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STATE OF KENTUCKY
OFFICE OF SECRETARY
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BY

**ARTICLES OF INCORPORATION
OF
NATIONAL BOARD OF OPHTHALMOLOGY, INC.**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned does hereby make and adopt the following ARTICLES OF INCORPORATION for the purpose of forming a nonprofit corporation under the laws of the State of Kentucky, pursuant to Chapter 273 of the Kentucky Revised Statutes and all other acts amendatory thereof and supplemental thereto as follows:

ARTICLE I

The name of the corporation shall be **National Board of Ophthalmology, Inc.**

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The corporation is organized and shall be operated for nonprofit purposes within the meaning of Chapter 273 of the Kentucky Revised Statutes and Section 501(c)(3) of the Internal Revenue Code of 1986 and all regulations promulgated thereunder. The object and purpose of the corporation shall be to provide information to the public concerning physicians with exemplary qualifications in the medical specialty of ophthalmology.

ARTICLE IV

The corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the corporation is distributable to or inures to the benefit of its members, directors or officers. No 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. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt for 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 by a corporation, contributions to which are deductible under the Internal Revenue Code of 1986.

ARTICLE V

On dissolution of this corporation, any assets remaining after payment of its debts and obligations shall be transferred or distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder and pursuant to the provisions of KRS 273.303.

ARTICLE VI

The registry office and the principal place of business of the corporation shall be located at 1945 Scottsville Road, B-2, #202, Bowling Green, Kentucky 42104, and its agent shall be Rand H. Paul, M.D., whose address is the same as the registry office of the corporation.

ARTICLE VII

The initial Board of Directors shall consist of three (3) directors, and the directors who are to serve until the first annual meeting of the members of the corporation or until their successors are elected and qualified are:

Rand H. Paul, M.D.
200 Lakeside Way
Bowling Green, Kentucky 42101

Hilton R. Ashby
139 Daleview Circle
Russellville, Kentucky 42276

Kelley A. Paul
200 Lakeside Way
Bowling Green, Kentucky 42101

The number of directors thereafter shall be as the bylaws of the corporation may from time to time provide.

ARTICLE VIII

The corporation shall have no capital stock. It shall be a nonprofit corporation, and no member of the corporation shall ever derive any private pecuniary gain or profit from the operation of the corporation.

ARTICLE IX

The name and address of the incorporator is as follows:

Rand H. Paul, M.D.
200 Lakeside Way
Bowling Green, Kentucky 42101

ARTICLE X

The directors of the corporation shall have no personal liability to the corporation for monetary damages by reason of a breach of duties as a director, provided that such provision shall not eliminate the liability of a director:

- (a) For any transaction in which the director's personal financial interest is in conflict with the financial interests of the corporation;
- (b) For acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; or
- (c) For any transaction from which the director derived an improper personal benefit.

IN TESTIMONY WHEREOF, witness the hand of the sole incorporator on this 30th day of August, 1999.



Rand H. Paul, M.D., Sole Incorporator

COMMONWEALTH OF KENTUCKY

COUNTY OF WARREN

The foregoing instrument was acknowledged before me this 30th day of August, 1999,
by Rand H. Paul, M.D. as sole incorporator.

Patricia Bunch

Notary Public, Kentucky State at Large

My commission expires: 5-20-01

PREPARED BY:

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BY: Douglas W. Gott

Douglas W. Gott