Articles refer to the Internal Revenue Code of 1986 as amended or to comparable sections of subsequent internal revenue laws.

FIFTH: No part of the net earnings of the corporation shall inure to the benefit of or be distributed to any director, employee or other individual, partnership, estate, trust or corporation having a personal or private interest in the corporation. Compensation for services actually rendered and reimbursement for

expenses actually incurred in attending to the affairs of this corporation shall be limited to reasonable amounts.

SIXTH: No part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation to an extent that would disqualify it for tax exemption under Section 501(c)(3), and this corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles or of any Bylaws adopted thereunder, this corporation shall not take any action not permitted by the laws which then apply to this corporation.

SEVENTH: The internal affairs of the corporation shall be entrusted to the Board of Directors as prescribed by the Bylaws. The members of the Board of Directors shall be those individuals elected, from time to time, in accordance with the Bylaws.

EIGHTH: Upon dissolution of the corporation, its assets shall be disposed of exclusively for the purposes of the corporation or distributed to such organizations organized and operated exclusively for charitable purposes which shall, at the time, qualify as exempt organizations under section 501(c)(3).

NINTH: The registered agent is Ann Allen and the address, including street and number, of its initial registered office is
409 12th Street, SW
Washington, D.C. 20024-2188.

TENTH: The number of directors constituting the initial Board of Directors is four (4) and the names and addresses, including street number, of the persons who are to serve as the initial directors until the first annual meeting, or until their successors are elected and qualified, are:

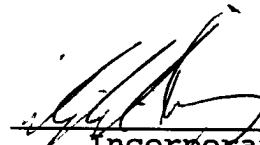
- (1) Robert K. Creasy, MD
Dept. of Ob/Gyn, Reproductive Science
University of Texas, Houston
6431 Fannin Street, Ste 3.286
Houston, TX 77030
(713) 792-5360
- (2) Steven G. Gabbe, MD
Dept. of Ob/Gyn
Ohio State University
1654 Upham Drive, Rm 505
Columbus, OH 43210
(614) 293-8697
- (3) Eberhard Mueller-Heubach, MD
Dept. of Ob/Gyn
Bowman Gray School of Medicine

Wake Forest University
Medical Center Boulevard
Winston-Salem, NC 27157-1066
(910) 716-4594

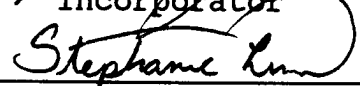
- (4) Jack N. Blechner, MD
Dept. of Ob/Gyn
University of Connecticut
263 Farmington Avenue, John Dempsey Hospital
Farmington, CT 06030-1230
(203) 679-2856

TENTH: The names and addresses, including street and number, of the incorporators are:

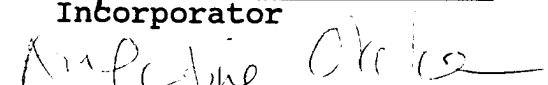
- (1) Elizabeth Kingsley
2001 S Street, NW Suite 430
Washington DC 20009
- (2) Stephanie Limb
2001 S Street, NW Suite 430
Washington DC 20009
- (3) Augustine Okeke
2001 S Street, NW Suite 430
Washington DC 20009



Incorporator



Incorporator



Incorporator

Date: 7/13/95

I, ^{Bme} Blanca Gm. Clayton, a Notary Public, hereby certify that on the 13th day of July, 1995, Elizabeth Kingsley, Stephanie Limb, and Augustine Okeke, appeared before me and signed the foregoing document as incorporators, and have averred that the statements therein contained are true.

Blanca Gm. Clayton
Notary Public

My Commission Expires April 30, 1997