

FIRST RESTATED ARTICLES OF INCORPORATION

OF

THE AMERICAN ACADEMY OF NEUROLOGY

[Effecting New Name: THE AMERICAN ACADEMY OF NEUROLOGY INSTITUTE]

Pursuant to Minnesota Statutes Chapter 317A, the following Restated Articles of Incorporation have been properly adopted by the Board of Directors and the members of the corporation to supersede the corporation's original Articles of Incorporation and all amendments thereto, and are filed now to be effective on December 6, 2010.

ARTICLE I

The name of this corporation is: The American Academy of Neurology Institute.

ARTICLE II

The mission of the Institute is to promote the highest quality patient-centered neurologic care.

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 and Section 501(c)3 of the Internal Revenue Code.

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 and terms shall be fixed by the Bylaws.

ARTICLE VIII

This corporation shall have no members.

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. 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 may be amended by a majority of voting members of the Board of Directors.

ARTICLE XII

These Articles may be amended upon approval of a proposed amendment by two-thirds of the voting members of the Board of Directors

The undersigned certifies both that he executes these Restated Articles for the purposes herein stated, and that by such execution, affirms the understanding that should any of the information in these Restated Articles be intentionally or knowingly misstated, he is subject to the penalties for perjury set forth in Minnesota Statutes section 609.48 as if this document had been executed under oath.

December 2, 2010


Murray G. Sagsveen
General Counsel