

RECEIVED FEB 27 1990

AMENDMENT TO THE  
ARTICLES OF INCORPORATION

OF

EMERGENCY MEDICINE RESIDENTS' ASSOCIATION

A NON-PROFIT CORPORATION

FILED  
In the Office of the  
Secretary of State of Texas

MAR 14 1990

Corporations Section

I, the undersigned President of the Emergency Medicine Residents' Association (EMRA), do hereby certify that at a meeting of the members of EMRA in Washington, DC on September 12, 1989, the members of EMRA adopted by vote of more than two-thirds of the voting members, a quorum being present, the following change to the corporation's Articles of Incorporation, such change being unanimously approved by the Board of Directors of the corporation at its regular meeting held on September 14, 1989.

The Articles of Incorporation of EMRA are hereby amended to reflect the addition of a new article, *Article Eleven*, which will appear in the Articles of Incorporation immediately following *Article Ten*, and immediately preceding the words "IN WITNESS THEREOF..." on page five of the said Articles of Incorporation. Article Eleven will read as follows:

ARTICLE ELEVEN

To the fullest extent permitted by Texas law, no director of the Emergency Medicine Residents' Association (EMRA) shall be liable to EMRA or its members for monetary damages for an act or omission in such director's capacity as a director of EMRA except for liability arising out of (a) any breach of such director's duty of loyalty to EMRA or its members; (b) acts or omissions of such director which are not in good faith or which involve intentional misconduct or a knowing violation of the law; (c) a transaction from which such director received an improper benefit whether or not the benefit resulted from an action taken within the scope of such director's office; or (d) an act by or omission of such director for which the liability of a director is expressly provided for by statute. The foregoing elimination of the liability to EMRA or its members for monetary damages should not be deemed exclusive of any other rights or limitations of liability or indemnity to which a director may be entitled under any other provision of the Articles of Incorporation and bylaws of EMRA, contract, or agreement, vote of members and/or disinterested directors or otherwise.

IN WITNESS WHEREOF, I have signed this Amendment this 20th day of

February, 1990.

Brian W. Cook MD

President, Emergency Medicine  
Residents' Association