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Cook County Recorder 31.50

File Number 2876-973-3

Attor: Charles M. Watkins
Law Offices of
Webster, Chamberlain & Bean
1747 Pennsylvania Ave., N.W.
Washington, D.C. 20006



State of Illinois Office of The Secretary of State

Whereas, RESTATED ARTICLES OF INCORPORATION OF
CHRISTIAN MEDICAL & DENTAL SOCIETY
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
GENERAL NOT FOR PROFIT CORPORATION ACT OF ILLINOIS, IN FORCE
JANUARY 1, A.D. 1987.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 4TH day of SEPTEMBER A.D. 2001 and of the Independence of the United States the two hundred and 26TH



Jesse White

Secretary of State

Handwritten notes: 4-7, P-6, 5-1, M, JH

NFP-110.30
(Rev. Jan. 1999)

FILED

JESSE WHITE
Secretary of State
State of Illinois

File # 2876-973-3

Submit in Duplicate
Remit payment in check or money
order, payable to "Secretary of
State."

SEP 04 2001

ARTICLES OF AMENDMENT
under the
GENERAL NOT FOR PROFIT
CORPORATION ACT

This Space For Use By Secretary of State
Date 9-4-01
Filing Fee \$ 100.00
Approved <i>[Signature]</i>

5 X

DO NOT SEND CASH!

Pursuant to the provisions of "The General Not For Profit Corporation Act of 1986," the undersigned corporation hereby adopts these Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE The name of the corporation is _____



CP0624893

CHRISTIAN MEDICAL & DENTAL SOCIETY

(Note 1)

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted on June 12,
2001 in the manner indicated below ("X" one box only.)
(Year) (Month & Day)

- By the affirmative vote of a majority of the directors in office, at a meeting of the board of directors, in accordance with Section 110.15. (Note 2)
- By written consent, signed by all the directors in office, in compliance with Sections 110.15 and 108.45 of this Act. (Note 3)
- By the members at a meeting of members entitled to vote by the affirmative vote of the members having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation or the bylaws, in accordance with Section 110.20. (Note 4)
- By written consent signed by members entitled to vote having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation, or the bylaws, in compliance with Sections 107.10 and 110.20 of this Act. (Note 5)

(INSERT RESOLUTION)


See Exhibit A

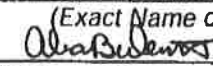
(If space is insufficient, attach additional pages size 8 1/2 x 11)

The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated July 11, 2001
(Month & Day) (Year)

**CHRISTIAN MEDICAL &
DENTAL SOCIETY**

attested by 
(Signature of Secretary or Assistant Secretary)
Terry R. DeGroot, Secretary
(Type or Print Name and Title)

by 
(Signature of President or Vice President)
Alva B. Weir, III, President
(Type or Print Name and Title)

NOTES AND INSTRUCTIONS

- NOTE 1:** State the true exact corporate name as it appears on the records of the Office of the Secretary of State, **BEFORE** any amendments herein reported.
- NOTE 2:** Directors may adopt amendments without member approval only when the corporation has no members, or no members entitled to vote.
- NOTE 3:** Director approval may be (1) by vote at a director's meeting (*either annual or special*) or (2) consent, in writing, without a meeting.
- NOTE 4:** All amendments not adopted under Sec. 110.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the members approve the amendment.

Member approval may be (1) by vote at a members meeting (*either annual or special*) or (2) by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding members entitled to vote on the amendment, (*but if class voting applies, then also at least a 2/3 vote within each class is required*).

The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding votes of such members entitled to vote and not less than a majority within each when class voting applies. (*Sec. 110.20*)

- NOTE 5:** When a member approval is by written consent, all members must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, members who have not signed the consent must be promptly notified of the passage of the amendment. (*Sec. 107.10 & 110.20*)

FORM NFP-110.30

File No.

ARTICLES OF AMENDMENT
under the
GENERAL NOT FOR PROFIT
CORPORATION ACT

Filing Fee \$25

RETURN TO:

Department of Business Services
Secretary of State
Springfield, Illinois 62756
Telephone (217) 782-1832
<http://www.sos.state.il.us>

C-130.10

EXHIBIT A

A. The articles of incorporation are amended (*) and restated, to read as follows:

**RESTATED ARTICLES OF INCORPORATION
OF
CHRISTIAN MEDICAL & DENTAL SOCIETY**

1. Name. The name of the corporation is: Christian Medical & Dental Society.
2. Duration. The period of duration is perpetual.
- *3. Purposes. This corporation is organized, and shall be administered and operated, exclusively to receive, administer, and expend funds for the following religious, charitable, and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986:
 - (a) To advance the knowledge of and belief in Jesus Christ among physicians and dentists, and their families, colleagues, and patients;
 - (b) To promote the application of Biblical principles in the practice and research of medicine and dentistry;
 - (c) To encourage and equip healthcare students, interns and residents in their preparation for practice;
 - (d) To advance the Kingdom of God throughout the world by promoting education and healthcare to the poor;
 - (e) To provide education for care of the body, mind and spirit;
 - (f) To operate as a grants and annuities society;
 - (g) To assist other religious charitable and educational organizations in the conduct of similar activities; and
 - (h) To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

In order to accomplish the foregoing religious charitable and educational purposes, and for no other purpose or purposes, this corporation shall have the powers granted to nonprofit corporations by the General Not for Profit Corporation Act of 1986, and may do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

*4. Membership. The corporation shall have members, whose classes, and their respective rights and duties, shall be as set forth in the bylaws.

*5. Restrictions. (a) 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 and objects set forth in Article 3 of these Articles of Incorporation.

(b) No substantial part of the activities of the corporation shall be the 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 on behalf of (or against) any candidate for public office.

(c) Notwithstanding any other provisions set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986; the corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986; the corporation shall not own any excess business holdings that would subject it to tax under Section 4943 of the Internal Revenue Code of 1986; the corporation shall not make any investments in such manner as to subject it to the tax imposed by Section 4944 of the Internal Revenue Code of 1986; and the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986. Any reference in these Articles to any section of the Internal Revenue Code of 1986 shall be deemed to incorporate by reference the corresponding provisions of any subsequent federal tax laws.

(d) Notwithstanding any other provision of 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)(3), or described in Section 170(c)(2), of the Internal Revenue Code of 1986.

*6. Directors. The affairs of the corporation shall be carried on through its Board of

Trustees. The Trustees shall be elected or appointed in accordance with the Bylaws.

*7. Dissolution. Upon the dissolution of the corporation or the winding up of its affairs, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to one or more organizations that are exempt from federal income tax under §501(c)(3), and to which contributions are deductible under §170(c)(2), of the Internal Revenue Code of 1986, as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of, exclusively for the same purposes or to one or more of such organizations, by the court of competent jurisdiction in the County of Illinois in which the corporation last had its principal office in Illinois.

*8. Amendment. The corporation reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation or to merge or consolidate this corporation with any other nonprofit corporation in the manner now or hereafter prescribed by statute, provided, however, that any such action shall be undertaken exclusively to carry out the objects and purposes for which the corporation is formed, and all rights herein conferred or granted shall be subject to this reservation. The power to approve any amendment of the articles of incorporation or bylaws shall be vested exclusively in the Board of Trustees and the House of Delegates, as provided for in the Bylaws.

- B. The Corporation was incorporated on April 11, 1946, as the Christian Medical Society. Amendments to its articles of incorporation were filed on December 11, 1961; August 1, 1984; and on April 18, 1989, changing the name of the corporation to "Christian Medical & Dental Society."
- C. The address of the corporation's registered office is 5200 South Harvey, Western Springs, Illinois 60558. The name of its registered agent is Donald K. Wood.