

EMRA ARTICLES OF INCORPORATION



The State of Texas
SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this Office:

EMERGENCY MEDICINE RESIDENTS' ASSOCIATION

Articles of Incorporation

January 10, 1986



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this

11th day of January, A. D. 19 89

Carl M. Reins
Secretary of State me.j

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FILED
in the Office of the
Secretary of State of Texas

JAN 10 1986

Clerk I-D
Corporations Section

ARTICLES OF INCORPORATION

OF

EMERGENCY MEDICINE RESIDENTS' ASSOCIATION

A NON-PROFIT CORPORATION

We, the undersigned natural persons of the age of twenty-one or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act (the "Act"), do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is EMERGENCY MEDICINE RESIDENTS' ASSOCIATION.

ARTICLE TWO

The corporation is a non-profit corporation and shall have no capital stock.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The corporation is organized as a business league and for charitable, educational and scientific purposes, including,

for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (the "Code"), (or the corresponding provision of any future United States Internal Revenue Law), and further including the following specific charitable, educational and scientific purposes:

- (i) to provide a unified voice for emergency medicine residents;
- (ii) to encourage and to implement high standards in training and continuing education of emergency physicians;
- (iii) to study and analyze the socio-economic aspects of emergency medical care;
- (iv) to promote education of the general public and of patients who may require emergency care;
- (v) to promote research that will result in improving emergency medicine;
- (vi) to promote official community, state and national representation for emergency medicine in organized and academic medicine; and
- (vii) to promote the establishment of full and autonomous emergency departments within all hospital and medical staff structures providing full-time emergency department coverage by emergency physicians.

The corporation shall have all additional purposes and powers which it may have and exercise under the Act to the extent not inconsistent with its status as a nonprofit organization described in section 501(c)(6) (or any comparable successor provision of the Code).

ARTICLE FIVE

The corporation shall have one or more classes of members. The designation of such class or classes, the manner of election or appointment, and the qualifications and rights of the members of each class shall be set forth in the bylaws of the corporation.

ARTICLE SIX

No part of the income or principal of the funds or property of the corporation shall ever inure to the benefit of any member, director or officer of the corporation, or to any "private shareholder or individual" as such term is described in Treasury Regulation section 1.501(a)-1(c), nor shall the corporation engage in any activities which are unlawful under the laws of the United States of America or the State of Texas or any other State.

ARTICLE SEVEN

These Articles of Incorporation may be amended, restated or repealed from time to time by the affirmative vote of a two-thirds (2/3) majority of the members of the corporation who are present and voting, either in person or by proxy, at any duly called and constituted meeting of the corporation at which a quorum is present.

ARTICLE EIGHT

The street address of the initial registered office of the corporation is 1125 Executive Circle, Irving, Texas 75038, and the name of its initial registered agent at such address is Colin C. Rorrie, Jr., Ph.D.

ARTICLE NINE

The number of directors constituting the initial Board of Directors of the corporation is six (6) and the name and addresses of the persons who are to serve as the initial directors are as follows:

James A. D'Orta, M.D.
1303-A 35th Street, N.W.
Washington, D.C. 20007

James J. Dugal, M.D.
868 Sunset Boulevard
Kenner, Louisiana 70065

Rosalind Denise Mitchell, M.D.
1200 North State Box 493
Los Angeles, California 90033

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Jim Woodburn, M.D.
2012 Emerson Avenue, South
Minneapolis, Minnesota 55405

Edward P. Sloan, M.D.
3300 N. Lake Shore Dr.
#14D
Chicago, Illinois 60657

G. Rod Derrick, M.D.
Thomas Jefferson University Hospital
Martin Residence Hall
Philadelphia, Pennsylvania 19107

ARTICLE TEN

The name and street address of each Incorporator is:

<u>Name</u>	<u>Address</u>
Mr. T. Lee Wilkins	Jenkins & Gilchrist 2200 InterFirst One Dallas, Texas 75202
Mr. Ronald J. Frappier	Jenkins & Gilchrist 2200 InterFirst One Dallas, Texas 75202
Ms. Dorothy Brooks	Jenkins & Gilchrist 2200 InterFirst One Dallas, Texas 75202

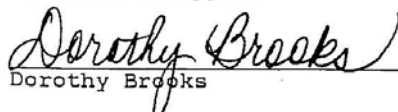
IN WITNESS WHEREOF, we have hereunto set our hands,
this 9th day of January, 1986.



T. Lee Wilkins



Ronald J. Frappier



Dorothy Brooks

STATE OF TEXAS §
§
COUNTY OF DALLAS §

I, Lindy Ruggiero, a Notary Public, do hereby certify that on this 9th day of January, 1986, personally appeared before me T. Lee Wilkins, Ronald J. Frappier and Dorothy Brooks, who each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this day and year above written.

Lindy Ruggiero
Notary Public in and for
Dallas County, Texas

My Commission Expires:
4-2-88

