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DESCRIPTION DOMESTIC ARTICLES/NON-PROFIT (ARN)

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STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

1244459

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

AMERICAN SOCIETY OF COSMETIC DERMATOLOGY AND AESTHETIC SURGERY

and, that said business records show the filing and recording of:

Document(s)

Document No(s):

DOMESTIC ARTICLES/NON-PROFIT

200121801758



United States of America State of Ohio Office of the Secretary of State Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 31st day of July, A.D.

2001.

Ohio Secretary of State

ARTICLES OF INCORPORATION OF

AMERICAN SOCIETY OF COSMETIC DERMATOLOGY 2001 JUL 31 AM 11:59

CLIENT SERVINE DEHTER

The undersigned, for purposes of forming a nonprofit corporation in accordance with Chapter 1702 of the Ohio Revised Code, does hereby state the following:

1. <u>NAME</u>

The name of the Corporation shall be American Society of Cosmetic Dermatology and Aesthetic Surgery.

PRINCIPAL OFFICE

The place in Ohio where the principal office of the Corporation is to be located shall be the City of Columbus (Franklin County).

PURPOSE

The purpose for which the Corporation is formed shall be:

To promote the advancement of ethical aesthetic dermatology as a medical and surgical discipline. Cosmetic Dermatology and Aesthetic Surgery encompass those therapeutic regimens, techniques, and procedures for restoring and maintaining skin, hair, and nails. The Corporation recognizes the importance of improving and enhancing the appearance and integrity of the skin in patients of all ages. Through this mission, the Corporation will encourage member education and training, research, public awareness, and charitable endeavors.

To operate for the benefit of the profession of aesthetic dermatology as a tax-exempt professional association which is described in section 501(c)(6) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States internal revenue law, collectively referred to as the "Code").

To engage in any lawful act, activity or business not contrary to and for which a nonprofit corporation may be formed under the laws of the State of Ohio.

4. RESTRICTIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, officers or other private person, except that the Corporation shall be authorized to pay reasonable compensation for services rendered, to make payments in furtherance of the purposes of the Corporation and to make distributions to its members as authorized by Chapter 1702 of the Ohio Revised Code, including any distribution upon dissolution of the Corporation.

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Notwithstanding anything to the contrary in these Articles of Incorporation, the Corporation may not engage in any activity which is not permitted to be engaged in by an organization exempt from federal income tax under section 501(c)(6) of the Code.

5. MEMBERS

The Trustees shall, for purposes of any statute or rule of law relating to this Corporation in particular, be taken to be the members of the Corporation and shall have all rights and privileges of members conferred by the laws of the State of Ohio.

6. BOARD OF TRUSTEES

The Corporation shall be controlled and managed under the direction of a Board of Trustees ("Board").

The names and addresses of persons who will serve as the initial Trustees of the Corporation are:

Name	Address
Cherie M. Ditre, M.D.	4216 Tyson Avenue Philadelphia PA 19135
Marinos A. Petratos, M.D.	35 East 35th Street New York NY 10016-3823
Lenore S. Kakita, M.D.	1818 Verdugo Blvd. – Suite 402 Glendale CA 91208-1403
Marta I. Rendon, M.D.	880 N.W. 13th Street – Suite 3C Boca Raton FL 33486
Ira Berman, M.D.	205 Charles Way York PA 17402
Diane Berson, M.D.	350 Fifth Avenue – Suite 7805 New York NY 10118
M. Elizabeth Briden, M.D.	6525 Barrie Road Edina MN 55435-2305
Pearl Grimes, M.D.	321 N. Larchmont – Suite 617 Los Angeles CA 90004-6406
Maria Hordinsky, M.D.	University of Minnesota Department of Dermatology, Mail Code 98 Minneapolis MN 55455

Joel Schlessinger, M.D.

2802 Oak View Mall Drive

Omaha NE 68144

Helen M. Torok, M.D.

780 East Smith Road Medina OH 44256-2662

Wm. Philip Werschler, M.D.

Sacred Heart Doctor's Building W. 105 Eight Ave. – Suite 250

Spokane WA 99204

7. <u>CERTAIN</u> <u>TRANSACTIONS</u>

No person shall be disqualified from being a trustee of the Corporation because he or she is or may be a party to, and no trustee of the Corporation shall be disqualified from entering into, any contract or other transaction to which the Corporation is or may be a party.

No contract, action or other transaction shall be void or voidable for reason that any trustee or officer or other agent of the Corporation is a party thereto, or otherwise has any direct or indirect interest in such contract, action or transaction or in any other party thereto, or for reason that any interested trustee or officer or other agent of the Corporation authorizes or participates in authorization of such contract, action or transaction, provided that:

The material facts as to such interest and as to the contract, action or transaction are disclosed or are otherwise known to the Board or applicable committee of trustees at the time the contract, action or transaction is authorized and the trustees or the members of the committee, in good faith reasonably justified by the facts, authorize the contract, action or transaction by at least a majority vote of the disinterested trustees or disinterested members of the committee, even though such disinterested trustees or members are less than a quorum; or

The material facts as to such interest and as to the contract, action or transaction are disclosed or are otherwise known to the member at the time the contract, action or transaction is authorized and the member authorizes the contract, action or transaction; or

The contract, action or transaction (i) is not less favorable to the Corporation than an arm's length contract, action or transaction in which no trustee or officer or other agent of the Corporation has any interest or (ii) is otherwise fair to the Corporation as of the time it is authorized.

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Any interested trustee may be counted in determining the presence of a quorum at any meeting of the Board or any committee thereof which authorizes the contract, action or transaction.

8. **DISSOLUTION**

Upon the dissolution of the Corporation, any assets remaining shall be conveyed to one or more organizations as shall be selected by the affirmative vote of a majority of the Board; provided, however, that any such organization shall be exempt from federal income taxation under section 501(c)(3) or 501(c)(6)of the Code.

9. AMENDMENT

Any provision of these Articles of Incorporation may be amended by the affirmative vote of a majority of the Board at any meeting at which a quorum is present; provided that such amendment shall be consistent with the applicable provisions of Chapter 1702 of the Ohio Revised Code.

> Jerry O. Allen, Incorporator

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being the Incorporator of American Society of Cosmetic Dermatology and Aesthetic Surgery hereby appoints OSAC, Inc., a corporation licensed to do business in this State and qualified to serve as a statutory agent, as agent upon whom process, notice or demand required or permitted by statute upon the Corporation may be served.

The agent's address is:

100 S. Third Street Columbus, Ohio 43215

Date:

erry O. Allen

AGENT ACCEPTANCE

The undersigned hereby accepts appointment as agent upon whom process, notice or demand required or permitted by statute may be served.

Date: + July 3/ 2001

OSAC, INC.

By: Its:

Authorized Representative

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