

**RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**AMERICAN ACADEMY OF NEUROLOGY PROFESSIONAL ASSOCIATION**  
**[Effecting New Name: THE AMERICAN ACADEMY OF NEUROLOGY]**

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**  
**NAME**

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

**ARTICLE II**  
**PURPOSES**

The American Academy of Neurology is a specialty medical society, established in accordance with Chapter 317A of the Minnesota Statutes, to advance the art and science of neurology and thereby promote the best possible care for patients with neurological disorders.

**ARTICLE III**  
**LIMITATIONS IN FAVOR OF TAX-EXEMPTION**

No part of the net income of the corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. Notwithstanding any other provision in these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from tax under Section 501(c)(6) of the Internal Revenue Code. In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary or by operation of law, no member 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 transferred to the American Academy of Neurology Institute, a tax-exempt corporation under 501(c)(3) of the Internal Revenue Code, for the purposes set forth in Article II.

**ARTICLE IV**  
**DURATION**

The duration of this corporation shall be perpetual.

**ARTICLE V**  
**REGISTERED AGENT AND REGISTERED OFFICE**

The registered agent is Murray G. Sagsveen. The location of the registered office and registered agent of this corporation is 1080 Montreal Avenue, City of St. Paul, Ramsey County, Minnesota 55116-2325.

**ARTICLE VI**  
**NO STOCK**

This corporation shall have no capital stock.

**ARTICLE VII**  
**MANAGEMENT BY BOARD OF DIRECTORS AND OFFICERS**

The management of the corporation shall be vested in a Board of Directors. The number of Directors shall be fixed by the Bylaws 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 and may be altered by amending the Bylaws.

**ARTICLE VIII**  
**MEMBERS**

The Board of Directors shall establish the qualifications for membership in the corporation. Members of the corporation shall have no personal liability for corporate obligations.

**ARTICLE IX**  
**ACTION WITHOUT A MEETING**

Any action that the Board of Directors could take at a 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 approve 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. For the purpose of this article, an e-mail from a director shall be considered signed approval.


**ARTICLE X**  
**AMENDMENT OF ARTICLES AND BYLAWS**

The Bylaws may be amended by the members in the manner set forth in the Bylaws. 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 corporation for which thirty days' notice has been given.

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.

Date: December 2, 2010

  
Murray G. Sagsveen  
General Counsel