

STATE of WASHINGTON



SECRETARY of STATE

I, *SAM REED*, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

SOCIETY FOR THE ADVANCEMENT OF
GERIATRIC ANESTHESIA

a Washington Non Profit corporation. Articles of Incorporation were filed for record in this office on the date indicated below.

UBI Number: 602 131 365

Date: June 04, 2001



*Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital*

A handwritten signature in cursive script that reads "Sam Reed".

Sam Reed, Secretary of State 2-957209-6



**STATE OF WASHINGTON
SECRETARY OF STATE**

**APPLICATION TO FORM A
NONPROFIT CORPORATION**

(Per Chapter 24.03 RCW)

FEE: \$30

- Please PRINT or TYPE in black ink
- Sign, date and return original AND ONE COPY to:

CORPORATIONS DIVISION
801 CAPITOL WAY SOUTH • PO BOX 40234
OLYMPIA, WA 98504-0234

- BE SURE TO INCLUDE FILING FEE. Checks should be made payable to "Secretary of State"

**EXPEDITED (24-HOUR) SERVICE AVAILABLE - \$20 PER ENTITY
INCLUDE FEE AND WRITE "EXPEDITE" IN BOLD LETTERS
ON OUTSIDE OF ENVELOPE**

FOR OFFICE USE ONLY

FILED: 61401	UBI: 60231365
CORPORATION NUMBER:	

IMPORTANT! Person to contact about this filing G, Alec Rooke	Daytime Phone Number (with area code) 206 764 2574
---	---

FILED
STATE OF WASHINGTON

JUN 4 2001

ARTICLES OF INCORPORATION

NAME OF CORPORATION Society for the Advancement of Geriatric Anesthesia	(May contain designations such as "Association" "Services" or "Committee." May not contain a corporate designation such as "Corporation" "Incorporated" or "Limited" or the abbreviation "Corp." "Inc." "Co." or "Ltd.")
EFFECTIVE DATE OF INCORPORATION <input type="checkbox"/> Specific Date: _____ <input checked="" type="checkbox"/> Upon filing by the Secretary of State	(Specified effective date may be up to 30 days after receipt of the document by the Secretary of State)
TERM OF EXISTENCE <input checked="" type="checkbox"/> Perpetual <input type="checkbox"/> _____ Years (Please indicate number of years)	(Check one box only)
PURPOSE FOR WHICH THE NONPROFIT CORPORATION IS ORGANIZED: (If necessary, attach additional information) to improve the perioperative care of the elderly patient	
IN THE EVENT OF A VOLUNTARY DISSOLUTION, THE NET ASSETS WILL BE DISTRIBUTED AS FOLLOWS: (If necessary, attach additional information) to the Foundation for Anesthesia Education and Research [www.foer.org]	

SECRETARY OF STATE

NAME AND ADDRESS OF WASHINGTON STATE REGISTERED AGENT		
Name	G, Alec Rooke	
Street Address (Required)	S-112-ANES VAPSHCS 1660 S. Columbian Way City Seattle State WA ZIP 98108	
PO Box (Optional - Must be in same city as street address)	ZIP (If different than street ZIP)	
I consent to serve as Registered Agent in the State of Washington for the above named corporation. I understand it will be my responsibility to accept Service of Process on behalf of the corporation; to forward mail to the corporation; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.		
Signature of Agent	Printed Name	Date
<i>G. Alec Rooke</i>	G, Alec Rooke	June 1, 2001

NAMES AND ADDRESSES OF EACH INITIAL BOARD DIRECTOR (If necessary, attach additional names and addresses)			
Name	see attached		
Address	City	State	ZIP

NAMES AND ADDRESSES OF EACH INCORPORATOR (If necessary, attach names, addresses and signatures of each additional incorporator)			
Name	G, Alec Rooke		
Address	City	State	ZIP
	Seattle	WA	98108

SIGNATURE OF INCORPORATOR			
This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.			
Signature of Incorporator	Printed Name	Title	Date
<i>G. Alec Rooke</i>	G, Alec Rooke	President	June 1, 2001

FOR OFFICE USE ONLY

FOR OFFICE USE ONLY

FOR OFFICE USE ONLY

SAGA Initial Board of Directors:

Terri Monk, MD
Department of Anesthesiology
University of Florida College of Medicine
P.O. Box 100254
1600 SW Archer Road
Gainesville, Florida 32610

G. Alec Rooke, MD, PhD
S-112-ANES VAPSHCS
1660 South Columbian Way
Seattle, Washington 98108

Jeffrey H. Silverstein, MD
Department of Anesthesiology
Box 1010
Mount Sinai School of Medicine
1 Gustave L. Levy Place
New York, New York 10029-6574

STATE OF WASHINGTON



SECRETARY OF STATE

SOCIETY FOR THE ADVANCEMENT OF GERIATRIC
ANESTHESIA
C/O G ALEC ROOKE
1660 S COLUMBIAN WAY
SEATTLE WA 98108

AMENDMENT

I, Sam Reed, Secretary of State of the State of Washington and
custodian of its seal, hereby certify that documents meeting
Washington statutory requirements have been filed and processed
with the Secretary of State on behalf of:

SOCIETY FOR THE ADVANCEMENT OF GERIATRIC ANESTHESIA

A Washington Non-Profit Corporation
UBI: 602 131 365
Filing Date: June 04, 2002



Given under my hand and the seal of the State
of Washington at Olympia, the State Capital.

Sam Reed, Secretary of State



**STATE OF WASHINGTON
SECRETARY OF STATE**

Ralph Munro, Secretary of State

- Please PRINT or TYPE in black ink
- Sign, date and return original AND ONE COPY to:

CORPORATIONS DIVISION
505 E. UNION • PO BOX 40234
OLYMPIA, WA 98504-0234

- BE SURE TO INCLUDE FILING FEE. Checks should be made payable to "Secretary of State"

**ARTICLES OF AMENDMENT
WASHINGTON
NONPROFIT CORPORATION**

(Per Chapter 24.03 RCW)

FEE: \$20

EXPEDITED (24-HOUR) SERVICE AVAILABLE -- \$30 PER ENTITY
INCLUDE FEE AND WRITE "EXPEDITED" IN BOLD LETTERS
ON OUTSIDE OF ENVELOPE

FILED
SECRETARY OF STATE
JUN 04 2002
STATE OF WASHINGTON

FOR OFFICE USE ONLY

FILED: / /

IMPORTANT! Person to contact about this filing G. Alec Rooke	Daytime Phone Number (with area code) (206) 764-2574
--	--

AMENDMENT TO ARTICLES OF INCORPORATION

NAME OF CORPORATION (As currently recorded with the Office of the Secretary of State) Society for the Advancement of Geriatric Anesthesia		
UBI NUMBER 602-131-365	CORPORATION NUMBER (If known) 2-957209-6	AMENDMENTS TO ARTICLES OF INCORPORATION WERE ADOPTED ON Date: May 21, 2002
EFFECTIVE DATE OF ARTICLES OF AMENDMENT <input type="checkbox"/> Specific Date: _____ <input checked="" type="checkbox"/> Upon filing by the Secretary of State		
ADOPTION OF THE ARTICLES OF AMENDMENT (Please check ONE of the following)		
<input checked="" type="checkbox"/> The amendment was adopted by a meeting of members held on (specify date): May 21, 2002 . A quorum was present at the meeting and the amendment received at least two-thirds of the votes which members present or represented by proxy were entitled to cast.		
<input type="checkbox"/> The amendment was adopted by a consent in writing and signed by all members entitled to vote.		
<input type="checkbox"/> There are no members that have voting rights. The amendment received a majority vote of the directors at a board meeting held on (specify date): _____ .		

AMENDMENTS TO THE ARTICLES OF INCORPORATION ARE AS FOLLOWS
If necessary, attach additional amendments or information.

PLEASE SEE ATTACHMENT

SIGNATURE OF OFFICER	
<i>This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.</i>	
<i>G. Alec Rooke</i> Signature of Officer	G. Alec Rooke Printed Name
	5/27/02 Date

INFORMATION AND ASSISTANCE - 360/753-7115 (TDD - 360/753-1485)

FOR OFFICE USE ONLY

Amendment to Articles of Incorporation of
Society for the Advancement of Geriatric Anesthesia

The following wording is added to the purpose provision:

This corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any of its members, trustees, 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 organization's 501(c)(3) purposes.

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 or in opposition to 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 tax under section 501(c)(3) of the Internal Revenue Code or the corresponding section 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 or the corresponding section of any future United States Internal Revenue law.

The following wording replaces the dissolution provision:

The property of this corporation is irrevocably dedicated to charitable and educational purposes.

Upon the winding up and dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.