

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
AMERICAN SOCIETY OF NEPHROLOGY, INC.  
(A NON-STOCK, NONPROFIT CORPORATION)**

On this \_\_\_\_ day of \_\_\_\_\_, 20\_\_, the undersigned, being the President of the corporation named herein, pursuant to the District of Columbia Nonprofit Corporation Act, D.C. Code § 29-301.01 et. seq. (the "Act"), for the purpose of amending and restating the Articles of Incorporation of a District of Columbia non-stock, nonprofit corporation, states as follows:

FIRST           The name of the corporation is AMERICAN SOCIETY OF NEPHROLOGY, INC. (the "Corporation").

SECOND         The period of duration of the Corporation is perpetual.

THIRD           (A)   The Corporation is organized and will be operated exclusively for the purposes set forth in § 501(c)(3) of the Internal Revenue Code of 1986 (as the same may be amended or replaced, the "Code"), or corresponding provisions of any subsequent Federal tax law, namely, for religious, charitable, educational and scientific purposes, and does not contemplate pecuniary gain or profit, incidental or otherwise. In addition, the Corporation is organized:

- (1)   To advance the knowledge of nephrology;
- (2)   To foster the dissemination of this knowledge through scientific meetings, publication of scientific journals, cooperation with other societies of nephrology, and by any other means; and
- (3)   To conduct or carry on any activities permitted to be conducted or carried on by an organization exempt under § 501(c)(3) of the Code.

(B)   The foregoing enumeration of the purposes and powers of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by the laws of the District of Columbia, except as the same may be limited by § 501(c)(3) of the Code.

(C)   Notwithstanding any other provision of these Articles, the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a corporation described in Section 501(c)(3) of the Code, or as a corporation contributions to which are deductible under Section 170(c)(2) of the Code. No substantial part of the activities of the Corporation shall be

devoted to carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

FOURTH The Corporation shall have one or more classes of members as set forth in the Bylaws of the Corporation. Each class of members shall have such rights, including voting rights, privileges, and qualifications as set forth in the Bylaws of the Corporation.

FIFTH The Corporation is organized on a non-stock basis, and has no authority to issue capital stock.

SIXTH The registered office of the Corporation is 1015 15th Street, N.W. Suite 1000, Washington, DC 20005. The registered agent of the Corporation at that address is CT CORPORATION SYSTEM.

SEVENTH The election of Directors and their terms of office are as stated in the Bylaws of the Corporation. Each Director shall be a natural person eighteen years or more of age and shall meet such other requirements, if any, as set forth in the Bylaws of the Corporation.

EIGHTH The number of Directors constituting the Board of Directors of the Corporation shall be eight (8), which number may be increased or decreased pursuant to the Bylaws of the Corporation but shall never be less than three (3). The Board of Directors as of the date of these Amended and Restated Articles of Incorporation shall serve until their successors are elected and qualify in accordance with the Bylaws of the Corporation. The names of the Board of Directors who shall act until their successors are duly elected are:

<u>NAME</u>	<u>ADDRESS</u>
Sharon Anderson, MD	Oregon Health and Science University 3314 SW US Veterans Hospital Rd. Portland, OR 97239-2940
Joseph V. Bonventre, MD, PhD	Brigham and Women's Hospital Harvard Institutes of Medicine 4 Blackfan Circle Boston, MA 02115

Donald E. Wesson, MD	Texas A & M University 2401 South 31st Temple, TX 76508
Ronald J. Falk, MD	University of North Carolina at Chapel Hill School of Medicine UNC Kidney Center 7023 Burnett Womack Chapel Hill, NC 27599
Bruce A. Molitoris, MD	Indiana University School of Medicine 950 West Walnut Street Indianapolis, IN 46202
Sharon M. Moe, MD,	Indiana University School of Medicine 1001 West 10th Street Indianapolis, IN 46202
Jonathan Himmelfarb, MD	University of Washington School of Medicine HMC Renal Clinic 325 Ninth Avenue Box 35974 Seattle, WA 98104-2499
[NAME: To be determined following 2010 election]	[ADDRESS: To be determined following 2010 election]

NINTH No part of the net earnings or assets of the Corporation shall inure to the benefit of or be distributable to any member, Director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes), and no member, Director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

TENTH The power to adopt, amend and repeal the Corporation's Bylaws is expressly vested in the Board of Directors subject to the requirements of notice as required by law or by the Bylaws.

ELEVENTH In the event of the dissolution of the Corporation when it has, or is entitled to, any interest in any funds or property of any kind, those funds or property or rights thereto shall not be transferred to private ownership, but the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, transfer those funds or property or rights thereto to such of those organizations qualified as exempt from federal income taxation under § 501(c)(3) of the Code that

have similar purposes to those of the Corporation, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the District of Columbia, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for religious, charitable, educational or scientific purposes and exempt from federal income tax as organizations described in § 501(c)(3) of the Code.

TWELFTH These Amended and Restated Articles of Incorporation were adopted at a meeting of the members of the Corporation held on November 21, 2010, at which a quorum was present, and received at least two-thirds of the votes entitled to be cast by members present or represented by proxy at such meeting.

The undersigned President of the Corporation, in executing the foregoing Amended and Restated Articles of Incorporation hereby acknowledges the same to be his/her act and further acknowledges that, to the best of his/her knowledge, the matters and facts set forth herein are true in all material respects under the penalties of perjury.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been signed on this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_ and are acknowledged to be the act and deed of the undersigned.

\_\_\_\_\_  
(seal)  
\_\_\_\_\_, President

Attest:

\_\_\_\_\_  
\_\_\_\_\_, Secretary-Treasurer