

ARTICLES OF INCORPORATION

OF

THE AMERICAN SOCIETY OF EXTRA-CORPOREAL TECHNOLOGY

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned natural persons of the age of twenty-one years or more, do hereby associate ourselves together for the purpose of forming a corporation under and by virtue of the Minnesota Non-Profit Corporations Code, as amended, and for that purpose do hereby make, execute and adopt the following Articles of Incorporation.

ARTICLE I.

The name of this corporation shall be the American Society of Extra-Corporal Technology, and its principal place of business shall be the City of Saint Paul, County of Ramsey, State of Minnesota.

ARTICLE II.

The purpose of this corporation shall be the furtherance of the aims and goals of the technology of extra-corporal circulation through a non-profit plan on a strictly membership basis, which plan shall include, but not be limited to efforts to accomplish the following objectives:

To unite into one Society, with affiliate chapters, all persons who practice or are interested in extra-corporal technology.

To provide information and professional service to the members in the interest of expanded and improved technology.

To assume and maintain active leadership in promoting (1) the art of the technology, (2) maximum standards of practice for all members and non-members concerned with the technology,

(3) acceptance by the medical profession and general public of standards for the technology.

To foster devotion exclusively to the best interest of the patients' welfare and the art of the societies paramedical skills.

#### ARTICLE III.

This corporation shall have all the powers necessary to carry out its purposes and to do and perform all acts and things reasonably necessary thereto. It may receive or acquire by purchase, gift, grant or otherwise and may hold, use, invest, expend, convey or dispose of any real or personal property whatever for any of the purposes for which the corporation may be created, and may lease, mortgage or use the same in any manner deemed most conducive to its best interest and prosperity and to the accomplishment of any such purposes; but it shall not divert any gift, grant, devise or bequest from the specific purpose designated by the donor without his consent; but if so authorized by a donor, the corporation may expend, use or dispose of any property transferred to it or the income therefrom in accordance with the judgment and discretion of its trustees, directors or officers.

This corporation shall have the power to do each and everything necessary, suitable or proper to the accomplishment of any of the purposes or the attainment of any one or more of the objectives here enumerated or which shall at any time appear conducive to or expedient for protection of or benefit to this corporation as a purely non-profit organization. It shall also have any and all other powers granted by the statutes hereinbefore referred to.

#### ARTICLE IV.

The corporation shall have no capital stock and shall not be conducted for pecuniary profit. The directors and

officers of the corporation as such shall serve without pay, and no part of the funds of the association nor any part of its net earnings shall inure to the benefit of any member as such of the corporation. The Board of Directors in its discretion may hire such employees as it deems necessary.

ARTICLE V.

The period of duration of this corporation shall be perpetual.

ARTICLE VI.

The names and postoffice addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
James B. Wade	3620 4th Avenue So. Minneapolis, Minnesota
Dennis Mills	6938 Park Avenue Minneapolis, Minnesota
Edward C. Berger	875 Bayard Avenue Saint Paul, Minnesota

ARTICLE VII.

Membership shall be awarded, based upon receipt, review, and approval of application as provided by procedures established by the Board of Directors.

ARTICLE VIII.

The government of this corporation and the management of its affairs shall be vested in a Board of not less than fifteen (15) nor more than thirty (30) directors, which board shall consist of all elected officers, chairmen of standing committees (except the Ethics Committee) and as many other members as the membership shall determine, and which shall be elected at the annual meeting of the membership.

ARTICLE IX.

The names and postoffice addresses of the persons constituting the first Board of Directors, who shall hold their respective offices until the first annual meeting of the membership or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
James B. Wade	3620 4th Avenue So. Minneapolis, Minnesota
Sister Mary Laurine, OSF	St. Joseph Hospital Syracuse, New York
Pierre J. Morin	1605 Stanley Ste. Foy, Quebec, Canada
William Wright	424 3rd Street - Apt. 5R New York City, N. Y. 10016
Herbert Bing Moy	2224 Filmore San Francisco, California
Rose Ann Litturti	24101 Lakeshore Drive Euclid, Ohio
Dennis Mills	6938 Park Avenue Minneapolis, Minnesota
Eugene Bilden	2515 W. 14th Avenue, Apt. 47 Seattle, Washington
Calvin Scott	4236 Creed Avenue Los Angeles, California
Catherine Hargesheimer	737 Louisiana Avenue New Orleans, Louisiana
James Burke	3320 Thornton Lane Temple, Texas
Bennett Mitchell	350 Manhattan Avenue New York City, N. Y. 10026
Lawrence Wasser	9200 Appleton Detroit, Michigan

ARTICLE X.

These articles may be amended at any annual meeting of the membership or any special meeting, called by the Board of Directors for the purpose, by the affirmative vote of the majority of members present.

ARTICLE XI.

The officers of the corporation shall be a president, such vice-presidents as the directors may deem necessary, secretary and treasurer. Term of office for each officer shall be one year with a progression from 4th vice-president through each vice-presidency to the presidency. The new 4th vice-president shall be elected each year. The term of office for secretary and treasurer shall be for two years, beginning on the even year, with the election being held on the odd year. Vacancies occurring in any office except secretary and treasurer shall adhere to the rule of progression with a new 4th vice-president being elected by a two-thirds vote of the Board of Directors to fill out the term of the vacancy until the next election. In the event of a vacancy occurring in the office of the secretary or treasurer, the Board of Directors shall elect, by a two-thirds majority vote, a new officer to serve until the next regular election.

ARTICLE XII.

The exact time and place of each such annual meeting shall be fixed by the by-laws or by the Board of Directors. A regular annual meeting of the Board of Directors shall be held immediately or as soon as convenient after each regular annual meeting of the members.

ARTICLE XIII.

Twenty percent of the members of this corporation shall constitute a quorum for the transaction of business at membership meetings. A majority of the Board of Directors shall constitute a quorum for the transaction of business by the Board of Directors.

ARTICLE XIV.

The by-laws may provide for voting by proxy at any meeting of the voting members of the Board of Directors and

for voting by mailed ballot in any election of directors or officers.

ARTICLE XV.

In the event of dissolution or liquidation of this corporation, all of its remaining property shall be disposed of by distribution to such public corporation or corporations or private corporation or corporations which would qualify as a non-profit corporation under the laws of the State of Minnesota, as may be designated by the Board of Directors of this corporation, and none thereof shall be transferred to or in any respect whatsoever inure to any member of this corporation or director of this corporation. Members and directors of the corporation shall not be personally liable to any extent whatsoever for corporate obligations.

ARTICLE XVI.

These articles may be further amended by the affirmative vote of a majority of the members of the corporation present at either the annual meeting of the members or at a special meeting called for such purpose, provided that written notice of the proposed resolution to amend such articles be given in the manner of notice of a special meeting, as provided in the by-laws of this corporation.

ARTICLE XVII.

This corporation does hereby accept and come under the provisions of the Minnesota Non-Profit Corporations Code, Minnesota Statutes, Chapter 317.

IN WITNESS WHEREOF, we have hereunto set our hands and caused this seal to be hereunto affixed this 26th day of Sept., 1968.

THE AMERICAN SOCIETY OF  
EXTRA-CORPoreal TECHNOLOGY

By 15/ James B. Wade

15/ Dennis Mills

15/ Edward C. Berger

STATE OF MINNESOTA

COUNTY OF \_\_\_\_\_

} ss

On this 26th day of Sept., 1968, before me, a Notary Public within and for said County, personally appeared James B. Wade, Dennis Mills and Edward C. Berger, to me known, who, being by me duly sworn, did say that they are the persons described in and who executed the foregoing instrument, that they know the contents thereof, and that the same is true, and acknowledged that they executed the same as their free act and deed.

Mildred M. Seeley

Notary Public Ramsey County, Minn.  
My commission expires 8/24/72