

UNITED STATES OF AMERICA

# The State of Washington

Secretary of State



I, **SAM REED**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

## CERTIFICATE OF INCORPORATION

to

### SOCIETY OF DIAGNOSTIC MEDICAL SONOGRAPHY FOUNDATION

a/an WA Non-Profit Corporation. Charter documents are effective on the date indicated below.

Date: 6/26/2009

UBI Number: 602-934-518

APPID: 1477054



Given under my hand and the Seal of the State  
of Washington at Olympia, the State Capital

Sam Reed, Secretary of State

JUN 26 2009

ARTICLES OF INCORPORATION

STATE OF WASHINGTON

OF

602 934 518

**SOCIETY OF DIAGNOSTIC MEDICAL SONOGRAPHY FOUNDATION**

(a nonprofit corporation)

The undersigned, acting as the incorporator of a corporation under the provisions of the Washington Nonprofit Corporation Act (Chapter 24.03 of the Revised Code of Washington) (the "Act"), hereby signs and verifies the following Articles of Incorporation for such corporation.

**ARTICLE 1  
NAME**

The name of the corporation is "Society of Diagnostic Medical Sonography Foundation" (hereinafter referred to as the "**Corporation**").

**ARTICLE 2  
DURATION**

The Corporation has perpetual existence.

**ARTICLE 3  
PURPOSES AND POWERS**

**3.1 Purposes.** The Corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986 (the "**Code**"), including without limitation,

- (a) providing grants and financial support for the training and education of individuals in the field of diagnostic medical sonography;
- (b) providing grants and financial support to educational institutions that provide diagnostic medical sonography educational programs and training to individuals;
- (c) advancing scientific research in the public interest concerning developments and advancements in diagnostic medical sonography; and
- (d) aiding in the exchange of information regarding developments and advancements in diagnostic medical sonography among stakeholders and other interested parties in the global medical community.

**3.2 Powers.** In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation's Articles of Incorporation or Bylaws, the Corporation shall have all powers that now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation's purposes.

## **ARTICLE 4 LIMITATIONS**

**4.1 Permitted Activities.** Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by (a) an organization exempt from federal income tax under Section 501(a) and described in Section 501(c)(3) of the Code or the corresponding provision of any future federal tax law, or (b) an organization contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future federal tax law.

**4.2 Legislative and Political Activity.** No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Code or the corresponding provision of any future federal tax law. 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.

**4.3 No Inurement to Private Persons.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, if any, or any director, officer, or other private person, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

## **ARTICLE 5 MEMBERS**

The Corporation shall have one member, which shall be the Society of Diagnostic Medical Sonography (the "**Member**"). The rights, powers and privileges of the Member and the manner of their exercise shall be as set forth in the Corporation's Bylaws and the Act.

## **ARTICLE 6 DIRECTORS**

The management of the Corporation shall be vested in a Board of Directors. The powers and duties, number, qualifications, terms of office, manner of election, criteria for removal, and time and place of meetings of the directors shall be prescribed in the Bylaws of the Corporation. The number of directors constituting the initial Board of Directors of the Corporation shall be seven (7) directors. The names and addresses of the persons who are to serve as the initial directors of the Corporation are as follows:

<b>Name</b>	<b>Address</b>
Shannon Boswell	6215 30th Ave NE Seattle, WA 98115-7207
Charlotte Henningsen	671 Winyah Dr Orlando, FL 32803
Joy Guthrie	37844 Myrtlewood Dr Madera, CA 93636
Cindy Owen	257 Buena Vista Pl Memphis, TN 38112
Kathryn Kuntz	2025 Woodlane Dr Woodbury, MN 55125-2998
Jean Lea Spitz	12316A North May Avenue #272 Oklahoma City, OK 73120-3017
Mani Montazemi	C-1 Mahoning Terrace Danville, PA 17821

## **ARTICLE 7 DIRECTOR LIABILITY LIMITATIONS**

**7.1 Immunity from Liability.** A director of the Corporation shall have such immunity from liability as is granted under federal and Washington state law, including without limitation, if applicable, the Federal Volunteer Protection Act and RCW 4.24.264.

**7.2 Liability to the Corporation.** No director of the Corporation shall be personally liable to the Corporation or its members, if any, for monetary damages for conduct as a director, except for (a) acts or omissions involving intentional misconduct or a knowing violation of law by the director, (b) a director's vote or assent to a distribution which is unlawful or violates the requirements of these Articles of Incorporation, or (c) any transaction from which the director

will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be deemed eliminated or limited to the full extent permitted by the Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation with respect to an act or omission of such director occurring prior to such repeal or modification.

## **ARTICLE 8 INDEMNIFICATION OF DIRECTORS**

**8.1 Authorized Indemnification and Advancement of Expenses.** As authorized by RCW 23B.08.560, the Corporation shall, without regard to the limitations in RCW 23B.08.510 through 23B.08.550:

(a) Indemnify its directors to the full extent permitted by the Act now or hereafter in force; and

(b) Advance reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding.

However, such indemnity and advancement of expenses shall not apply on account of:

(i) Acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of law;

(ii) Conduct of the director finally adjudged to be in violation of RCW 23B.08.310, as applicable to corporations formed under the Act;

(iii) Any transaction with respect to which it was finally adjudged that the director personally received a benefit in money, property, or services to which the director was not legally entitled.

Notwithstanding the foregoing, no indemnification shall be provided under this Article if payment of any such amount would result in an excess benefit transaction such that the director would be subject to the imposition of tax and any applicable correction procedures, including repayment of such amounts, under Section 4958 of the Code or the corresponding provision of any future federal tax law.

**8.2 Procedure.** The Board of Directors may take such action as is necessary to carry out these indemnification and expense advancement provisions. The Board of Directors is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, contracts, or further indemnification and expense advancement arrangements as may be permitted by law to implement these provisions. Such Bylaws, resolutions, contracts or further

arrangements shall include but not be limited to establishing the procedures and implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made.

**8.3 Amendment.** No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification or advancement of expenses provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

**8.4 Severability.** If any provision or application of this Article shall be invalid or unenforceable, the remainder of this Article and its remaining applications shall not be affected thereby, and shall continue in full force and effect.

## **ARTICLE 9 BYLAWS**

Subject to the approval of the Member, bylaws of the Corporation may be adopted by the Board of Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles. The authority to make, alter, amend or repeal bylaws is vested in the Board of Directors, subject to the approval of the Member.

## **ARTICLE 10 ADDRESS OF REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is 925 Fourth Avenue, Suite 2900, Seattle, Washington 98104-1158. The name of the initial registered agent of the Corporation at such address is PTSGE Corp.

## **ARTICLE 11 DISSOLUTION**

No member (other than a member that is an organization described in section 501(c)(3) of the Code), director or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation or the winding up of its affairs. Upon the winding up or dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation shall be distributed to another organization or organizations described in Section 501(c)(3) of the Code or to a government unit within the meaning of Sections 170(b)(1)(A)(v) and 170(c)(1) of the Code, or the corresponding provision of any future United States Internal Revenue law, and used to accomplish purposes similar to those for which the Corporation is organized.

**ARTICLE 12  
INCORPORATOR**

The name and address of the incorporator is as follows:

**Name**

Shannon Boswell

**Address**

6215 30th Ave NE  
Seattle, WA 98115-7207

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation this 25<sup>th</sup> day of June, 2009.

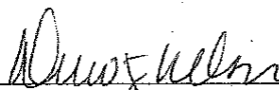
  
Shannon Boswell, Incorporator

## CONSENT TO APPOINTMENT AS REGISTERED AGENT

PTSGE Corp. hereby consents to serve as registered agent, in the State of Washington, for the Society of Diagnostic Medical Sonography Foundation (the "**Corporation**"). We understand that as agent for the Corporation, it will be our responsibility to accept service of process in the name of the Corporation; to forward all mail and license renewals to the appropriate officer(s) of the Corporation; and to notify the Office of the Secretary of State immediately of our resignation or of any changes in the address of the registered office of the Corporation for which we are agent.

Date: June 26, 2009.

PTSGE Corp.

By   
Dorothy Nelson, Vice President

Registered Address:

925 Fourth Avenue  
Suite 2900  
Seattle, Washington 98104-1158

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