

Michigan Department of Labor & Economic Growth

Filing Endorsement

***This is to Certify that the ARTICLES OF INCORPORATION - NONPROFIT
for
MEDICAL DIRECTOR'S COUNCIL***

ID NUMBER: 70300U

***received by facsimile transmission on April 25, 2008 is hereby endorsed
Filed on April 25, 2008 by the Administrator.***

***The document is effective on the date filed, unless a
subsequent effective date within 90 days after
received date is stated in the document.***

***In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 25TH day
of April, 2008.***



, Director

Bureau of Commercial Services

<u>MICHIGAN DEPT. OF LABOR & ECONOMIC GROWTH</u>	
<u>BUREAU OF COMMERCIAL SERVICES</u>	
(FOR BUREAU USE ONLY)	DATE RECEIVED
	_____ _____
Corp. ID No. -	

ARTICLES OF INCORPORATION**OF****MEDICAL DIRECTOR'S COUNCIL****(Domestic Nonprofit Corporation)**

These Articles of Incorporation are signed by the incorporator for the purpose of forming a nonprofit corporation pursuant to the provisions of the Act 162, Public Acts of 1982, as follows:

ARTICLE I

The name of the corporation is **MEDICAL DIRECTOR'S COUNCIL** (hereinafter referred to as the "Corporation").

ARTICLE II

1. The Corporation is organized exclusively for the purpose of receiving and administering funds for the purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) (the "Code") and MCL 450.2212 (or the corresponding provision of any future Michigan Compiled Laws) (the "MCL"). The purposes of the Corporation shall include, but not necessarily be limited to, general assistance to the public welfare and other charitable activities within the meaning of Section 501(c)(3) of the Code and Section 450.2212 of the MCL. The corporation may conduct any and all such activities and exercise any and all such powers as are necessary to the achievement of the foregoing and in furtherance of the purposes of the corporation. The primary area of activity shall be providing a forum for continuing medical education and mentoring for medical directors of Planned Parenthood Federation of America, a non-profit organization dedicated to improving women's health and safety, preventing unintended pregnancies and advancing the rights and abilities of individuals and families to make informed and responsible choices.

2. The Corporation, including all activities incident to its purposes, shall at all times be conducted so as to be an organization described in Section 501(c)(3) of the Code. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code, or (c) by a nonprofit corporation organized under the laws of the State of Michigan pursuant to the provisions of Act 162, Public Acts of 1982, as amended or corresponding provisions of any subsequent Federal tax laws.

3. No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, 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 set forth in these Articles.

4. No substantial part of the activities of the Corporation shall be the carrying on of the propaganda or otherwise attempting to influence legislation, and the 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.

ARTICLE III

The Corporation is organized upon a membership basis. The Directors shall be called Trustees. The Members shall have such rights as are provided in the By-Laws.

The Corporation has no real property or personal property assets.

The Corporation is to be financed through gifts, grants and contributions of funds and property, and the income generated therefrom.

ARTICLE IV

The address of the registered office is 40950 Woodward Avenue, Suite 306, Bloomfield Hills, Michigan 48304.

The name of the resident agent at the registered office is Mary M. Lyneis.

ARTICLE V

The names and address of the sole incorporator is as follows:

Dr. Michael Hertz, M.D.
c/o 40950 Woodward Ave., Suite 306
Bloomfield Hills, MI 48304

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

1. The Board of Trustees of this Corporation shall consist of no more than eight (8) persons who shall also be the officers of the corporation, as determined from time to time by the Members. The Officer Trustees shall be comprised of a president, vice president, secretary-treasurer, three regional trustees and past president trustee. The initial Board shall be comprised of the following individuals:

Paul Fine, M.D., President
Michael Hertz, M.D., Vice President
Deborah Nucatola, M.D., Secretary-Treasurer
Laszlo Sogor, M.D., Central Region Trustee
Carole Meyers, M.D., Eastern Region Trustee
Katherine Sheehan, M.D., Western Region Trustee
Diana Koster, M.D., Past President/Trustee

2. Each member of the initial Board shall serve until the first annual meeting of the Corporation at which time he or she shall cease to be an Officer Trustee unless otherwise elected as provided herein. Thereafter, the term of office of any member of the Board, shall commence upon his or her election by majority vote of the Members and shall continue for a term of three years and thereafter until the Officer Trustee's successor is chosen or until his or her resignation or removal. No Officer Trustee shall serve more than two consecutive terms in the same office.

3. Any Officer Trustee may resign by written notice to the Corporation. Any member of the Board, may be removed as an Officer Trustee at any meeting of the Board, either with or without cause, by the affirmative vote of a majority of the Officer Trustees then in office.

4. If a vacancy shall occur among the members of the Board as a result of death, resignation, removal, or otherwise, such vacancy shall be filled by the affirmative vote of a majority of the remaining Officer Trustees though less than a quorum of the Board. A person selected to fill such vacancy shall be an Officer Trustee until the next annual meeting of the Corporation or until his or her death, resignation or removal prior to the expiration of such period.

ARTICLE VIII

1. The Corporation will expend its income and such part of its capital as may be required by law for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or corresponding section of any future federal tax Code.

2. The Corporation will not engage in any act of self-dealing as defined in Section

4941(d) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax Code.

3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax Code.

4. The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding section of any future federal tax Code.

5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax Code.

ARTICLE IX

Any amendments to Section 3 of Article VII which would effect the rights, powers and election status of an Officer can only be made with the approval of that Trustee.

ARTICLE X

Upon the termination, dissolution or winding up of the Corporation, the Board shall, after paying or making provision of the payment of all liabilities of the Corporation, distribute all assets real and personal of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or corresponding provisions of any subsequent Federal tax laws, as the Board of Directors of the corporation shall determine. Any such assets not so disposed of for whatever reason shall be disposed of by the Circuit Court 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 said Court shall determine which are organized and operated exclusively for such purposes. Preference shall be given to an organization one of whose principal activities is medical education.

IN WITNESS WHEREOF, the incorporator of the above named corporation, has hereunto signed these Articles of Incorporation on this 25 day of April, 2008.


Dr. Michael Hertz, M.D.
INCORPORATOR

DOCUMENT WILL BE RETURNED TO NAME AND MAILING ADDRESS INDICATED IN THE BOX BELOW. Include name, street and number (or P.O. box), city, state and ZIP code.

Mary M. Lyneis, Esq.
LoPrete & Lyneis, P.C.
40950 Woodward Ave., Suite 306
Bloomfield Hills, MI 48304