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Matt Blunt  
Secretary of State

ARTICLES OF INCORPORATION  
UNDER THE  
GENERAL NOT FOR PROFIT CORPORATION LAW

Honorable Matthew Blunt  
Secretary of State  
State of Missouri  
Jefferson City, Missouri 65101

State of Missouri  
Amend/Restate - Gen Bus 4 Page(s)  
  
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We, the undersigned, being natural persons of the age of twenty-one years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not for Profit Corporation Law" of the State of Missouri, do hereby adopt the following Articles of Incorporation. The name and address of the Incorporator is listed at the end of the Articles.

**First:** The name of the corporation is INSTITUTE FOR INTERNATIONAL MEDICAL EDUCATION.

**Second:** The period of duration of the corporation is perpetual.

**Third:** The address of the corporation's initial registered office in the State of Missouri, is 963 Yancy Street, Liberty, Clay County, Missouri 64068 and the name of its initial Registered Agent at said address is Nicholas Comninellis, MD.

**Fourth:** The first Board of Directors shall be five in number, their names being as follows:

Nicholas Comninellis, MD

963 Yancy  
Liberty, MO 64068

Daniel Hickey, M.Div.

4770 Reinhart  
Roeland Park, KS 66205

Thad May, MS

10012 Briar  
Overland Park, KS 66207

Don Philgreen, MD

5604 W. 127th Terrace  
Overland Park, KS 66209

Roy Moran, M.Div.

458 N. Missouri  
Liberty, MO 64068

**Fifth:** The initial Board of Directors shall serve until either replaced, increased or reduced (to not less than three) in accordance with the Bylaws of the Corporation.

**Sixth:** The Corporation shall have members only if the Board of Directors shall provide for membership in the Bylaws and the term of any members or of all members may be as prescribed in the Bylaws or by order of the Board of Directors.

**Seventh:** The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

This Corporation is a public benefit corporation. This Corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations 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. In pursuance of the foregoing purposes, the Corporation shall provide education to train physicians for leadership in international health, so that compassionate, competent medical care can be provided for the compelling health needs of disadvantaged people.

**Eighth:** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Articles Seven hereof. 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 not participate in, or

intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any activity or use any portion of the assets of the Corporation for any purpose which is not permitted to a corporation organized under the General Not For Profit Corporation Law of the State of Missouri, Chapter 355 RSMo, 1969. 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 Tax under section 501 (c) (3) of the Internal Revenue Code of 1986 (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 1986 (or the corresponding provision of any future United States Internal Revenue Law).

**Ninth:** Upon any dissolution of this Corporation, its property and assets shall be applied and distributed as follows:

A: All liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or adequate provisions shall be made therefor.

B. Assets held by the Corporation upon conditions requiring return, transfer or conveyance, which conditions occur by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.

C. Any remaining assets shall be transferred or conveyed as specified in the plan of distribution adopted in accordance with the laws of the State of Missouri then applicable to not-for-profit corporations, and such transfer or conveyance shall be to such one or more organizations organized and operated under the laws of the State of Missouri or any other state, which organization was created and operated for exempt purposes as described in Article Seventh hereof, but in no case shall any transfer or conveyance be made except to an exempt organization within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding

provisions of any future Internal Revenue Law, exclusively for a public purpose.

**Tenth:** The corporation shall operate in a racially nondiscriminatory basis as to students.

The Incorporator is: Cathleen Connealy  
4051 Broadway, Suite 3  
Kansas City, MO 64111

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 30 day  
of June, 2003.

Cathleen Connealy  
CATHLEEN CONNEALY  
4051 Broadway, Suite 3  
Kansas City, MO 64111

STATE OF MISSOURI     )  
                                  )ss.  
COUNTY OF JACKSON    )

I, the undersigned, a Notary Public, do hereby certify that on the 30 day of  
June, 2003, personally appeared before me, CATHLEEN CONNEALY who being  
duly sworn by me, acknowledged that she had signed as her free act and deed the foregoing  
document in the capacity therein set forth and declared that the statements therein contained are true,  
to her best knowledge and belief.

IN WITNESS THEREOF, I have set my hand and seal the day and year above written.

Deborah L. Wilson  
Notary Public

My Commission Expires:



DEBORAH L. WILSON  
Jackson County  
My Commission Expires  
September 15, 2006