

Maryland State Perfusion Society, Incorporated
A nonstock corporation

ARTICLES OF INCORPORATION

FIRST: I, Holly J. Tannehill, whose post office address is 3449 Lindenwood Drive, Laurel, Maryland, 20724, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the “Corporation”) is: Maryland State Perfusion Society, Incorporated.

THIRD: 1. The purposes for which the Corporation is formed are:

- a) To promote the use of extracorporeal technology and assure the highest quality of care is delivered to the general public;
- b) To unite in common organization those professionally engaged in cardiovascular perfusion and others interested in perfusion;
- c) To formulate and maintain ethical standards for the guidance of its members in their relations with each other and the general public;
- d) To provide continuing education to its members and other interested perfusionists;
- e) To do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance or accomplishment of the purposes of the Corporation.

2. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code, as amended (or the corresponding provision of any future United States Internal Revenue Law).

FOURTH: The post office address of the principal office of the corporation in this State is 3449 Lindenwood Drive, Laurel, Maryland, 20724. The name and post office address of the Resident Agent of the Corporation in this State are: Holly J. Tannehill,

3449 Lindenwood Drive, Laurel, Maryland, 20724. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of, qualifications for, and other matters relating to its members shall be as set forth in the Bylaws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be at least three (3) and no more than five (5). The number of Directors may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the First annual meeting or until their successors are duly elected and qualify, are:

Holly J. Tannehill
Keith Amberman
Shelley Dulik-Brown
Jim Reagor

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to the American Society of Extracorporeal Technology.

EIGHTH: The Corporation may by its Bylaws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation, not contrary to the laws of the State of Maryland or of the United States.

NINTH: 1. 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 (as amended) or corresponding provisions of any subsequent federal tax laws.

2. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code (as amended) or corresponding provisions of any subsequent federal tax laws.

3. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code (as amended) or corresponding provisions of any subsequent federal tax laws.

4. The Corporation shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code (as amended) or corresponding provisions of any subsequent federal tax laws.

5. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code (as amended) or corresponding provisions of any subsequent federal tax laws.

TENTH: No director or officer of the Corporation shall be liable to the Corporation or to its members for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this ____ day of _____, 2008, and I acknowledge same to be act.

Holly J. Tannehill