

SEAL OF THE STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE

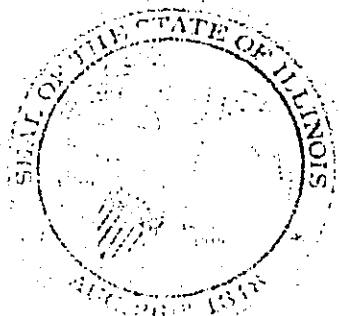


Whereas,

ARTICLES OF INCORPORATION OF ILLINOIS ALLIANCE FOR CONTINUING MEDICAL EDUCATION INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE GENERAL NOT FOR PROFIT CORPORATION ACT OF ILLINOIS, IN FORCE JANUARY 1, A.D. 1987.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 13TH day of JUNE A.D. 1984 and of the Independence of the United States the two hundred and 18TH.



George H Ryan SECRETARY OF STATE

ARTICLES OF INCORPORATION

(Do Not Write in This Space)

SUBMIT IN DUPLICATE

Payment must be made by Certified Check, Cashier's Check, Illinois Attorney's Check, Illinois C.P.A.'s Check or Money Order, payable to "Secretary of State."
DO NOT SEND CASH!

Date 6-13-94

Filing Fee \$50

Approved [Signature]

TO: GEORGE H. RYAN, Secretary of State

Pursuant to the provisions of "The General Not For Profit Corporation Act of 1986", the undersigned incorporator(s) hereby adopt the following Articles of Incorporation.

Article 1. The name of the corporation is: Illinois Alliance for Continuing Medical Education

Article 2: The name and address of the initial registered agent and registered office are:

Registered Agent	<u>Lee</u>	<u>Thomas</u>	<u>Polk</u>
	First Name	Middle Name	Last Name
Registered Office	<u>Twenty-fifth Floor, Two First National Plaza</u>		
	Number	Street	(Do Not Use P.O. Box)
	<u>Chicago</u>	<u>IL 60603-1891</u>	<u>Cook</u>
	City	Zip Code	County

Article 3: The first Board of Directors shall be 9 in number, their names and residential addresses being as follows:
(Not less than three)

Director's Names	Number	Street	Address City	State
See Attached List				

Article 4. The purposes for which the corporation is organized are:

The Corporation is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

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Is this corporation a Condominium Association as established under the Condominium Property Act?
 Yes No (Check one)

Is this corporation a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954?
 Yes No (Check one)

Is this a Homeowner's Association which administers a common-interest community as defined in subsection (c) of Section 9-102 of the code of Civil Procedure? Yes No

Article 5. Other provisions (please use separate page): See attachment.

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6-9

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated June 8, 1944.

SIGNATURES AND NAMES

POST OFFICE ADDRESS

1. Peter A. Steinmeyer
 Signature
Peter A. Steinmeyer
 Name (please print)

2. _____
 Signature

 Name (please print)

3. _____
 Signature

 Name (please print)

4. _____
 Signature

 Name (please print)

5. _____
 Signature

 Name (please print)

1. Murphy, Smith & Polk
 Street Two First National Plaza
Chicago, IL 60603
 City/Town State Zip

2. _____
 Street

 City/Town State Zip

3. _____
 Street

 City/Town State Zip

4. _____
 Street

 City/Town State Zip

5. _____
 Street

 City/Town State Zip

(Signatures must be in ink on original document. Carbon copy, xerox or rubber stamp signatures may only be used on the true copy.)
NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its President or Vice-President and verified by him, and attested by its Secretary or an Assistant Secretary.

The registered agent cannot be the corporation itself.

The registered agent may be an individual, resident in this State, or a domestic or foreign corporation, authorized to act as a registered agent.

The registered office may be, but need not be, the same as its principal office.

A corporation which is to function as a club, as defined in Section 1-3.24 of the "Liquor Control Act" of 1934, must insert in its purpose clause a statement that it will comply with the State and local laws and ordinances relating to alcoholic liquors.

FOR INSERTS - USE WHITE PAPER - SIZE 8 1/2 x 11

File No. _____

FORM NFP-102.10

ARTICLES OF INCORPORATION

under the

GENERAL NOT FOR PROFIT

CORPORATION ACT

of

FILED

JUN 13 1944

GEORGE H. RYAN
SECRETARY OF STATE

JUN 14 1944 PAID

SECRETARY OF STATE
 DEPARTMENT OF BUSINESS SERVICES
 CORPORATION DIVISION
 SPRINGFIELD, ILLINOIS 62756
 TELEPHONE (217) 782-9522

782-9523
(These Articles Must Be Executed and Filed in Duplicate)

Filing Fee \$50

ILLINOIS ALLIANCE FOR CONTINUING MEDICAL EDUCATION
ATTACHMENT TO ARTICLES OF INCORPORATION

Article 3 - Names and Residential Addresses of Directors.

r. Steve Biddle
2 Lake Shore Drive
Rancho Mirage, CA 92270

Ms. Susan Marshall
509 South Willis
Champaign, IL 61820

Stanley M. Bugaleski, M.D.
57 Timberlane Drive
Morton, IL 61550

Ms. Sid Pato
8750 Harrison Avenue - #407
Munster, IN 46321

Ms. Marcella Hollinger
3290 Half Day Road
Lake Forest, IL 60045

Susan Polk, M.D.
820 Sheridan Road
Evanston, IL 60202

Ms. Kathleen Kinsella
15520 West Baker Road
Manhattan, IL 60442

Ms. Suzanne Ziemnik
3 South 010 Timber Drive
Warrenville, IL 60555

Mr. Donald M. MacDonald
537 Monroe Avenue
Glencoe, IL 60022

Article 5 - Other Provisions.

Section 5.1 - No Right to Assets. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 Four herein. No substantial part of the activities of the corporation shall be the carrying on or propaganda, or otherwise attempting to influence legislation, and

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the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to 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 (a) by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 5.2. Dissolution. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

STATEMENT OF CHANGE
REGISTERED AGENT AND/OR
REGISTERED OFFICE
General Not For Profit Corporation Act

FILED
AUG 04 2008
JESSE WHITE
SECRETARY OF STATE

Jesse White, Secretary of State
Department of Business Services
501 S. Second St., Rm. 350
Springfield, IL 62756
217-782-3647
www.cyberdriveillinois.com

Remit payment in the form of a
check or money order payable
to Secretary of State.

File # 5785-530-4 Filing Fee: \$5 Approved: JH

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

- Corporate Name: ILLINOIS ALLIANCE FOR CONTINUING MEDICAL EDUCATION
- State or Country of Incorporation: ILLINOIS
- Name and Address of Registered Agent and Registered Office as they appear on the records of the Office of the Secretary of State (before change):

Registered Agent: NANCY First Name BASHOOK Last Name
 Middle Name
 Registered Office: 1126 Number AUSTIN ST. Street Suite # (P.O. Box alone is unacceptable)
EVANSTON City 60202 ZIP Code COOK County

- Name and Address of Registered Agent and Registered Office after all changes herein are reported:
- Registered Agent: NIKKI First Name BERRY Last Name
 Middle Name
 Registered Office: 820 Number JORIE BLVD Street Suite # (P.O. Box alone is unacceptable)
OAK BROOK City 60523 ZIP Code DUPAGE County 022
- The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.

- The above change was authorized by: (check one box only)
 - Resolution duly adopted by the board of directors. (See Note 5 on back.)
 - Action of the registered agent. (See Note 6 on back.)

ed by the board of directors, sign here. (See Note 5 below):

undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

Dated

JULY 30

Month & Day

2008

Year

ILLINOIS ALLIANCE FOR CONTINUING MEDICAL EDUCATION
Exact Name of Corporation

Jeanne Wegner
Any Authorized Officer's Signature

JEANNE WEGNER, TREASURER
Name and Title (type or print)

If change of registered office by registered agent, sign here. (See Note 6 below):

The undersigned, under penalties of perjury, affirms that the facts state herein are true and correct.

Dated

Month & Day

year

Signature of Registered Agent of Record

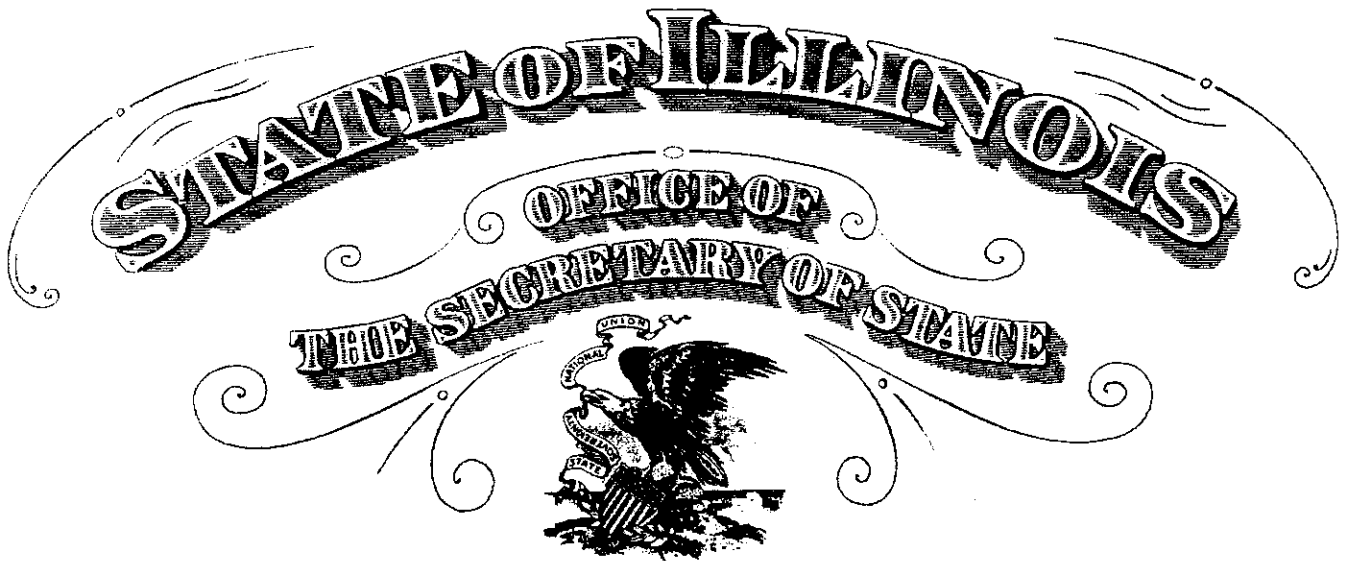
Name (type or print)

If Registered Agent is a corporation,

Name and Title of officer who is signing on its behalf.

NOTES

1. The registered office may, but need not be, the same as the principal office of the corporation. However, the registered office and the office address of the registered agent must be the same.
2. The registered office must include a street or road address (P.O. Box alone is unacceptable).
3. A corporation cannot act as its own registered agent.
4. If the registered office is changed from one county to another, the corporation must file with the Recorder of Deeds of the new county a certified copy of the Articles of Incorporation and a certified copy of the Statement of Change of Registered Office. Such certified copies may be obtained ONLY from the Secretary of State.
5. Any change of registered agent must be by resolution adopted by the board of directors. This statement must be signed by a duly authorized officer.
6. The registered agent may report a change of the registered office of the corporation for which he/she is a registered agent. When the agent reports such a change, this statement must be signed by the registered agent. If a corporation is acting as the registered agent, a duly authorized officer of such corporation must sign this statement.

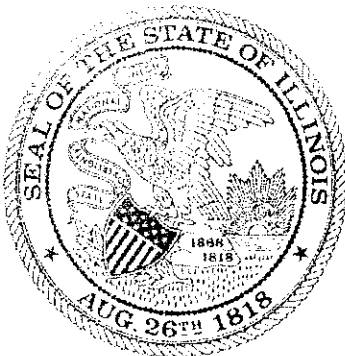


To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

THE FOREGOING AND HERETO ATTACHED IS A TRUE AND CORRECT COPY, CONSISTING OF 7 PAGES, AS TAKEN FROM THE ORIGINAL ON FILE IN THIS OFFICE FOR ILLINOIS ALLIANCE FOR CONTINUING MEDICAL EDUCATION. *****

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 6TH day of AUGUST A.D. 2008



Jesse White