

Academy of Clinical Laboratory
Physicians and Scientists, Inc.
(a Utah nonprofit corporation)

ARTICLES OF INCORPORATION

Incorporated 1 December 1994

I, the undersigned natural person, acting as incorporator of a corporation under the Utah Nonprofit Corporation and Co-operative Association Act, adopt the following Articles of Incorporation for such corporation and certify:

ARTICLE I - NAME

The name of this corporation is ACADEMY OF CLINICAL PHYSICIANS AND SCIENTISTS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless sooner dissolved by law.

ARTICLE III - PURPOSES

The purpose or purposes for which this corporation is organized are:

- a. To encourage and advance the highest standards of education in laboratory medicine in medical school and related curricula.
- b. To encourage and promote the highest standards of resident training and post-graduate education of physicians and scientists in clinical pathology at universities and medical schools.
- c. To encourage and promote the highest standards of service, education and research in academic laboratory medicine.
- d. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.
- e. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Utah; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article Third shall be regarded as independent purposes and powers.

Limitation: This corporation shall be a nonprofit corporation under Title 16, Chapter 6, of the Utah Code and is not organized for pecuniary profit.

Notwithstanding any other provisions contained herein, this corporation shall not carry on any other activities not permitted to be carried on by:

- a. A corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, or
- b. A corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 as amended.

ARTICLE IV - MEMBERSHIP

The corporation shall be a membership corporation with membership requirements as set forth in the Bylaws.

ARTICLE V - TRUSTEES' CONTRACTS

No contract or other transaction between this corporation and one or more of its Trustees or any other person, partnership, corporation, firm, association or entity in which one or more of this corporation's Trustees are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Trustee or Trustees are present at the meeting of the Board of Trustees, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose and each such trustee of this corporation is hereby released from liability which might otherwise exist from such contract if: (a) such relationship or interest is disclosed or known to the Board of Trustees or committee which authorizes, approves or ratifies the contract or transaction and a majority of non-interested Trustees, or all non-interested directors in the case of a committee, vote to approve or ratify the contract or transaction; (b) such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation.

ARTICLE VI - AMENDMENT

Upon resolution by the Board of Trustees and after notice has been given to members entitled to vote as provided in Section 16-6-50 of the Utah Code as amended, these articles of incorporation may be amended at an annual or special meeting of the members by the affirmative vote of at least two-thirds of the members present at such meeting.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The address of this corporation's initial registered office is 500 Chipeta Way, Salt Lake City, Utah 84108. The name of the initial registered agent at such address is Ronald L. Weiss.

ARTICLE VIII - INITIAL PRINCIPAL OFFICE

The address of this corporation's initial principal office is 500 Chipeta Way, Salt Lake City, Utah 84108.

ARTICLE IX - TRUSTEES

The number of Trustees constituting the initial governing board of this corporation is eleven. The names and addresses of persons who are to serve as Trustees until the first annual meeting of the members, or until their successors are elected and qualify, are:

Edward R. Ashwood, M.D.
500 Chipeta Way
Salt Lake City, UT 84018

Ronald L. Weiss, M.D.
500 Chipeta Way
Salt Lake City, UT 84018

Jack H. Ladenson, Ph.D.
Division of Laboratory
Medicine, Box 8118
Washington University School
of Medicine
660 South Euclid Avenue
St. Louis, MO 63110

Michael Laposata, M.D., Ph.D.
Clinical Laboratories
Room 235 Gray Building
Massachusetts General
Hospital
Fruit Street
Boston, MA 02114

Esther F. Freier, M.S.
Box 609, Mayo Memorial Bldg.
University of Minnesota
Medical School
420 Delaware Street S.E.
Minneapolis, MN 55455

Valerie L. Ng, Ph.D., M.D.
Dept. of Laboratory Medicine
NH, Room 2M9
San Francisco General Hospital
1001 Potrero Avenue
San Francisco, CA 94110

Jeffrey A. Kant, M.D., Ph.D.
Univ. of Pittsburgh Medical Center
Dep't of Pathology
Molecular Diagnostics
3550 Terrace Street
Pittsburgh, PA 15261

John H. Eckfeldt, M.D., Ph.D.
Lab Medicine & Pathology, FUMC 609
Fairview-University Medical Center,
Room B203 Mayo
420 Delaware Street S.E.
Minneapolis, MN 55455-0392

Joseph P. Miletich, M.D., Ph.D.
Division of Laboratory
Medicine, Box 8118
Washington University School
of Medicine
660 South Euclid Avenue
St. Louis, MO 63110

Margaret A. Kenny, Ph.D.
Department of Laboratory
Medicine
Box 357110
University of Washington
Seattle, WA 98195

M. Desmond Burke, M.D.
Director, Clinical Labs K-511
Cornell Medical Center
525 East 68th Street
New York City, NY 10021

ARTICLE X - INCORPORATOR

The name and address of the Incorporator is:

Ronald L. Weiss, M.D.
500 Chipeta Way
Salt Lake City, UT 84018

ARTICLE XI - INDEMNIFICATION

The corporation may indemnify an individual against liability incurred in a proceeding where the individual was made a party to a proceeding because the person is or was an Executive Council member or officer and if: (1) the individual's conduct was in good faith; (2) the individual reasonably believed that the conduct was in, or not opposed to, the corporation's best interests; and (3) in the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful.

The corporation will indemnify an Executive Council member or officer who was successful, on the merits or otherwise, in defense of any proceeding, to which the individual was a party because the person is or was an Executive Council member or officer of the corporation, against reasonable expenses incurred by the individual in connection with the proceeding or claim with respect to which the individual has been successful.

The corporation may not indemnify an Executive Council member or officer in connection with: (1) a proceeding by or in the right of the corporation in which the individual was adjudged liable to the corporation; or (2) any other proceeding charging that the individual derived an improper personal benefit, whether or not involving action in the individual's official capacity, in which proceeding the individual was adjudged liable on the basis that the individual derived an improper personal benefit.

ARTICLE XII - DISSOLUTION

Upon the dissolution of this corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation, or to such organization or organizations organized and operating exclusively for charitable or educational purposes, as at such time quality as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, we hereunto sign and verify these Articles of Incorporation this first day of December, 1994.

Incorporator:
Ronald L. Weiss, M.D.

The appointment of the undersigned as the initial registered agent of the Corporation is hereby accepted.

Signed:
Ronald L. Weiss, M.D.
Registered Agent