

ARTICLES OF INCORPORATION

OF

FOUNDATION FOR ORTHOPEDIC TRAUMA

To: D.C. Department of Consumer
and Regulatory Affairs
Corporations Division
614 H Street, N.W., Room 407
Washington, D.C. 20001

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators of a non-profit corporation, adopt the following Articles of Incorporation for such corporation pursuant to the District of Columbia Non-Profit Corporation Act.

ARTICLE I

The name of the Corporation is the Foundation for Orthopedic Trauma (hereinafter called the "Corporation").

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose for which the Corporation is organized is to operate exclusively for charitable, educational, scientific, and literary purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws); and within such limits to have as its purposes and objectives the (1) advancement of education in orthopedic trauma for the public, patients and health care professionals; (2) promotion of research concerning orthopedic trauma; (3) advancement of methods of teaching and training about orthopedic trauma for orthopedists and clinicians; (4) coordination of orthopedic trauma with other aspects of traumatic injury; (5) holding of educational conferences to facilitate the interchange of educational information through the presentation and discussion of papers, seminars and lectures, all in disciplines concerning the orthopedic trauma; (6) publication for the public the proceedings of such educational conferences, and encouragement of meritorious educational contributions to the matters covered at such conferences; (7) publication of educational journals and articles, monographs or other materials that will afford a medium for dissemination of information about orthopedic trauma; and (8) improvement and standardization of the criteria and diagnoses concerning orthopedic trauma; and, to take all other appropriate action in furtherance of such purposes; and consistent with the above, to exercise all powers available to corporations organized pursuant to the District of Columbia Non-Profit Corporation Act.

ARTICLE IV

The Corporation shall have members. The class of members and the rights of the class of members shall be set forth in the Bylaws. The members shall have the right to vote as set forth in the Bylaws.

ARTICLE V

The affairs of this Corporation shall be managed by its Board of Directors. The number of directors (not less than three) and the manner of choosing directors shall be fixed in the Bylaws.

ARTICLE VI

Except as provided in these Articles, the internal affairs of the Corporation shall be regulated and determined as provided in the Bylaws.

ARTICLE VII

In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this Corporation, voluntary or involuntary, or by the operation of law, or upon amendment of the Articles of the Corporation –

(a) The Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent it from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(b) No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, directors, officers, or other private persons having a personal or private interest in the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make reimbursement in reasonable amounts for expenses actually incurred in carrying out the purposes set forth in ARTICLE III hereof.

(c) No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or of otherwise attempting to influence legislation, unless Section 501(h) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws), shall apply to the Corporation, in which case the Corporation shall not normally make lobbying or grass roots expenditures in excess of the amounts therein specified. The Corporation shall not in any manner or to any extent 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; nor shall it engage in any "prohibited transaction" as defined in Section 503(b) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(d) Neither the whole, or any part or portion, of the assets or net earnings of the Corporation shall be used, nor shall the Corporation ever be operated, for objects or purposes other than those set forth in ARTICLE III hereof.

(e) In the event that the Corporation is a private foundation within the meaning of Section 509(a) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws) --

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(5) The Corporation shall not make any taxable expenditures that would subject it to tax under Section 4945(d) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(f) Upon dissolution of the Corporation, all of its assets and property of every nature and description remaining after the payment of all liabilities and obligations of the Corporation (but not including assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution) shall be paid over and transferred to one or more organizations which engage in activities substantially similar to those of the Corporation and which are then qualified for exemption from federal income taxes as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

ARTICLE VII

The address, including street and number, of the Corporation's initial registered office in the District of Columbia is 1090 Vermont Avenue, NW, Suite 910, Washington, D.C. 20005. The name of the Corporation's initial registered agent at such address is National Registered Agents, Inc.

ARTICLE VIII

The number of directors constituting the initial Board of Directors is three (3) and the names and addresses, including street and number, of the persons who are to serve as the initial directors until the first annual meeting or until their successors be elected and qualified are:

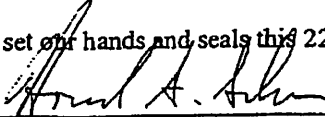
<u>NAME</u>	<u>ADDRESS</u>
Melvin Rosenwasser	622 West 168 th St., # 1124 New York, New York 10032
Kenneth Koval	One Medical Center Drive Lebanon, New Hampshire 03756
David Lowenberg	2100 Webster Street, #117 San Francisco, California 94115

ARTICLE IX

The names and addresses, including street numbers, of the Incorporators of the Corporation, are:

<u>NAME</u>	<u>ADDRESS</u>
Howard S. Silver	555 13th Street, N.W. Washington, D.C. 20004
Thomas N. Bulleit, Jr.	555 13th Street, N.W. Washington, D.C. 20004
Paul C. Skelly	555 13th Street, N.W. Washington, D.C. 20004

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 22nd day of December, 2004.



Howard S. Silver



Thomas N. Bulleit, Jr.



Paul C. Skelly

CITY OF WASHINGTON
DISTRICT OF COLUMBIA

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) ss:

I, Brenda P. Cohen, a Notary Public, hereby certify that on the 22nd day of December, 2004, Howard S. Silver, Thomas N. Bulleit, Jr. and Paul C. Skelly personally appeared before me being by me first duly sworn, declared that they signed the foregoing Articles of Incorporation of the Foundation for Orthopedic Trauma as Incorporators, and that the statements therein contained are true.

Brenda P. Cohen
Notary Public

(Notarial Seal)

My Commission Expires:

June 14, 2007