

Filing Fee: \$35.00

I.D. Number: 135 686

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903-1335

NON-PROFIT CORPORATION

ARTICLES OF INCORPORATION

(To Be Filed in Duplicate Original)

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is The Institute of Laryngology and Voice Restoration.
2. The period of its duration is perpetual.
3. The specific purpose or purposes for which the corporation is organized are:

This corporation is organized exclusively for charitable and/or educational purposes, including without limitation, furthering research, clinical practice and education in laryngology, voice disorders and related disciplines. It seeks to be a source of excellence in developing, applying and disseminating new knowledge, patient care, and training in all areas related to the study and management of the larynx and voice-related communication disorders in the United States and throughout the world.

The Institute will promote interdisciplinary and inter-institutional collaboration to foster greater cooperation among affiliate medical, surgical, and scientific specialties – including, for instance, engineering (tissue, biomechanical, chemical and electrical), gastroenterology, laser physics, molecular biology, neurology, oncology, speech-language pathology and thoracic surgery – in order to advance the fields of laryngology and voice disorders.

The Institute will fund research; organize clinical practice and related activities; mount educational programs and initiatives; enter into affiliate relationships, strategic alliances and business relationships with other organizations, both not-for-profit and commercial; and undertake such other initiatives that it believes will best further the field of laryngology and the successful treatment of serious voice disorders.

OCT 31 2003

RECEIVED
STATE OF RHODE ISLAND
CORPORATIONS DIVISION

FILED

OCT 31 2003

By C10588

The Institute also may carry on any activity that may lawfully be carried on in support of such purposes by a corporation formed under the Rhode Island Nonprofit Corporation Act as may be in effect from time to time; provided that the purposes for which the corporation is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law and the powers of the organization shall be limited to such powers as are necessary and appropriate to carry out such purposes.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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 its exempt purposes. No substantial part of the activities of the corporation shall consist of 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 in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:

(a) A director of the corporation shall not be personally liable to the corporation or its members, if any, for monetary damages for breach of the director's duty as a director, except for liability: (i) for any breach of the director's duty of loyalty to the corporation or its members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; or (iii) for any transaction from which the director derived an improper personal benefit. If the Rhode Island Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Rhode Island Nonprofit Corporation Act, as so amended. Any repeal or modification of the provisions of this Article by 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.

(b) The property of the corporation is irrevocably dedicated to the purposes described in Article Third hereof and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered. Upon the dissolution or winding up of the corporation, its assets remaining after payment of or provision for payment of all debts and liabilities of the corporation shall be distributed equally to those members of the corporation which are nonprofit funds, foundations, governmental departments, agencies, or authorities, or corporations which are organized and operated exclusively for charitable, educational or

religious purposes and have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

5. The address of the initial registered office of the corporation is 10 Weybosset Street, 10th Floor, Providence, RI 02903, and the name of its initial registered agent at such address is Norman G. Orodenker.

6. The number of directors constituting the initial Board of Directors of the corporation shall not be less than seven nor more than fifteen and the names and addresses of the seven persons who are to serve as the initial directors are:

<i>Name</i>	<i>Address</i>
Charles Brown	315 East 70 th Street, Apt. 5G New York, NY 10021
William Downing	738 Market Street Akron, OH 44303
Professor Barry Merkin	Kellogg School of Management Northwestern University
Paki Papaioanu	Syncro Vision 411A Highland Avenue, Suite 401 Somerville, MA 02144
John L. Ward	Kellogg School of Management Northwestern University
Steven Zeitels, M.D.	166 Beacon Street, #3 Boston, MA 02116
Anthony Knerr	Anthony Knerr & Associates 500 Fifth Avenue, Suite 3600 New York, NY 10110

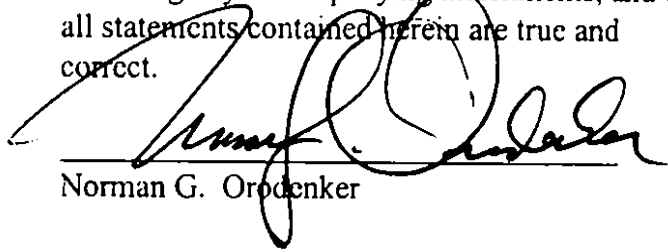
7. The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
Norman G. Orodenker, Esq.	10 Weybosset Street, 10 th Floor Providence, RI 02903

8. Date when corporate existence to begin: upon filing.

Dated: October 31, 2003

Under penalty of perjury, I declare and affirm that
I have examined these Articles of Incorporation,
including any accompanying attachments, and that
all statements contained herein are true and
correct.



Norman G. Orodner