

ADOPTION OF AMENDMENTS TO ARTICLES OF INCORPORATION

OHIO AAP FOUNDATION

Pursuant to Section 1702.41 of the Ohio Revised Code, as part of the approval of the Merger Agreement to which this is attached, which Merger Agreement was approved by the Directors and the Members of the merging corporations, the following Amendments to the Articles of Incorporation of the surviving corporation were unanimously approved.

ARTICLE I

The name of the corporation is:

Ohio Chapter, American Academy of Pediatrics

ARTICLE II

The place in Ohio where its principal office is located is 94-A Northwoods Blvd., Columbus, Ohio 43235, Franklin County.

ARTICLE IV

The property and assets of the Corporation shall be managed and controlled by the Board of Directors, which shall consist of not less than three Directors.

ARTICLE V

Upon the termination, dissolution or winding up of the Corporation, the Directors shall, after paying or making provision for payment of all liabilities of the Corporations, distribute all remaining assets, if any, to an organization or organizations which are organized and operated exclusively for one or more exempt purposes within the meaning of Code Section 501(3), or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized exclusively for such purposes.

ARTICLE VI

All of the assets, property, income, revenue and earnings of the Corporation shall be held, used, managed, devoted, expended and applied at the discretion and judgment of the Board of Directors, subject to the terms of the Corporation's Code of Regulations, to carry out the objectives of the Corporation. No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, members, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to make payments and distributions in furtherance of the purposes set forth in the purpose clause thereof. 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 in, or intervene in (including the publishing or distribution of statements) any political campaign either for or against any candidate for public office. The Corporation, including all activities incident to its purposes, shall at all times be conducted so as to be an organization described in Code Section 501(c)(3). Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by: (a) an organization exempt from federal income tax under Code Section 501(c)(3), or any corresponding section of any future federal tax code; (b) any organization, contributions to which are deductible under Code Section 170(c)(2), or any corresponding section of any future federal tax code; or (c) a nonprofit Corporation organization under the laws of the State of Ohio pursuant to the provisions of Chapter 1702 of the Ohio Revised Code, as amended.

ARTICLE VII

A Director of the Corporation shall not be personally liable for breach of his or her fiduciary duty except liability for a violation of 1702.55 of the Ohio Revised Code, as amended.

If the Ohio Revised Code, as amended, is hereafter amended to further eliminate or limit the liability of a Director of the Corporation (in addition to the circumstances in preceding provisions) a Director shall not be liable to the Corporation or its Directors to the fullest extent permitted by the Ohio Revised Code as so further amended. A repeal or modification of this Article by the Directors of the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

ARTICLE VIII

Any action which may be authorized or taken at any meeting of the Board of Directors may be authorized or taken without a meeting in a writing or writings signed by the Directors who would be entitled to notice of a meeting of the Directors held for such purpose. Such writing or writings shall be filed with or entered upon the record of the Corporation.