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ARTICLES OF INCORPORATION
OF
THE FOUNDATION FOR EXCELLENCE
IN PODIATRIC MEDICINE

FILED
In the office of the Secretary of State
of the State of California
JAN 20 1982
MARCH FORM 20, Secretary of State
By *Glenn Farrell*
Deputy

I

NAME

The name of the corporation is THE FOUNDATION FOR EXCELLENCE
IN PODIATRIC MEDICINE.

II

PURPOSES

This corporation is a non-profit public benefit corporation and is not
organized for the private gain of any person. It is organized under the non-
profit public benefit corporation law for charitable purposes. The charitable
purposes of the corporation are to promote and assist the educational and
health care services and activities of the California College of Podiatric
Medicine, a California non-profit corporation, or such institution as shall
succeed to the properties and functions of said college, and to apply all the
funds and properties coming into its hands toward furthering the said
educational and health care activities and services carried on by the said
college.

III

INITIAL AGENT FOR SERVICE OF PROCESS

The name of the initial agent of the corporation for service of process is

Dr. Stanley Burnham, whose complete business address is California College of Podiatric Medicine, 1770 Eddy Street, San Francisco, California 94115, mailing address P. O. Box 7855, Rincon Annex, San Francisco, California 94120.

IV

DIRECTORS

The number of Directors shall not be less than 5 nor more than 9. The exact number of Directors shall be fixed by amendment to the by-laws of the corporation duly adopted by the voting members of the Board of Directors of this corporation. The Board of Directors of this corporation shall be known as "The Board of Governors" and the Directors shall be described as "Governors".

The manner in which Directors, known as Governors, shall be chosen and removed from office, their qualifications, powers, duties, compensation, if any, and tenure of office, the manner of filling vacancies on the Board, the manner of calling and holding meetings of the Board shall be as stated in the by-laws.

V

DEDICATION AND DISSOLUTION

a. The property of this corporation is irrevocably dedicated to the charitable purposes set forth above and no part of the net income or assets of this corporation shall ever inure to the benefit of any Director, Governor, Officer or member thereof or to the benefit of any private persons.

b. The Foundation for Excellence in Podiatric Medicine shall dissolve whenever its Charter is surrendered to, taken away by or revoked by the California College of Podiatric Medicine, a California non-profit corporation, the organization granting such Charter.

c. In the event of the dissolution of The Foundation for Excellence in Podiatric Medicine any assets of the corporation of the corporation remaining after compliance with the applicable provisions of Chapters 15 (commencing with Section 6510), 16 (commencing with Section 6610) and 17 (commencing with Section 6710) of the Non-Profit Public Benefit Corporation Law of the State of California, shall be distributed to the California College of Podiatric Medicine or if said college is not in existence at the time of the dissolution of The Foundation for Excellence in Podiatric Medicine, to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code of the United States.

VI

LIMITATIONS ON CORPORATE ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall this corporation participate or intervene in any political campaign (including publishing or distribution of statements) on behalf of any candidate for public office.

VII

DISTRIBUTION OF INCOME AND PROHIBITED ACTIVITIES

Notwithstanding any other provision in these Articles of Incorporation, the corporation shall be subject to the following limitations and restrictions:

a. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on

undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954 of the United States.

b. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954 of the United States.

c. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954 of the United States.

d. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954 of the United States.

e. The corporation shall not make any taxable expenditures as defined in Section 4045(d) of the Internal Revenue Code of the United States

VIII

MEMBERS

This corporation shall have no members.

DATED: January 13, 1982

INCORPORATOR


ALAN H. NICHOLS

I hereby declare that I am the person that executed the foregoing Articles of Incorporation, which execution is my act and deed.


ALAN H. NICHOLS