

ARTICLES OF INCORPORATION

OF

KANSAS CITY SOCIETY OF ANESTHESIOLOGISTS

A Missouri Not for Profit Corporation

I, the undersigned, being a natural person of the age of eighteen (18) years or more and a citizen of the United States, for the purpose of forming a corporation under The General Not for Profit Corporation Law of the State of Missouri, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is KANSAS CITY SOCIETY OF ANESTHESIOLOGISTS.

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The address of its initial Registered Office in the State of Missouri is 1000 Carondelet Drive, Kansas City, Missouri 64114; and the name of its initial Registered Agent at said address is Margo J. Cook.

ARTICLE IV

The name and place of residence of the Incorporator is as follows:

Richard E. Nelson, M.D.                      12120 Bluejacket  
Overland Park, Kansas 66213

ARTICLE V

The membership of the Corporation shall consist of three classes: Active Members, Junior Members and Retired Members. Junior Members and Retired Members shall not be entitled to vote or to be elected Directors or Officers of the Corporation.

ARTICLE VI

The first Board of Directors shall consist of five (5) Directors, their names and addresses being as follows:

<u>Names of Directors</u>	<u>Address</u>
Richard E. Nelson, M.D.	Overland Park, Kansas 66213
Kirk T. Benson, M.D.	Shawnee Mission, Kansas 66210
Stephen A. McCray, M.D.	Gladstone, Missouri 64116
Richard L. Morgan, M.D.	Lenexa, Kansas 66220
Gregory K. Unruh, M.D.	Olathe, Kansas 66061

After the first meeting of the Board of Directors, the number of Directors may be fixed in the manner provided in the Bylaws of the Corporation.

ARTICLE VII

This corporation is organized NOT FOR PROFIT and the objects and purposes to be transacted and carried on are:

A. To provide a community organization to promote the interests of the anesthesiology profession, under which members may exchange ideas to educate themselves and each other on anesthesiology techniques to improve the general abilities and standing of the anesthesiology profession; and to cultivate and promote the science and art of anesthesiology, to elevate and sustain the professional character of its members, and to disseminate knowledge pertaining to the advancement of anesthesiology.

B. To engage in any other lawful act or activity for which corporations may be organized under The General Not for Profit Corporation Law of Missouri.

#### ARTICLE VIII

Neither the Directors nor the Members of the Corporation shall be individually or personally liable for the debts, liabilities or obligations of the Corporation.

#### ARTICLE IX

In the event of the dissolution of the Corporation, any assets remaining, after the payment, satisfaction, discharge or adequate provision therefor of all liabilities and obligations of the Corporation, shall be distributed to such foundation or corporation organized and operated exclusively for charitable, scientific or educational purposes and exempt from taxation under the provisions of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, as may be determined by a majority of the Directors of the Corporation serving as such at the time of such dissolution.

#### ARTICLE X

No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its Members, Directors, Officers, trustees, 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 Article VII hereof. 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 participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE XI

The Corporation shall indemnify to the full extent authorized and permitted by §351.355 RS Mo 1986, as now in effect or as hereafter amended, any person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative, including an action by or in the right of the

Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or serves any other enterprise as such at the request of the Corporation. Notwithstanding the foregoing, such a person shall be liable to the extent provided by applicable law for acts or omissions finally adjudged to have been knowingly fraudulent, deliberately dishonest, negligent, or which involve intentional misconduct or a knowing violation of law. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any such person for or with respect to any acts or omissions of such person occurring prior to the date when such provision becomes effective.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article. The foregoing right of indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent shall inure to the benefit of the heirs, executors and administrators of such a person.

It is the intention of the foregoing to limit the liability of the Board of Directors and the officers to the fullest extent permitted by law.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this 12 day of January, 1989.

Richard E. Nelson, M.D.  
Richard E. Nelson, M.D.

STATE OF Missouri )  
COUNTY OF Jackson ) ss

I, KAREN J. LOZANO, a notary public, do hereby certify that on the 12 day of January, 1989, personally appeared before me Richard E. Nelson, M.D., who being first duly sworn declared and acknowledged that he is the person who signed the foregoing document as Incorporator and that the statements therein contained are true.

Karen J. Lozano  
Notary Public

My Commission Expires: 4-1-1991

FILED AND CERTIFICATE OF  
INCORPORATION ISSUED

MAY 30 1989

*Roy D. Bliss*

FILED AND CERTIFICATE OF  
INCORPORATION ISSUED

MAY 30 1989

*Roy D. Blewett*

# STATE OF MISSOURI



ROY D. BLUNT  
SECRETARY OF STATE

CORPORATION DIVISION

CERTIFICATE OF INCORPORATION

GENERAL NOT FOR PROFIT

WHEREAS, DUPLICATE ORIGINALS OF ARTICLES OF INCORPORATION OF  
KANSAS CITY SOCIETY OF ANESTHESIOLOGISTS

HAVE BEEN RECEIVED AND FILED IN THE OFFICE OF THE SECRETARY OF  
STATE, WHICH ARTICLES, IN ALL RESPECTS, COMPLY WITH THE  
REQUIREMENTS OF THE GENERAL NOT FOR PROFIT CORPORATION LAW;

NOW, THEREFORE, I, ROY D. BLUNT, 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 GENERAL NOT  
FOR PROFIT CORPORATION LAW.

IN TESTIMONY WHEREOF, I HAVE SET MY  
HAND AND IMPRINTED THE GREAT SEAL OF  
THE STATE OF MISSOURI, ON THIS, THE  
30TH DAY OF MAY, 1989.



*Roy D. Blunt*  
Secretary of State

\$10.00