

FILED AND CERTIFICATE OF  
INCORPORATION ISSUED

**ARTICLES OF INCORPORATION  
OF  
REPRODUCTIVE HEALTH SERVICES  
OF  
PLANNED PARENTHOOD OF THE ST. LOUIS REGION**

APR 20 1999

*R. McDowell Cork*  
SECRETARY OF STATE

**(A General Not for Profit Corporation)**

**SECRETARY OF STATE  
STATE OF MISSOURI  
P.O. BOX 778  
JEFFERSON CITY, MISSOURI 65102**

The undersigned natural persons of the age of 18 years or more, for the purpose of forming a not for profit corporation under the laws of the State of Missouri, hereby adopt the following Articles of Incorporation pursuant to Section 355.096 of The Not for Profit Corporation Law of Missouri:

**ARTICLE ONE**

The name of the corporation is Reproductive Health Services of Planned Parenthood of the St. Louis Region (the "Corporation").

**ARTICLE TWO**

The Corporation is a public benefit corporation.

**ARTICLE THREE**

The name and address of the Corporation's initial registered agent in Missouri is:

Paula M. Gianino  
4251 Forest Park Avenue  
St. Louis, Missouri 63108

**ARTICLE FOUR**

The names and addresses of the incorporators are as follows:

Charles C. Allen, Jr.  
100 Little Lane  
St. Louis, Missouri 63124

A. Stephen Coburn  
7159 Kingsbury  
St. Louis, Missouri 63130

Jane Mitchell  
404 North Warson Road  
St. Louis, Missouri 63124

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Rebecca M. Dwyer, II  
SECRETARY OF STATE

#### ARTICLE FIVE

The Corporation will have no members and shall have no authority to issue capital stock.

#### ARTICLE SIX

Upon dissolution and liquidation of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation and returning assets held by the Corporation upon condition requiring return, which condition occurs upon dissolution, distribute all of the assets of the Corporation to one or more organizations that are (i) recognized as exempt from federal income tax under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized exclusively for such purposes.

#### ARTICLE SEVEN

The Corporation is organized exclusively for the promotion of social well being, health and education within the meaning of Section 501(c)(3) of the Internal Revenue Code (the "Code"), and shall be:

- (1) To provide quality pregnancy related medical and counseling services including, but not limited to, non-directive options counseling, pregnancy termination and prevention services;
- (2) To advocate for public policies and legislation that promotes and protects reproductive choice and reproductive rights;
- (3) To work in harmony with the purposes and policies of Planned Parenthood of the St Louis Region and Planned Parenthood Federation of America.

This Corporation is authorized to do everything necessary, suitable or proper for the accomplishment, attainment, or furtherance of, and to do every other act or thing incidental to, appurtenant to, growing out of, or connected with, the purposes, objects, or powers set forth in these Articles of Incorporation, whether alone or in association with others; to possess all the rights, powers and privileges now or hereafter conferred by the laws of the State of Missouri upon a general not for profit corporation organized under the laws of the State of Missouri, of the things herein set forth to the same extent as fully a natural person or partnership might or could

do; provided, however, that nothing herein shall be construed as authorizing the Corporation to possess any purpose, object or power, or to do any act of thing forbidden by law to a not for profit corporation organized under the laws of the State of Missouri, nor to engage in any activity not approved by Section 501(c)(3) of the Code or any successor section.

### ARTICLE EIGHT

This Corporation is not organized for a pecuniary profit and it shall not have any power to issue certificates of stock or declare dividends. No part of the net earnings of the corporation shall inure to the benefit of any director or individual. The Corporation, however, is authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation in carrying out one or more of its purposes.

It is intended that the Corporation shall have the status of an organization which is exempt from federal income tax under Section 501(c)(3) of the Code and within the meaning of 509(a) of the Code (i) to which contributions are deductible for federal tax purposes under Section 170(c)(2) of the Code, (ii) to which bequests are deductible, for federal estate tax purposes under Section 2055(a)(2) of the Code, and (iii) to which gifts are deductible for federal gift tax purposes under Section 2522(a)(2) of the Code. These Articles of Incorporation shall be construed, and all authority and activities of the Corporation shall be limited, accordingly.

### ARTICLE NINE

The affairs and business of the Corporation shall be managed and conducted by the Board of Directors. The number of persons to constitute the first Board of Directors is three (3). Thereafter, the number of directors shall be fixed by, or in the manner provided in, the By-laws of the Corporation; provided, however, that the number of directors shall not consist of fewer than three (3) nor more than thirty-three (33).

The initial Board of Directors shall consist of the following members:

Charles C. Allen, Jr.  
100 Little Lane  
St. Louis, Missouri 63124

A. Stephen Coburn  
7159 Kingsbury  
St. Louis, Missouri 63130

Jane Mitchell  
404 North Warson Road  
St. Louis, Missouri 63124

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*Barbara McDowell Cook*  
SECRETARY OF STATE

**ARTICLE TEN**

The power to alter, amend or repeal these Articles of Incorporation and/or the Bylaws of the Corporation is vested in the Corporation's Board of Directors.

**ARTICLE ELEVEN**

The directors of this Corporation shall be indemnified to the maximum extent permitted by law. Expenses incurred by a director of this Corporation in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director to repay such amount if it is ultimately determined that the director is not entitled to be indemnified by the Corporation as authorized by the laws of the State of Missouri. The foregoing right of indemnification and advancement of expenses shall in no way be exclusive of any other rights of indemnification and advancement of expenses to which any such director may be entitled by By-law, agreement, vote of disinterested directors or otherwise.

*Article Twelve Perpetual corporation*  
IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 20<sup>th</sup> day of April, 1999.

Jane Z Mitchell  
Incorporator

[Signature]  
Incorporator

Charles Allen  
Incorporator

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Rebecca McDowell Cook  
SECRETARY OF STATE

# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

CORPORATION DIVISION  
CERTIFICATE OF INCORPORATION  
MISSOURI NONPROFIT

WHEREAS, DUPLICATE ORIGINALS OF ARTICLES OF INCORPORATION OF  
REPRODUCTIVE HEALTH SERVICES OF PLANNED PARENTHOOD OF THE  
ST. LOUIS REGION

HAVE BEEN RECEIVED AND FILED IN THE OFFICE OF THE SECRETARY OF  
STATE, WHICH ARTICLES, IN ALL RESPECTS, COMPLY WITH THE  
REQUIREMENTS OF MISSOURI NONPROFIT CORPORATION LAW;

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, SECRETARY OF STATE  
OF THE STATE OF MISSOURI, BY VIRTUE OF THE AUTHORITY VESTED IN  
ME BY LAW, DO HEREBY CERTIFY AND DECLARE THIS ENTITY A BODY  
CORPORATE, DULY ORGANIZED THIS DATE AND THAT IT IS ENTITLED TO  
ALL RIGHTS AND PRIVILEGES GRANTED CORPORATIONS ORGANIZED UNDER  
THE MISSOURI NONPROFIT CORPORATION LAW.

IN TESTIMONY WHEREOF, I HAVE SET MY  
HAND AND IMPRINTED THE GREAT SEAL OF  
THE STATE OF MISSOURI, ON THIS, THE  
20TH DAY OF APRIL, 1999.

*Rebecca McDowell Cook*  
Secretary of State



\$25.00