

## CERTIFICATE OF INCORPORATION

of

THE CONNECTICUT CHAPTER OF THE AMERICAN COLLEGE  
OF SURGEONS PROFESSIONAL ASSOCIATION, INC.

The undersigned incorporator hereby forms a corporation under the Connecticut Revised Nonstock Corporation Act. References included in this certificate to provisions of "the Internal Revenue Code" shall refer to provisions of the Internal Revenue Code of 1986, as amended, or to any corresponding provision of future federal law.

1. NAME. The name of the corporation is The Connecticut Chapter of the American College of Surgeons Professional Association, Inc. (the "Corporation").

2. NONPROFIT CORPORATION. The Corporation is nonprofit and shall not have or issue shares of stock or make distributions except as otherwise provided in this certificate of incorporation or the bylaws of the Corporation or by applicable statute.

3. MEMBERSHIP. The Corporation is a membership corporation. The Corporation shall have two classes of membership: Active Members and Affiliate Members.

- A) Active Members. Active Members shall be Fellows and Associate Fellows in good standing of the American College of Surgeons (the "College") residing, practicing or retired, in the State of Connecticut, who apply for membership, pay dues, which shall be set annually by the Corporation's Elected Councillors, and comply with the Corporation's bylaws. Active Members shall have the right in accordance with this certificate of incorporation and the Corporation's bylaws: (i) to elect and serve as the Corporation's councillors and officers; (ii)

to adopt or amend bylaws for the conduct of the affairs of the Corporation; (iii) to approve fundamental changes as set forth in Article 9 below; and (iv) to decide any other issues presented to the vote of the members by the Elected Councillors.

B) Affiliate Members. Affiliate Members shall be Medical Students and Resident Members in good standing of the College residing or practicing in the State of Connecticut, who apply for membership, pay dues, which shall be set annually by the Corporation's councillors, and comply with the Corporation's bylaws. Affiliate Members may attend the annual meeting of the Corporation's members, and such other meetings to which Affiliate Members are invited. Affiliate Members shall not, however, be entitled to vote, nor shall they be counted in determining a quorum of the Corporation's members. Affiliate Members shall not serve as officers or councillors of the Corporation, however, Affiliate Members may serve on advisory committees of the Corporation. Affiliate Members shall not have any further rights other than those specifically conferred in this certificate of incorporation or the Corporation's bylaws.

4. REGISTERED AGENT. The Corporation's registered agent shall be R&C Service Company, 280 Trumbull Street, Hartford, Connecticut 06103-3597.

5. PURPOSES. The Corporation is organized as a business league described within the meaning of 501(c)(6) of the Internal Revenue Code. The Corporation's purpose is to hold itself responsible for and to use its best efforts to maintain the objectives of the College which are, "to elevate the standard of surgery, establish a standard of competency and of character for

practitioners of surgery, to provide a method of granting fellowship in the organization, and to educate the public and the profession to understand that the practice of surgery calls for special training and that the surgeon elected to fellowship in this College has had such training and is properly qualified to practice surgery.” More specifically, the Corporation will:

- (i) Provide opportunities for fellowship among its members thus uniting their efforts to improve the quality of care for patients;
- (ii) Provide an open environment of mentoring and educational opportunities for medical students and residents as they progress towards practice;
- (iii) Assist young surgeons in beginning their surgical careers;
- (iv) Provide an arena in which surgical experiences and knowledge, across all specialties, can be shared for the benefit of students, residents, physicians and patients;
- (v) Provide surgeons with continuing medical education opportunities, and
- (vi) Advocate on behalf of its members and their patients on issues affecting medicine, surgeons, surgery and quality patient care.

Subject to the foregoing limitations and those set forth in Article 8 below, the Corporation may engage in any lawful act or activity for which a corporation may be organized under the Connecticut Revised Nonstock Corporation Act.

6. COUNCIL. The activities, business, property and affairs of the Corporation shall be managed by a council (the “Council”) as provided herein and as further provided in the Corporation’s bylaws. There shall be three classes of councillors: Elected Councillors, Appointed Councillors and Ex-Officio Councillors.

A) Elected Councillors. Active Members may elect from among their number

Elected Councillors as may be further provided in the Corporation's bylaws.

Elected Councillors subsequently elected as officers of the Corporation shall serve on the Executive Committee of the Corporation as further set forth in the Corporation's bylaws. Each Elected Councillor serving on the Executive Committee shall serve for a term of one year or until his or her successor is duly elected and qualified as further set forth in the Corporation's bylaws.

Except for those Elected Councillors serving on the Executive Committee, Elected Councillors' terms of service shall be staggered. The total number of Elected Councillors serving staggered terms shall be divided into two groups, with each group containing approximately the same percentage of the total, as near as may be. The terms of approximately one-half of those Elected Councillors serving staggered terms will expire every two years on alternating years.

B) Appointed Councillors. The Executive Committee may appoint Appointed Councillors at its discretion from time to time as may be further set forth in the Corporation's bylaws. Appointed Councillors shall serve for such term as determined by the Council. Such Appointed Councillors shall be counted in determining a quorum and shall be entitled to vote.

C) Ex-Officio Councillors. The following persons shall serve as Ex-Officio Councillors:

- i) Governor(s) at-large of the College;
- ii) Governor(s) of national specialty societies;

- iii) Specialty Society Liaison(s);
- iv) The Immediate Past President of the Corporation;
- v) The Chair of the State Commission on Cancer; and
- vi) The Chair of the State Committee on Trauma.

Such Ex-Officio Councillors shall not be counted in determining a quorum nor shall they be entitled to vote.

7. LIMITATION ON LIABILITY OF COUNCILLORS. The personal liability of a councillor to the Corporation for monetary damages for breach of duty as a councillor shall be limited to the amount of compensation, if any, received by the councillor for serving the Corporation during the year of the violation, so long as the breach was not of a sort for which such limitation of liability is not permitted by Section 33-1026(b)(4) of the General Statutes of Connecticut.

Nothing contained in this Article 7 shall be construed to deny a councillor of the Corporation the benefit of Section 52-557m of the General Statutes of Connecticut or of any other limitation of liability available to such councillor under Connecticut law. Any repeal or modification of this Article 7 shall not adversely affect any right or protection of a councillor of the Corporation existing at the time of such repeal or modification.

8. LIMITATIONS. Notwithstanding any other provision of this certificate of incorporation:

(A) The Corporation shall at all times be organized and operated exclusively for educational and professional association purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, including, but not by way of limitation, those purposes set forth in Article 5 hereof;

(B) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's councillors, officers or other private persons, provided that the Corporation may pay reasonable compensation for services actually rendered and may reimburse reasonable expenses actually incurred by any such persons, and may make payments and distributions, to the extent reasonable and necessary in furtherance of the purposes set forth in Article 5 above; and

(C) The Corporation shall not conduct any activities, nor exercise any power, not permitted to be conducted by a corporation exempt from taxation under Section 501(c)(6) of the Internal Revenue Code.

9. FUNDAMENTAL CHANGES. Subject to the approval of the Active Members, the Elected and Appointed Councillors, by the affirmative vote of no less than two-thirds of all Elected and Appointed Councillors then serving, provided notice of such proposal shall have been provided to all Elected and Appointed Councillors at least two days before such meeting, may:

- (A) Amend the certificate of incorporation;
- (B) Dissolve the Corporation;
- (C) Transfer substantially all of the Corporation's assets to another corporation or otherwise sell or mortgage substantially all of the assets of the Corporation; and
- (D) Merge the Corporation with another corporation or consolidate the Corporation into a new corporation.

The Elected and Appointed Councillors of the Corporation shall have the right to make other fundamental changes to the extent and in the manner permitted by Connecticut law to

directors of a Connecticut nonstock corporation except as otherwise provided in this certificate of incorporation or the bylaws of the Corporation.

10. INDEMNIFICATION. The Corporation shall indemnify and advance expenses to its present and former councillors to the fullest extent permitted by law. Without limiting the foregoing, the Corporation shall indemnify its councillors against liability to any person for any action taken, or any failure to take any action, as a councillor, except liability that (a) involved a knowing and culpable violation of law by the councillor, (b) enabled the councillor or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain, (c) showed a lack of good faith and a conscious disregard for the duty of the councillor to the Corporation under circumstances in which the councillor was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (d) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the councillor's duty to the Corporation. In addition, the Corporation shall indemnify and advance expenses to all present and former officers, committee members, Chapter Managers, employees and agents of the Corporation who are not councillors to the same extent as councillors, and may further indemnify such officers, committee members, Chapter Managers, employees and agents to the extent provided by the specific action of the Corporation and permitted by law. The Corporation may also procure insurance providing greater indemnification as provided by law.


11. DISSOLUTION. The existence of the Corporation shall be perpetual. However, if the Corporation is dissolved, all of its assets remaining for distribution after payment of obligations or provision for the same shall be distributed (subject to any restrictions imposed by

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FILED 11/02/2005 04:00 PM PAGE 01419  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

any applicable will, trust, deed, agreement or other document) to one or more organizations organized and operated for one or more purposes contained in this certificate of incorporation as shall at the time qualify as exempt from taxation under Section 501(c)(6) of the Internal Revenue Code, in such proportions as the Council (or if the Council fails to act a court of competent jurisdiction) may determine.

Dated at New Haven CT this 1 day of November, 2005.

I hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate are true.

  
Gary Bloomgarden, Incorporator  
350 Orchard Street, Suite 316  
New Haven, CT 06511

Acceptance of Appointment  
by Registered Agent:

By: 

Its: Via President