

726995

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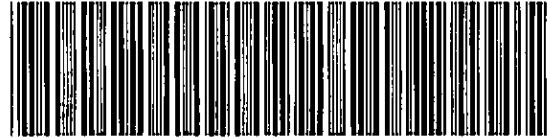
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Amended & Restated

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SECRETARY OF STATE
CORPORATE DIVISION

FILED

AUG 12 2021

A RAMSEY

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: American Association of Pro Life Obstetricians and Gynecologists, Inc.

DOCUMENT NUMBER: 726995

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Andrew Dye

(Name of Contact Person)

Webster, Chamberlain & Bean, LLP

(Firm/ Company)

1747 Pennsylvania Avenue, NW, Suite 1000

(Address)

Washington, DC 20006

(City/ State and Zip Code)

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Andrew Dye

202

688-3552

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
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Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
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Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

American Association of Pro Life Obstetricians and Gynecologists, Inc.
(A Corporation Not For Profit)

Pursuant to the provisions of the Florida Not for Profit Corporation Act, the American Association of Pro Life Obstetricians and Gynecologists, Inc. (hereinafter referred to as the "Corporation"), a Florida not for profit corporation, amends and restates its Articles of Incorporation:

ARTICLE I

The name of this corporation is American Association of Pro Life Obstetricians and Gynecologists, Inc., a corporation not for profit.

ARTICLE II

This Corporation is organized, and shall be administered and operated, exclusively to receive, administer, and expend funds for the following charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986:

- (a) To defend and preserve all human life at all stages of development through education and research.
- (b) To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

In order to accomplish the foregoing purposes, and for no other purpose or purposes, this corporation shall have the powers granted to nonprofit corporations by the Florida Not For Profit Corporation Act, and may do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

ARTICLE III

The Corporation shall have members, the qualifications and rights of which shall be as provided in the Bylaws.

ARTICLE IV

The Corporation is to exist perpetually.

ARTICLE V

Section 1. The officers of the corporation shall be a President, such number of Vice-presidents, a Secretary, a Treasurer and such other officers as may be provided in the By-Laws.

Section 2. The officers shall be elected at the annual meeting of the board of Directors or as provided in the By-Laws.

ARTICLE VI

Section 1. The business affairs of this Corporation shall be managed by the Board of Directors. This Corporation shall have three (3) directors initially. The number of directors may be increased from time to time, by the By-Laws, but shall never be less than three (3).

Section 2. The Board of Directors shall be members of the Corporation.

Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

Section 4 - The election or appointment of directors shall be as set forth in the Corporation By-laws. In furtherance and not in limitation of the powers conferred by statute, the Corporation is expressly authorized to carry on its affairs and activities and to hold annual or special meetings of its Board of Directors either within or out of any of the states, territories or possessions of the United States, or the District of Columbia.

Section 5. The annual meeting for the election (by the Board of Directors) of new members of the Board of Directors shall be held as may be provided in the By-Laws.

Section 6. The Corporation may provide in its By-Laws for the holding of additional regular meetings and any special meetings of the Board of Directors, and shall provide notice of all such meetings, and shall also provide in the By-Laws the number of percentage of members of the Board of Directors which shall constitute a quorum for the holding of any meetings.

ARTICLE VII

Section 1. The Board of Directors of this Corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority of the members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE VIII

The Board of Directors reserves the right to amend, change or repeal any provision contained in the Articles of Incorporation or to merge or consolidate this Corporation with any other non-profit corporation in the manner now or hereafter prescribed by statute, provided, however, that any such

action shall be undertaken exclusively to carry out the objects and purposes for which the Corporation is formed, and all rights herein conferred or granted shall be subject to this reservation.

ARTICLE IX

The principal place of business of the Corporation shall be:

6596 East Main Street, Eau Claire, Michigan 49111.

ARTICLE X

No part of the net earnings of the Corporation shall inure to or for the benefit of, or be distributable to, its directors, 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 and objects set forth in Article SECOND 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 by publishing or distributing 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 activities not permitted to be carried on 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 subsequent federal tax laws), or by an organization contribution to which are to be deductible under section 170(c)(2) of such Code.

Notwithstanding any other provision set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; the Corporation shall not make any investments in such manner as to be subject to the tax imposed by Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; and the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

ARTICLE XI

The amount of yearly dues payable by members shall be such amount as may be determined from time to time by the Board of Directors.

ARTICLE XII

In order to promote the purposes of this corporation, it may acquire property by grant, gift, purchase, devise or bequest and hold and dispose of such property as the corporation shall require for the benefit of the members and not for pecuniary profit.

ARTICLE XIII

The private property of the incorporators, directors and officers shall not be subject to the payment of corporate debts to any extent whatever.

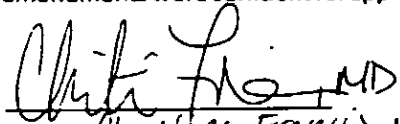
ARTICLE XIV

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of the debts of the Corporation or provision therefor shall be distributed exclusively for charitable or educational purposes to organizations which are then exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws), and to which contributions are then deductible under section 170(c)(2) of such Code.

ARTICLE XV

The name and Florida street address of the registered agent is: Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The members entitled to vote on these Amended and Restated Articles of Incorporation, adopted these Amended and Restated Articles of Incorporation on April 20, 2021, and the number of votes cast for the amendments were sufficient for approval.


Name: Christina Francis, MD
Title: Chair of the Board

07/19/2021
Date: