

# State of Minnesota

## SECRETARY OF STATE

### Certificate of Good Standing

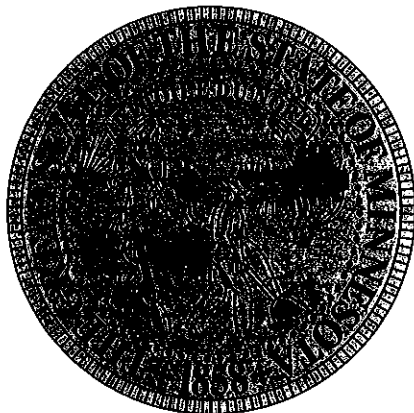
I, Mark Ritchie, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: American Osler Society

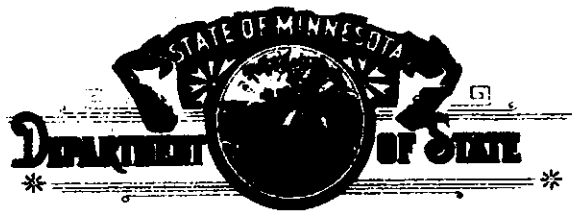
Date Formed: 02/07/1977

Chapter Governed By: 317A

This certificate has been issued on 07/21/09.



*Mark Ritchie*  
Secretary of State.



**To All To Whom These Presents Shall Come, Greeting:**

Whereas, Articles of Incorporation, duly signed and acknowledged under oath, have been recorded in the office of the Secretary of State, on the 7th day of February, A. D. 1927 for the incorporation of

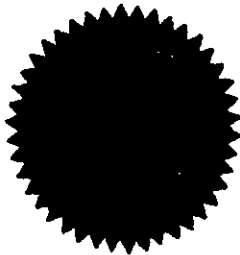
American Oiler Society

under and in accordance with the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317;

Now, Therefore, I, Joan Anderson Grove, Secretary of State of the State of Minnesota, by virtue of the powers and duties vested in me by law, do hereby certify that the said

American Oiler Society

is a legally organized Corporation under the laws of this State.



Witness my official signature hereunto subscribed and the Great Seal of the State of Minnesota hereunto affixed this seventh day of February in the year of our Lord one thousand nine hundred and seventy-seven

*Joan Anderson Grove*  
Secretary of State.

F-46, 83

P-8

ARTICLES OF INCORPORATION  
of  
AMERICAN OSLER SOCIETY

We, the undersigned, for the purpose of forming a non-profit corporation under the provisions of Chapter 317 of Minnesota Statutes, otherwise known as the Minnesota Non-Profit Corporation Act, hereby adopt the following Articles of Incorporation:

1.0 Name.

The name of the corporation shall be American Osler Society.

2.0 Purpose.

The corporation shall have the following purposes:

- (a) The American Osler Society shall meet as a group of physicians and members of related professions, united by the common purpose of keeping alive the memory of William Osler, a great and wise physician, whose stature increases with the years, and keeping its members vigilantly attentive to the lessons found in his life and teachings. Meetings shall be held periodically to present and discuss papers on Osler's life and his influence upon the profession; to publish such essays as proceedings of the Society; to keep the memory of Osler fresh by placing before the profession a continual reminder of his high principles of life and humanism in practice; and to teach young men and women entering the medical profession of Osler's continuing inspiration.
- (b) The American Osler Society shall be the successor to the Non-Profit Corporation of the same name formerly chartered under the laws of the State of Texas.
- (c) Any provisions herein to the contrary notwithstanding, the Corporation shall be strictly limited in its powers, purposes and activities to those powers, purposes and activities enumerated and permitted by Section 501 (c) (3) of the Internal Revenue Code of the United States.

68621

3.0 Pecuniary Gain.

The corporation does and shall not afford pecuniary gain, incidentally or otherwise, to any member.

4.0 Duration.

The duration of the corporation is perpetual.

5.0 Registered Office.

The registered office of the corporation shall be at Rochester, Minnesota.

6.0 Incorporators.

The name and address of each incorporator is:

Raymond D. Pruitt, M.D.  
Mayo Clinic  
Rochester, MN 55901

Howard B. Burchell, M.D.  
260 Woodlawn Avenue  
St. Paul, MN 55105

Charles G. Roland, M.D.  
Mayo Clinic  
Rochester, MN 55901

7.0 First Directors.

The first Board of Directors, to be hereafter known in the Corporation as the Board of Governors, is composed of members whose names and addresses and terms of office are as follows:

Raymond D. Pruitt, M.D. (4 years)  
Dean, Mayo Medical School  
Rochester, MN 55901

Martin M. Cummings, M.D. (5 years)  
Director, National Library of Medicine  
8600 Rockville Pike  
Bethesda, MD 20014

Earl F. Nation, M.D. (6 years)  
112 North Madison Avenue  
Pasadena, CA 91101

F-16, 85

Charles G. Roland, M.D. (2 years)  
Department of Biomedical Communications  
Mayo Foundation  
Rochester, MN 55901

Jeremiah A. Barondess, M.D. (2 years)  
Clinical Professor of Medicine  
Cornell University Medical College  
135 East 71st Street  
New York, NY 10021

William K. Beatty (2 years)  
Librarian and Professor of Medical  
Bibliography  
Northwestern University Medical School  
303 East Chicago Avenue  
Chicago, IL 60611

G.S.T. Cavanagh (1 year)  
Curator, Trent Collection  
Medical Center Library  
Duke University  
Durham, NC 27710

A. McGehee Harvey, M.D. (3 years)  
Professor of Medicine  
Johns Hopkins University  
School of Medicine  
625 North Wolfe Street  
Baltimore, MD 21205

R. Palmer Howard, M.D. (3 years)  
Professor of the History of Medicine  
University of Oklahoma  
Health Sciences Center  
800 Northeast 13th Street  
Oklahoma City, OK 73190

Robert P. Hudson, M.D. (3 years)  
Chairman, Department of the History  
and Philosophy of Medicine  
The University of Kansas Medical Center  
Rainbow Boulevard at 39th Street  
Kansas City, KS 66103

K. Garth Huston, M.D. (3 years)  
2701 Hill Drive  
Los Angeles, CA 90041

F-46, 86

John P. McGovern, M.D. (1 year)  
McGovern Allergy Clinic  
6969 Brompton  
Houston, TX 77025

Peter D. Olch, M.D. (2 years)  
National Library of Medicine  
8600 Rockville Pike  
Bethesda, MD 20014

Edward C. Rosenow, Jr., F.A.C.P., M.D. (2 years)  
Executive Vice President  
American College of Physicians  
4200 Pine Street  
Philadelphia, PA 19104

Ilza Veith, Ph.D (1 year).  
Professor and Vice Chairman  
Department of History of Medicine  
University of California  
San Francisco, CA 94122

8.0 Personal Liability.

No member of the corporation shall have any personal liability for any obligation of the corporation.

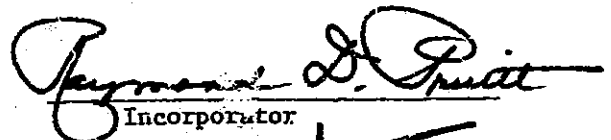
9.0 Capital Stock.

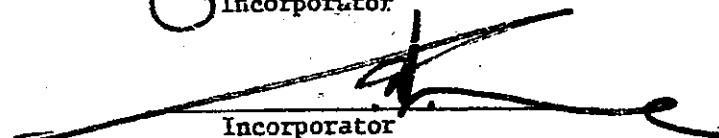
The corporation shall have no capital stock.

10.0 Bylaws.

Bylaws shall be adopted containing provisions for the purpose of administering and regulating the affairs of the corporation. They shall include provisions determining the qualifications for membership as well as any establishment of classes of members. They may also include provisions granting no less than 2/3 of the members of the Board of Governors the right to amend the Bylaws of the Corporation.

Dated:

  
Incorporator

  
Incorporator

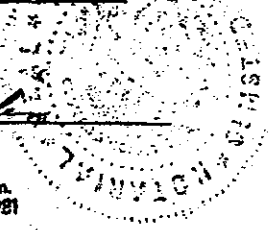
  
Incorporator

F-46, 87

STATE OF MINNESOTA )  
 ) ss  
COUNTY OF OLMSTED )

The foregoing instrument was acknowledged before me this 21  
day of January, 1977, by Raymond D. Pouta and  
Charles G. Polansky.

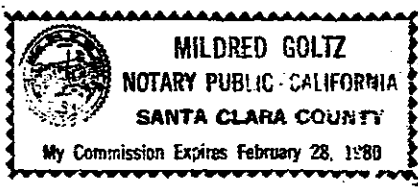
Jessie Shanklin  
Notary Public,  
JESSE SHANKLIN  
Notary Public, Olmsted County, Minn.  
My Commission Expires March 6, 1981



STATE OF CALIFORNIA )  
 ) ss  
COUNTY OF Santa Clara )

The foregoing instrument was acknowledge before me this 27<sup>th</sup>  
day of January, 1977, by HOWARD BURCHELL.

Mildred Goltz  
Notary Public,



STATE OF MINNESOTA  
DEPARTMENT OF STATE  
I hereby certify that the within  
instrument was filed for record in this  
office on the 7 day of FEB  
A. D. 19 77, at 8:00 o'clock A M.,  
and was duly recorded in Book F-46  
of Incorporations, on page 83  
Jean Anderson Grove  
Secretary of State

Ac.

U-62,

685

P-8

CERTIFICATE OF AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
AMERICAN OSLER SOCIETY

We, the undersigned, K. Garth Huston  
and Charles G. Roland, respectively  
the president (~~and secretary~~) and secretary (~~and president~~)  
of American Osler Society a corporation subject to the provisions  
of Chapter 317, Minnesota Statutes, known as the Minnesota  
Nonprofit Corporation Act, do hereby certify that the resolution  
as hereinafter set forth was adopted at a meeting of the  
members of said corporation, pursuant to Minnesota Statutes  
317.27 subd. 2, notice of such meeting, proposal to amend  
and nature of such proposal having been mailed to each member  
entitled to vote thereon at least five days prior to such  
meeting, held at 318 Nicollet Mall the City of Minneapolis,  
County of Hennepin, as designated in such notice.  
on the 3rd day of May, 1983, by a majority  
vote of said members presented in person or proxy. These  
Amended and Restated Articles of Incorporation supersede  
and take the place of existing articles of incorporation.

\*Resolved that the articles of incorporation of  
the American Osler Society be, and the same hereby are amended  
and restated to read as follows:

744576



U-62, 686

1. Name

The name of the corporation shall be American Osler Society. The American Osler Society shall be the successor to the Nonprofit Corporation of the same name formerly chartered under the laws of the State of Texas.

2. Purposes

The purposes for which the American Osler Society is organized are for religious, charitable, scientific, literary or education purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended and in this connection to educate men and women entering the medical profession as well as related professions with a view to elevating their professional skill, ethical sensitivities, honor and courtesy in the profession, and to cherish the spirit of brotherhood among the members thereof by focusing on the example of Dr. William Osler and to that end:

(a) To meet as a group of physicians and members of related professions, united by the common purpose of keeping alive the memory of Dr. Osler, a great and wise physician, whose stature increases with the years.

(b) To keep members vigilantly attentive to the lessons found in his life and teachings, thereby perpetuating the memory and spirit of Dr. Osler.

U-62,

687

(c) To hold periodic meetings to present and discuss papers on Dr. Osler's life and his influence upon the profession or any aspect of the humanistic approach to medicine that so typified his outlook and to publish such essays as proceedings of the Society.

(d) To keep the memory of Dr. Osler fresh by placing before the profession a continual reminder of his high principles of life and humanism in practice.

(e) To teach young men and women entering the medical profession of Dr. Osler's continuing inspiration.

### 3. Prohibitions

At all times, and notwithstanding any change in name, merger, consolidations, reorganization, termination, dissolution, or winding up of this Corporation, voluntary or involuntary, or by operation of law, or any other provisions hereof:

(a) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes);

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall

U-62, 688

not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of 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 (a) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue Law).

4. Duration

The duration of the corporation is perpetual.

5. The registered office of the corporation shall be at Mayo Clinic, Rochester, Minnesota 55901.

6. Directors

The Board of Directors, to be hereafter known in the Corporation as the Board of Governors, at the time of the adoption of these amended and restated articles, is composed of 15 members whose names and address and terms of office are as follows:

U-62, 689

Raymond D. Pruitt, M.D. (4 years)  
Dean, Mayo Medical School  
Rochester, MN 55901

Martin M. Cummings, M.D. (5 years)  
Director, National Library of Medicine  
8600 Rockville Pike  
Bethesda, MD 20014

Earl F. Nation, M.D. (6 years)  
112 North Madison Avenue  
Pasadena, CA 91101

Charles G. Roland, M.D. (2 years)  
Department of Biomedical Communications  
Mayo Foundation  
Rochester, MN 55901

Jeremiah A. Barondess, M.D. (2 years)  
Clinical Professor of Medicine  
Cornell University Medical College  
135 East 71st Street  
New York, NY 10021

William K. Beatty (2 years)  
Librarian and Professor of Medical Bibliography  
Northwestern University Medical School  
303 East Chicago Avenue  
Chicago, IL 60611

G.S.T. Cavanagh (1 year)  
Curator, Trent Collection  
Medical Center Library  
Duke University  
Durham, NC 27710

A. McGehee Harvey, M.D. (3 years)  
Professor of Medicine  
Johns Hopkins University  
School of Medicine  
625 North Wolfe Street  
Baltimore, MD 21205

R. Palmer Howard, M.D. (3 years)  
Professor of the History of Medicine  
University of Oklahoma  
Health Sciences Center  
800 Northeast 13th Street  
Oklahoma City, OK 73190

U-6?

690

Robert P. Hudson, M.D. (3 years)  
Chairman, Department of the  
History and Philosophy of Medicine  
The University of Kansas Medical Center  
Rainbow Boulevard at 39th Street  
Kansas City, KS 66103

K. Garth Huston, M.D. (3 years)  
2201 Hill Drive  
Los Angeles, CA 90041

John P. McGovern, M.D. (1 year)  
McGovern Allergy Clinic  
6969 Brompton  
Houston, TX 77025

Peter D. Olch, M.D. (2 years)  
National Library of Medicine  
8600 Rockville Pike  
Bethesda, MD 20014

Edward C. Rosenow, Jr. F.A.C.P., M.D. (2 years)  
Executive Vice President  
American College of Physicians  
4200 Pine Street  
Philadelphia, PA 19104

Ilsa Veith, Ph.D. (1 year)  
Professor and Vice Chairman  
Department of History of Medicine  
University of California  
San Francisco, CA 94122

7. Personal Liability

No member of the corporation shall have any personal liability for any obligation of the corporation.

8. Capital Stock

The corporation shall have no capital stock.

9. By-laws

By-laws shall be adopted containing provisions for the

U-62,

691

purpose of administering and regulating the affairs of the corporation. They shall include provisions determining the qualifications for membership as well as any establishment of classes of members. They may also include provisions granting no less than two-thirds (2/3) of the members of the Board of Governors the right to amend the By-laws of the Corporation.

10. Dissolution

Upon the dissolution of the Corporation, no members shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligation of the Corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue code of 1954 and its Regulations as they now exist or as they may hereafter be amended.

U-62, 692

IN WITNESS WHEREOF, we have subscribed our names  
this 28th day of August, 1984.

K. Garth Huston Sr.  
President (~~Vice-President~~)

[Signature]  
Secretary (~~Assistant Secretary~~)

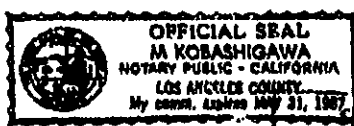
STATE OF CALIFORNIA :  
COUNTY OF Los Angeles :

The foregoing instrument was acknowledged before  
me this 28th day of August, 1984 by K. Garth Huston Sr.  
and Chas. H. Poley respectively the president (~~vice-president~~)  
and the secretary (~~assistant secretary~~) of American Oiler  
Society, a Minnesota corporation, on behalf of the corporation.

NOTARIAL  
SEAL

M. Kobashigawa  
M. KOBASHIGAWA  
Notary Public Los Angeles Co.,  
California

My Commission Expires:



May 31 1987  
STATE OF MINNESOTA  
DEPARTMENT OF STATE  
I hereby certify that the within  
instrument was filed for record in this  
office on the 17 day of Sept  
A. D. 1984 at 4:30 o'clock PM  
and was duly recorded in U-62  
of Intro. No. 685

P-8

NP-RO



# MINNESOTA SECRETARY OF STATE NOTICE OF CHANGE OF REGISTERED OFFICE/ REGISTERED AGENT

Please read the instructions on the back before completing this form.

1. Entity Name:

American Osler Society Inc.

2. Registered Office Address (No. & Street): List a complete street address or rural route and rural route box number. A post office box is not acceptable.

6930 Willow Lane Minneapolis MN 55430-1340  
Street City State Zip Code

3. Registered Agent (Registered agents are required for foreign entities but optional for Minnesota entities):

Claus A. Pierach

If you do not wish to designate an agent, you must list "NONE" in this box. DO NOT LIST THE ENTITY NAME.

2. Registered Office Address (No. & Street): List a complete street address or rural route and rural route box number. A post office box is not acceptable.

In compliance with Minnesota Statutes, Section 302A.123, 303.10, 308A.025, 317A.123 or 322B.135 I certify that the above listed company has resolved to change the entity's registered office and/or agent as listed above.

Registered agent (Foreign entities agents are required for foreign entities but optional for Minnesota entities)

I certify that I am authorized to execute this notice and I further certify that I understand that by signing this notice I am subject to the penalties of perjury as set forth in Minnesota Statutes Section 609.48 as if I had signed this notice under oath.

If you do not wish to designate an agent, you must list "NONE" in this box. DO NOT LIST THE ENTITY NAME.

Marc B. Hershovitz  
Signature of Authorized Person

Name and Telephone Number of a Contact Person: Marc B. Hershovitz 404 262-1425

please print legibly

Filing Fee: For Profit Minnesota Corporations, Cooperatives and Limited Liability Companies: \$35.00.

Minnesota Nonprofit Corporations: No \$35.00 fee is due unless you are adding or removing an agent.

Non-Minnesota Corporations: \$50.00.

Make checks payable to Secretary of State  
Return to: Minnesota Secretary of State  
185 State Office Bldg.  
100 Rev. Dr. Martin Luther King Jr. Blvd.  
St. Paul, MN 55155-1299  
(651) 296-2903

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

DEC 19 2003

Mary Hoffmeyer  
Secretary of State

Filing Fee: For Profit Minnesota Corporations, Cooperatives and Limited Liability Companies: \$35.00.

Minnesota Nonprofit Corporations: No \$35.00 fee is due unless you are adding or removing an agent.



**Annual Business Renewal**

MINNESOTA SECRETARY OF STATE

2006 NONPROFIT CORPORATION ANNUAL RENEWAL

Minnesota Statutes Chapter 317A

Must be filed by December 31

Annual Renewal Filing Date: 08/07/2006

American Osler Society

6930 Willow Ln %Claus A Pierach  
Mpls, MN 55430-1340

**CURRENT INFORMATION ON FILE:**

File#: P-8

State of Incorporation: MINNESOTA

Entity Name:

American Osler Society

Registered Agent/ Registered Office Address:

[No Name Provided]  
6930 Willow Ln %Claus A Pierach  
Mpls, MN 55430-1340

Previous	2006 Current
Name of President:	Name and Business Address of President:
Chester Burns	Claus Pierach 6930 Willow Lane Minneapolis MN 55430-1340

Contact Information:

Claus Pierach

763-561-9527

piera003@umn.edu

**Annual Business Renewal**

## MINNESOTA SECRETARY OF STATE

## 2007 NONPROFIT CORPORATION ANNUAL RENEWAL

Minnesota Statutes Chapter 317A

Must be filed by December 31

Annual Renewal Filing Date: 09/20/2007

American Osler Society

6930 Willow Ln %Claus A Pierach  
Mpls, MN 55430-1340**CURRENT INFORMATION ON FILE:**

File#: P-8

State of Incorporation: MINNESOTA

Entity Name:

American Osler Society

Registered Agent/ Registered Office Address:

[No Name Provided]  
6930 Willow Ln %Claus A Pierach  
Mpls, MN 55430-1340

Previous

2007 Current

Name of President:

Claus Pierach

Name and Business Address of President:

Claus Pierach  
6930 Willow Lane  
Minneapolis MN 55430-1340

Contact Information:

Claus Pierach  
763-561-9527  
piera003@umn.edu

Annual Business Renewal

MINNESOTA SECRETARY OF STATE

2008 NONPROFIT CORPORATION ANNUAL RENEWAL

Minnesota Statutes Chapter 317A

Must be filed by December 31

Annual Renewal Filing Date: 07/25/2008

American Osler Society

6930 Willow Ln %Claus A Pierach  
Mpls, MN 55430-1340

CURRENT INFORMATION ON FILE:

File#: P-8

State of Incorporation: MINNESOTA

Entity Name:

American Osler Society

Registered Agent/ Registered Office Address:

[No Name Provided]  
6930 Willow Ln %Claus A Pierach  
Mpls, MN 55430-1340

Previous	2008 Current
Name of President:  Claus Pierach	Name and Business Address of President:  Claus Pierach 6930 Willow Lane Minneapolis, MN 55430-1340

Contact Information:  
Claus A. Pierach  
763-561-9527  
piera003@umn.edu

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
I hereby certify that this is a true and correct copy of the document as filed for record in the State of Minnesota.

\_\_\_\_\_  
Secretary of State

