

**ARTICLES OF INCORPORATION  
OF THE  
AMERICAN ACADEMY OF NEUROLOGY FOUNDATION**

**ARTICLES OF INCORPORATION – AS AMENDED**

**ARTICLE I - Name**

The name of this corporation shall be "The American Academy of Neurology Foundation."

**ARTICLE II – Registered office**

The location of the registered office of this corporation: 1080 Montreal Avenue, City of St. Paul, Ramsey County, Minnesota 55116-2325.

**ARTICLE III – Purposes**

The purposes of the corporation are to engage in, assist and contribute to the support of exclusively charitable activities (within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986) of scientific research and education in the neurosciences.

**ARTICLE IV – Authority**

For the above purposes, and not otherwise, this corporation shall have and exercise only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise, and whether in trust or otherwise, and to own, hold, expend, make gifts, grants, and contributions of, and to convey, transfer, and dispose of any funds and property and the income therefrom in furtherance of the purposes of this corporation hereinabove set forth, or any of them, and to lease, mortgage, encumber, and use the same, and such other powers that are consistent with the foregoing purposes and that are afforded to this corporation by the Minnesota Nonprofit Corporation Act and by any future laws amendatory thereof and supplementary thereto.

**ARTICLE V – Restrictions and Limitations**

Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall at all times be subject to the following restrictions.

1. All activities of the corporation shall be carried on and all of its funds shall be used and applied exclusively for the purposes for which this corporation was organized. No part of the net earnings of the corporation shall inure to the benefit of any officer, trustee or any other individual (except that reasonable compensation may be paid for services rendered to or for the corporation in furtherance of one or more of its purposes). No substantial part of the activities of the corporation shall be carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office, by publishing or distributing statements or otherwise.
2. The corporation shall not carry on any activities not permitted to be carried on by any organization exempt under section 501(c) (3) of the Internal Revenue Code.

## **ARTICLE VI – No Pecuniary Gain**

No part of the net earnings of the corporation shall inure to the benefit of any trustee, or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in furtherance of one or more of its purposes), and no trustee, or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

## **ARTICLE VII - Duration**

The duration of the corporation shall be perpetual.

## **ARTICLE VIII - Incorporator**

The name and address of the incorporator are as follows:

<u>Name</u>	<u>Address</u>
Francis I. Kittredge	XXX XXX

## **ARTICLE IX - Trustees**

1. The management of the corporation shall be vested in a Board of Trustees. The number of trustees shall be fixed by the By-laws of the corporation, and may be altered by action of the Board of Trustees as provided in the By-laws of the corporation, but shall never be fewer than required by law.
2. The first Board of Trustees shall be designated by the incorporator of the corporation.
3. The terms of office of the trustees shall be fixed by the By-laws of the corporation, and may be altered by amending the By-laws.
4. Any action that the Board of Trustees could take at a duly called meeting of the Board may be taken by a written action signed by two-thirds of the trustees, except that as to those matters requiring member approval, if the corporation has members with voting rights, the written action must be signed by all of the trustees. Each trustee may sign a separate counterpart of the written action. All trustees will be notified immediately in writing of the text of the written action and its effective date.

## **ARTICLE X - Membership**

The conditions and terms of and the qualifications for membership in the corporation, if the corporation shall have members, shall be provided for in the By-laws. The By-laws may also provide for various classes of members, which classes of members shall have such rights and preferences as are set forth in the By-laws.

## **ARTICLE XI – Personal Liability**

The officers and trustees of the corporation shall have no personal liability for corporate obligations.

## **ARTICLE XII – Capital Stock**

The corporation shall have no capital stock.

## **ARTICLE XIII – Dissolution**

In the event of liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary or by operation of law, the remaining property and assets of the corporation shall be distributed in such matter exclusively for the purposes for which the corporation is formed or consistent with such purposes, to such organizations or organizations organized and operated for such purposes as shall at such time qualify as exempt under section 501(c) (3) of the Internal Revenue Code.

## **ARTICLE XIV – By-Laws**

The initial By-laws shall be adopted by the incorporator, and thereafter the By-laws may be adopted, amended or repealed by the trustees as provided in the By-laws.

## **ARTICLE XV – Amendment of Articles**

These Articles may be amended in the manner now or hereafter prescribed by law.