

ARTICLES OF INCORPORATION

ARTICLE I

The name of this corporation is: "The American Academy of Neurology"

ARTICLE II

The general purpose and plan of operation of this corporation are:

- (1) To provide an outlet for expression of professional opinions for the benefit and advancement of the neurological sciences.
- (2) To outline the scope of neurological practice and to encourage the recognition of this scope of practice amongst the profession and in medical schools.
- (3) To encourage interest amongst graduates in medicine to enter this field of specialty.
- (4) To establish a high plane of competence and of clinical value to the literature of neurology.

ARTICLE III

This corporation is not organized for profit and no part of the net earnings of the corporation shall inure to the benefit of any private individual or member. In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary or by operation of law, no members shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the District Court of the County of Ramsey and State of Minnesota as provided by law, exclusively for the purposes within those set forth in Article II of this Certificate and within the attainment of Section 501(c)3 of the Internal Revenue Code of 1954 and its regulations as the same now exist or as they may be hereafter amended from time to time.

ARTICLE IV

The duration of this corporation shall be perpetual.

ARTICLE V

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

ARTICLE VI

This corporation shall have no capital stock.

ARTICLE VII

The management of the corporation shall be vested in a Board of Directors. The number of Directors shall be fixed by the Bylaws of the corporation and may be altered by amending the Bylaws, but shall never be less than three. The terms of office of the Directors shall be fixed by the Bylaws of the corporation and may be altered by amending the Bylaws.

ARTICLE VIII

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

ARTICLE IX

Members of the corporation shall have no personal liability for corporate obligations.

ARTICLE X

Any action that the Board of Directors could take at a duly called meeting of the Board, may be taken by a written action signed by two-thirds of the Directors, except that as to those matters requiring member approval, the written action must be signed by all of the Directors. Each Director may sign a separate counterpart of the written action, but all Directors will be notified in writing of the text of the proposed action before voting takes place.

ARTICLE XI

The Bylaws of the Corporation may be amended by the members, in the manner set forth in the Bylaws.

ARTICLE XII

These Articles may be amended upon approval of a proposed amendment by the Directors and by two-thirds of the voting membership present at any meeting of the members of the Academy for which proper notice has been given.

ARTICLE XIII

In the Articles and Bylaws, Certificate of Membership, and in public relations, the word "Academy" may be used in lieu of "Corporation."