

ARTICLES OF INCORPORATION
OF
ASSOCIATION OF PHYSICIAN ASSISTANT PROGRAMS

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 ASSOCIATION OF PHYSICIAN ASSISTANT PROGRAMS.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

To receive, establish and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific purposes, or for the prevention of cruelty to children or animals, either directly, or by contributions to one or more corporations, trusts, community chests, funds or foundations, created or organized in the United States or in any possession thereof, or under the laws of the United States, any State or Territory, the District of Columbia, or any possession of the United States, and organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, or for the prevention of cruelty to children or animals.

To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise for any of its objects or purposes, any property, both real and personal, of whatever kind, nature or description and wherever situated.

To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.

To borrow money, and from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.

Subject to the limitations and conditions contained in any bequest, devise, grant, or gift, to invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or such other securities and property as its Board of Directors shall deem advisable, without regard to any law, present or future, or to any rule of court respecting the retention of investments and the investment and reinvestment of funds.

The corporation is created, organized and shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals, and the foregoing purposes and powers are each and all subject to the limitation that no part of its net earnings shall inure to the benefit of any private individual, association or corporation, except that reasonable compensation may be paid for services actually rendered to or for the corporation in the administration and furtherance of its charitable, educational and benevolent purposes; that no substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office; and that no donation, gift, or contribution of any property of the corporation or the income therefrom shall be made to any organization whose net earnings, or any part thereof, inure to the benefit of any private shareholder or individual or any substantial part of the activities of which is carrying on propaganda, or otherwise attempting, to influence legislation, or intervening in any political campaign on behalf of any candidate for public office.

In general, to carry on any other business connected with or incidental to the foregoing objects and purposes, and to have and exercise all the powers conferred by the laws of the District of Columbia upon corporations formed under the District of Columbia Non-profit Corporation Act, subject to the limitation that any and all such powers shall be exercised exclusively in furtherance of its religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals.

FOURTH: The corporation shall have a single class of members whose qualifications and rights are hereinafter set forth.

FIFTH: Membership in the corporation shall be limited to educational institutions with training programs in operation and in compliance with the criteria established in the By-laws. The rights and privileges of any any member shall be equal to the rights and privileges of any other member.

SIXTH: The directors shall be elected or appointed in the manner set forth in the By-laws of the corporation.

SEVENTH: Provisions for the regulation of the internal affairs of the corporation, including provisions for distribution of assets on dissolution or final liquidation are as follows:

The private property of the members, directors, or officers of the corporation shall not be subject to the payment of corporate debts to any extent whatever.

Upon any dissolution, distribution or winding up of the affairs of the corporation, whether voluntary or involuntary, the property remaining after all corporate debts or other proper charges have been paid or provided for, shall be distributed, transferred, conveyed, delivered and paid over, upon such terms and conditions and in such amounts and proportions as the Board of Directors may impose and determine, to one or more corporations, funds, or foundations organized and operated exclusively for religious, charitable, literary or educational purposes, or for the prevention of cruelty to children or animals, no part of the net earnings of which inures to the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in or intervene in, any political campaign on behalf of any candidate for public office.

EIGHTH: The address, including street and number, of its initial registered office is 800 Seventeenth Street, N.W., Washington, D. C. 20006, and the name of its initial registered agent at such address is E. Michael Paturis.

NINTH: The number of directors constituting the initial Board of Directors is five, and the names and addresses, including street and number 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:

<u>NAME</u>	<u>ADDRESS</u>
Robert E. Jewett, M.D.	Emory University School of Medicine Atlanta, Georgia 30322
C. Hilmon Castle, M.D.	University of Utah School of Medicine Salt Lake City, Utah 84112
Raymond H. Murray, M.D.	Indiana University School of Medicine Indianapolis, Indiana
Suzanne B. Greenberg	Northeastern University Boston, Massachusetts 02115
Thomas E. Piemme, M.D.	George Washington University School of Medicine Washington, D. C.

TENTH: The name and address, including street and number, of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
E. Michael Paturis	800 Seventeenth Street, N.W. Washington, D. C. 20006
John E. Boice, Jr.	800 Seventeenth Street, N.W. Washington, D. C. 20006
William H. Wiegering	800 Seventeenth Street, N.W. Washington, D. C. 20006

E. Michael Paturis
E. Michael Paturis

John E. Boice, Jr.
John E. Boice, Jr.

William H. Wiegering
William H. Wiegering

Date Sept. 13, 1974

September 13, 1974

DISTRICT OF COLUMBIA) SS

I, HARRIET E. MORGAN, a Notary Public, hereby certify that on the 13th day of September, 1974, personally appeared before me E. MICHAEL PATURIS, JOHN E. BOICE, JR., and WILLIAM E. WIEGERING, who signed the foregoing document as incorporators, and that the statements therein contained are true.

My Commission Expires December 14, 1977

Harriet E. Morgan
Notary Public *DS*

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



CERTIFICATE

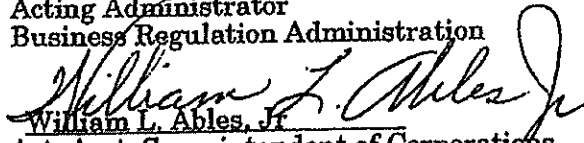
THIS IS TO CERTIFY that all applicable provisions of the DISTRICT OF COLUMBIA NONPROFIT CORPORATION ACT have been complied with and accordingly, this ***CERTIFICATE of AMENDMENT*** is hereby issued to

ASSOCIATION OF PHYSICIAN ASSISTANT PROGRAMS

as of ***December 15th, 1995.***

Hampton Cross
Director

Katherine A. Williams
Acting Administrator
Business Regulation Administration


William L. Ables, Jr.
Act. Asst. Superintendent of Corporations
Corporations Division

Marion Barry, Jr.
Mayor

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ASSOCIATION OF PHYSICIAN ASSISTANT PROGRAMS

To: Department of Consumer and Regulatory Affairs, Washington, D.C. 20001

Pursuant to provisions of the District of Columbia Nonprofit Corporation Act, the undersigned adopts the following ARTICLES OF AMENDMENT to its ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is: *ASSOCIATION OF PHYSICIAN ASSISTANT PROGRAMS*, (hereafter, "Association").

SECOND: The following amendment of the Articles of Incorporation was adopted by the Association in the manner prescribed by the District of Columbia Nonprofit Corporation Act:

THIRD: This Article is amended in its entirety to read as follows.

"The purposes for which this Association is organized are:

A. to conduct exclusively charitable and educational activities permitted by Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code ("the Code").

B. to distribute funds to other organizations exempt under Section 501(c)(3).

C. to carry on any other activity which may help accomplish an Association purpose, or may enhance the value of its property, business or rights.

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ARTICLES OF AMENDMENT TO: ARTICLES OF INCORPORATION
ASSOCIATION OF PHYSICIAN ASSISTANT PROGRAMS

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D. to exercise all its corporate powers and rights, in the District of Columbia, the Commonwealth of Virginia, and other states and territories of the United States."

FOURTH: This Article is amended in its entirety to read as follows.

"The Association will have members meeting membership requirements, in one or more classes, as provided in its Bylaws."

FIFTH: This Article is amended in its entirety to read as follows.

"Private property of members, officers, and directors will not be subject to payment of corporate debts."

SEVENTH: This Article is amended in its entirety to read as follows.

"Provisions for regulation of the internal affairs of the Association, including provisions for distribution of assets on dissolution or final liquidation are as follows:

A. No part of Association net earnings will inure to the benefit of or be distributable to its directors, officers, or other private persons. However, the Association will be authorized to pay reasonable compensation for services rendered, to reimburse reasonable expenses incurred for Association purposes, and to make other payments in furtherance of Association purposes.

B. No substantial part of Association activities will be carrying on propaganda or otherwise attempting to influence legislation.

C. The Association will not participate or intervene in (including publishing or distributing statements) any political campaign supporting or opposing any candidate for public office.

D. Despite any other provision of these Articles, the Association will not carry on any activity not permitted to be carried on:

1. by a corporation exempt from federal income tax under Section 501(c)(3) of the Code,
or
2. by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

E. Upon the Association's dissolution, assets will be distributed for one or more Section 501(c)(3) exempt purposes, or will be distributed to the federal government or to a state or local government, for a public purpose. Any assets not so disposed of will be disposed of by a court of competent jurisdiction of the county in which the Association's principal office is located, exclusively for exempt or public purposes, or to such organization(s) as the Court determines to be organized and operated exclusively for such purposes."

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ASSOCIATION OF PHYSICIAN ASSISTANT PROGRAMS

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THIRD: The amendment was adopted in the following manner:

The amendment was adopted at a meeting of members held on October 28, 1995 at which a quorum was present, and the amendment received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.

Date: December 13, 1995 Association of Physician Assistant Programs.

By: James Hammond
James Hammond, MA, PA-C, President

Attested to by: Kathleen J. Dobbs

Signature: Kathleen J. Dobbs
Secretary

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ASSOCIATION OF PHYSICIAN ASSISTANT PROGRAMS**

TO: Department of Consumer and Regulatory Affairs
Business and Professional Licensing Administration
Corporations Division
941 North Capitol Street, N.E.
Washington, D.C. 20002

Pursuant to the provisions of the District of Columbia Nonprofit Corporation Act, the undersigned corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is ASSOCIATION OF PHYSICIAN ASSISTANT PROGRAMS (the "Corporation").

SECOND: The following amendment of the Articles of Incorporation was adopted by the Corporation in the manner prescribed by the District of Columbia Nonprofit Corporation Act.

THIRD: The name of the Corporation is hereby changed to PHYSICIAN ASSISTANT EDUCATION ASSOCIATION.

FOURTH: The amendment was adopted at a meeting of the members held on November 15, 2005, at which a quorum was present, and received the vote of at least two-thirds of the votes entitled to be cast by members present or represented by proxy at such meeting.

Date: November 21, 2005

Association of Physician Assistant Programs

By *Dawn M. Harris EdD, PA-C*
Its President

ATTEST: *Dana Sage Stroup EdD, PA-C*
Its Secretary