

**ARTICLES OF INCORPORATION
OF
ARIZONA THORACIC SOCIETY**

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation (the "Corporation") under the District of Columbia Nonprofit Corporation Act (D.C. Code, 2001 Edition, Title 29, Chapter 3), adopt the following Articles of Incorporation:

1. Name. The name of the Corporation is the Arizona Thoracic Society ("Corporation").
2. Duration. The duration of the Corporation is perpetual.
3. Purpose. The Corporation shall be a nonstock, nonprofit corporation and shall conduct its activities in accordance with the requirements of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code). The general purposes of this Corporation are to engage in any lawful act or activity for which corporations may be organized under the District of Columbia Nonprofit Corporation Act. The specific and primary purposes for which this Corporation is formed include, but are not limited to: to further all levels of education in the fields of pulmonary, critical care and sleep medicine; to advance science in the fields of pulmonary, critical care and sleep medicine; to advance the care of patients with pulmonary disease, critical illness and sleep related breathing disorders; to advocate for state/local and national issues, in partnership with the American Thoracic Society, that support improved healthcare, especially in the fields of respiratory disease; to cooperate with medical societies, health departments, and all other official and non-official organizations in the control of respiratory disease and in the management of related health matters; and to promote the professional and social networking of its members.
4. Membership. The Corporation shall have voting members, the qualifications and rights of which shall be as stated in the Bylaws of the Corporation.
5. Directors. The Board of Directors shall be vested with the management and control of the Corporation. The manner in which the Directors shall be elected or appointed, and their term of office, shall be as provided in the Bylaws of the Corporation.
6. Initial Directors. The number of Directors constituting the initial Board of Directors is three (3) and the names and addresses, including street and number and zip code, of the persons who are to serve as the initial directors until their successors are elected or appointed and qualified, are:

Richard Helmers, MD
Mayo Clinic Scottsdale
Department of Medicine
13400 E Shea Blvd

Scottsdale, AZ 85259-5404

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Richard Robbins, MD
Phoenix VA Med Center
650 E Indian School Road
Pulmonary/Critical Care
Phoenix, AZ 85012-1839

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George Parides, DO
6519 E Caron Dr
Paradise Valley, AZ 85253-1864

7. Incorporators. The names and addresses of the three incorporators of the Corporation are:

Richard Helmers, MD
Mayo Clinic Scottsdale
Department of Medicine
13400 E Shea Blvd
Scottsdale, AZ 85259-5404

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8. Registered Office and Agent. The initial registered office of the Corporation is 1015 15th Street, NW, Suite 1000, Washington, DC 20005. The initial registered agent of the Corporation at that address is CT Corporation System.

9. Provisions for the regulation of the internal affairs of the Corporation shall be provided in the Bylaws. In addition, the following provisions shall apply:

a) No part of the net earnings of the Corporation shall inure to the benefit of any

private individual.

- b) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations which are then qualified as exempt within the meaning of Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine.

As witness to these statements, I have signed these Articles on the date indicated below.

Richard Helmers, MD

I, _____, a Notary Public, hereby certify that on the _____ day of _____, 20____, the following incorporator: Richard Helmers, MD, appeared before me and signed the foregoing document as incorporator and averred that the statements therein contained are true.

Notary Public

As witness to these statements, I have signed these Articles on the date indicated below.

Richard Robbins, MD

I, _____, a Notary Public, hereby certify that on the
____ day of _____, 20____, the following incorporator: Richard Robbins,
MD, appeared before me and signed the foregoing document as incorporator and averred
that the statements therein contained are true.

Notary Public