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ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

2011 DEC 31 PM 12:38

NON-PROFIT CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-6-74 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the state of Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is The Foundation For Anesthesia Education and Research
2. It is incorporated under the laws of Delaware
3. The date of its incorporation is September 26, 1986
4. The address of its principal office in the state or country under the laws of which it is incorporated is: 520 N. Northwest Hwy, Park Ridge, IL - 60068
5. The address of its proposed registered office in Rhode Island is 155 South Main Street, Suite 301
6. The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are: Educational, scientific and charitable in nature relating to anesthesia care

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JAN 04 2011

BY [Signature] 134290 11.46

7. The names and respective addresses of its directors and officers are:

	<u>NAME</u>	<u>ADDRESS</u>
Director	See Attached	
Director		
Director		
President		
Vice President		
Treasurer		
Secretary		

8. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Under penalty of perjury, we declare and affirm that we have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 12.28.10

The Foundation For Anesthesia Education and Research
Print Exact Name of Corporation Making Application

By x Alan D. Seuler
 President or Vice President (check one)

AND

By x Donald Spens
 Secretary or Assistant Secretary (check one)

The Foundation for Anesthesia Education and Research

Officers:

President	Alan D. Sessler, MD	520 N. Northwest Hwy, Park Ridge, IL - 60068
Vice Chair	James R. Zaidan, MD, MBA	520 N. Northwest Hwy, Park Ridge, IL - 60068
Secretary	Ronald G. Pearl, MD, PhD	520 N. Northwest Hwy, Park Ridge, IL - 60068
Treasurer	Francis P. Hughes, PhD	520 N. Northwest Hwy, Park Ridge, IL - 60068
Chair	Denham S. Ward, MD, PhD	520 N. Northwest Hwy, Park Ridge, IL - 60068

Board of Directors:

Joseph P. Annis, MD	520 N. Northwest Hwy, Park Ridge, IL - 60068
Arnold J. Berry, MD, MPH	520 N. Northwest Hwy, Park Ridge, IL - 60068
George T. Blike, MD	520 N. Northwest Hwy, Park Ridge, IL - 60068
David L. Brown, MD	520 N. Northwest Hwy, Park Ridge, IL - 60068
Donn M. Dennis, MD, FAHA	520 N. Northwest Hwy, Park Ridge, IL - 60068
James C. Eisenach, MD	520 N. Northwest Hwy, Park Ridge, IL - 60068
Lee A. Fleisher, MD	520 N. Northwest Hwy, Park Ridge, IL - 60068
D. David Glass, MD	520 N. Northwest Hwy, Park Ridge, IL - 60068
Alexander A. Hannenberg, MD	520 N. Northwest Hwy, Park Ridge, IL - 60068
Joy L. Hawkins, MD	520 N. Northwest Hwy, Park Ridge, IL - 60068
Francis P. Hughes, PhD	520 N. Northwest Hwy, Park Ridge, IL - 60068
Keith A. Jones, MD	520 N. Northwest Hwy, Park Ridge, IL - 60068
John P. Kampine, MD, PhD	520 N. Northwest Hwy, Park Ridge, IL - 60068
Evan D. Kharasch, MD, PhD	520 N. Northwest Hwy, Park Ridge, IL - 60068
Jeffrey R. Kirsch, MD	520 N. Northwest Hwy, Park Ridge, IL - 60068
Catherine K. Kuhn, MD	520 N. Northwest Hwy, Park Ridge, IL - 60068
Mark J. Lema, MD, PhD	520 N. Northwest Hwy, Park Ridge, IL - 60068
Mervyn Maze, MD, MB, CHB, MRCP	520 N. Northwest Hwy, Park Ridge, IL - 60068
Kathryn E. McGoldrick, MD	520 N. Northwest Hwy, Park Ridge, IL - 60068
Francis X. McGowan, MD	520 N. Northwest Hwy, Park Ridge, IL - 60068
Ronald G. Pearl, MD, PhD	520 N. Northwest Hwy, Park Ridge, IL - 60068
Armin Schubert, MD, MBA	520 N. Northwest Hwy, Park Ridge, IL - 60068
Alan D. Sessler, MD	520 N. Northwest Hwy, Park Ridge, IL - 60068
M. Christine Stock, MD	520 N. Northwest Hwy, Park Ridge, IL - 60068
Paloma Toledo, MD	520 N. Northwest Hwy, Park Ridge, IL - 60068
Rebecca S. Twersky, MD, MPH	520 N. Northwest Hwy, Park Ridge, IL - 60068
Charles A. Vacanti, MD	520 N. Northwest Hwy, Park Ridge, IL - 60068
Denham S. Ward, MD, PhD	520 N. Northwest Hwy, Park Ridge, IL - 60068
Mark A. Warner, MD	520 N. Northwest Hwy, Park Ridge, IL - 60068
Jeanine P. Wiener-Kronish, MD	520 N. Northwest Hwy, Park Ridge, IL - 60068
Karen S. Williams, MD	520 N. Northwest Hwy, Park Ridge, IL - 60068
Margaret Wood, MB, ChB	520 N. Northwest Hwy, Park Ridge, IL - 60068
James R. Zaidan, MD, MBA	520 N. Northwest Hwy, Park Ridge, IL - 60068
John M. Zerwas, MD	520 N. Northwest Hwy, Park Ridge, IL - 60068

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "THE FOUNDATION FOR ANESTHESIA EDUCATION AND RESEARCH" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 1986, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "THE FOUNDATION FOR ANESTHESIA EDUCATION AND RESEARCH".

12-29-10 11:46

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8458775

DATE: 12-29-10

You may verify this certificate online
at corp.delaware.gov/authver.shtml

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SEP 26 1988

Handwritten signature
SECRETARY OF STATE

CERTIFICATE OF INCORPORATION
OF
THE FOUNDATION FOR
ANESTHESIA EDUCATION AND RESEARCH

FIRST: The name of this corporation is THE FOUNDATION FOR ANESTHESIA EDUCATION AND RESEARCH (hereinafter called the "Foundation").

SECOND: The address of the registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Zip Code 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purposes for which the Foundation is organized are exclusively educational, scientific and charitable in nature and include the following:

- A. To stimulate, develop, promote, authorize, commission or contract for, and finance education and research in subjects germane to the provision of anesthesia care;
- B. To encourage participation by other institutions or entities in such education and research, and to cooperate with such institutions or entities in connection with such education and research; and
- C. To otherwise foster education or research the purpose or effect of which is to advance the quality of anesthesia care.

The foregoing enumeration of the purposes of the Foundation is made in furtherance, and not in limitation of the

powers conferred upon the Foundation by law, and is not intended, by the mention of any particular purposes, in any manner to limit or restrict any of the purposes or powers of the Foundation; provided that all of the foregoing purposes shall be limited to those which enable the Foundation to qualify and do not jeopardize its status as tax-exempt under Section 501(c)(3) the Internal Revenue Code of 1954.

FOURTH: The name and mailing address of the incorporators are as follows:

<u>Name</u>	<u>Mailing Address</u>
Michael Scott	Squire, Sanders & Dempsey 1201 Pennsylvania Avenue, N.W. Washington, D.C. 20004
Jeffra A. Becknell	Squire, Sanders & Dempsey 1201 Pennsylvania Avenue, N.W. Washington, D.C. 20004

FIFTH: The powers of the incorporators shall terminate upon the filing of this Certificate of Incorporation. The governing body of the corporation shall be a Board of Directors. The number of directors, their manner of election or appointment and their terms shall be as set forth in the Bylaws. The name and mailing address of the person to serve as the initial director until the successors are elected and qualify are:

<u>Name of Director</u>	<u>Mailing Address</u>
Michael Scott	Squire, Sanders & Dempsey 1201 Pennsylvania Avenue, N.W. Washington, D.C. 20004

SIXTH: The member or members of the corporation by majority vote, unless otherwise required by law, shall have the

power to amend, alter or repeal this Certificate of Incorporation.

SEVENTH: Unless otherwise specified in this Certificate of Incorporation or the Bylaws, the member or members shall possess all voting rights and the power to amend, alter or repeal the Bylaws.

EIGHTH: The Foundation shall possess all powers and authority permitted by law, except:

- A. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its trustees, members, directors, officers or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in ARTICLE THIRD hereof.
- B. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for office.
- C. Notwithstanding any other provision of this Certificate of Incorporation, the Foundation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or (ii) by a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code of 1954, as amended.

NINTH: Upon any dissolution of the corporation, or any partial or entire liquidation of its property or assets, all of the corporation's property of every nature and description shall, after making provision for discharge of all of the liabilities of

the corporation, be paid over and transferred to such one or more organizations or institutions, the purposes of which are similar to those of the corporation, which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, as shall be selected by a majority of the persons who are then members of the Board of Directors of the corporation.

We, the undersigned, being the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to Chapter 1 of Title 8 of the Delaware Code, do make, file and record this Certificate, and do hereby declare and certify that the facts herein stated are true; and accordingly we have herewith set our hands this 23rd day of September, 1986.



Michael Scott



Jeffra A. Becknell

City of Washington)
/) ss:
District of Columbia)

Be it remembered, that on this 23rd day of September, 1986, personally appeared before me Sharon K. Harrop, a notary public, Michael Scott and Jeffra A. Becknell, parties to the foregoing Certificate of Incorporation, known to me personally to be such, and I having first made known to them and each of them the contents of said Certificate, they did each severally acknowledge that they signed, sealed and delivered the same as their voluntary act and deed, and each deposed that the facts therein stated were truly set forth.

Given under my hand and seal of office the day and year aforesaid.

Sharon K. Harrop
Notary Public

[Notary seal]

My commission expires

August 31, 1987
DISTRICT OF COLUMBIA