

**SECOND RESTATED ARTICLES OF INCORPORATION**

**OF**

**THE AMERICAN ACADEMY OF NEUROLOGY**

**[Effecting New Name: AMERICAN ACADEMY OF NEUROLOGY INSTITUTE]**

Effective at Filing

Pursuant to Minnesota Statutes Chapter 317A, these Restated Articles of Incorporation have been properly adopted by the Board of Directors (there being no voting members of the corporation as of the First Restated Articles of Incorporation) to supersede all prior Articles and amendments thereto.

**ARTICLE I**  
**NAME**

The name of this corporation is: “American Academy of Neurology Institute.”

**ARTICLE II**  
**MISSION**

The mission of the corporation is to promote the highest quality patient-centered neurologic care.

**ARTICLE III**  
**TAX-EXEMPT PURPOSES AND LIMITATIONS**

This corporation is organized exclusively for charitable, educational and scientific purposes as such terms are used and meant within Section 501(c)(3) of the Internal Revenue Code of 1986 (hereafter, “the Code”), as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the corporation shall undertake activities comporting with the corporation’s mission set out in Article II. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes and the following limitations on the corporation’s undertakings shall apply. At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Code, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum

before the public (except as otherwise provided in subsection (h) of Section 501 of the Code), and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office;

3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; and

4. The corporation shall not lend any of its assets to any officer or director of this corporation unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members, or guarantee to any person the payment of a loan by an officer or director of this corporation.

#### **ARTICLE IV** **REGISTERED OFFICE ADDRESS**

The location of the registered office of this corporation at the time of filing these Restated Articles is: 1080 Montreal Avenue, City of St. Paul, Ramsey County, Minnesota 55116-2325.

#### **ARTICLE V** **BOARD OF DIRECTORS**

The management and affairs of the corporation shall be at all times under the direction of a Board of Directors whose operations (including the number of Directors and their terms) in governing the corporation shall be defined by statute and by the corporation's Bylaws. No Director shall have any right, title, or interest in or to any property of the corporation. No Officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall the property of those parties be subject to the payment of the debts or obligations of this corporation, except to the extent that federal or State law shall mandate individual party responsibility for tax obligations or trustee-impres funds.

As of the Effective Date of this Restatement, the Board of Directors of the corporation shall be comprised of the of the natural persons listed on the sheet that is attached after the third and final page of these Articles (that sheet is thus incorporated by reference into these Articles of Incorporation but does not need survive for use in any later Restatement of the corporation's Articles of Incorporation).

#### **ARTICLE VI** **VOTING MEMBERSHIP**

This corporation shall have a sole voting member, the American Academy of Neurology (that entity itself a Minnesota nonprofit corporation exempt from federal income tax under Section 501(c)(6) of the Code), who shall be referred to as the "parent corporation" of this corporation. Any other membership shall be nonvoting. The parent corporation shall not be liable for any of the corporation's obligations due to status as its voting member.

**ARTICLE VII**  
**ACTION WITHOUT A MEETING**

Any action that the Board of Directors could take at a duly called meeting of the Board, may be taken by a written action signed by two-thirds of the Directors then-seated. Each Director may sign a separate counterpart of the written action, but all Directors need be notified in writing of the text of the proposed action before voting takes place, and no written action shall be effective prior to notice to all Directors that the action has passed.

**ARTICLE VIII**  
**AMENDMENT OF ARTICLES AND BYLAWS**

These Articles may be amended upon approval of a proposed amendment by two-thirds of all then-seated voting members of the Board of Directors entitled to vote on the amendment. Such action by the Board shall be, in accord with State law, subject to repeal by the parent corporation in line with that entity's voting membership. The corporation's Bylaws may be amended by a majority of all then-seated voting members of the Board of Directors entitled to vote on the amendment. Such action by the Board shall be, in accord with State law, subject to repeal by the parent corporation in line with that entity's rights as a voting member.

**ARTICLE IX**  
**DISSOLUTION**

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, in accord with a plan of dissolution properly noticed to the Attorney General in accord with Minnesota Statutes section 317A.811 (as now enacted or hereafter amended) 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 federal tax code), or shall be or distributed to the federal government, or to a state or local government, for a public purpose.

The undersigned officer certifies both that he executes these Restated Articles for the purposes herein stated, and that by such execution, affirms the understanding that should any of the information in these Restated Articles be intentionally or knowingly misstated, he is subject to the penalties for perjury set forth in Minnesota Statutes section 609.48 as if this document had been executed under oath.

March 16, 2012



Bruce T. Levi  
General Counsel

**AMERICAN ACADEMY OF NEUROLOGY INSTITUTE  
BOARD OF DIRECTORS**

As of the Effective Date of this Second Restatement, the Board of Directors of the corporation shall be comprised of the following natural persons:

Robert Baumann, MD;  
Neil Busis, MD;  
Greg Cascino, MD;  
Terry L. Cascino, MD;  
Cynthia Comella, MD;  
Lisa DeAngelis, MD;  
Robert C. Griggs, MD;  
Robert A. Gross, MD, PhD;  
Jonathan Hosey, MD;  
Carlayne Jackson, MD;  
Ralph Józefowicz, MD;  
John Mazziotta, MD, PhD;  
Janis Miyasaki, MD;  
Aaron Miller, MD;  
Timothy A. Pedley, MD;  
Stefan Pulst, MD;  
Lisa Shulman, MD;  
Bruce Sigsbee, MD;  
Jim Stevens, MD;  
Ann H. Tilton, MD;  
Catherine M. Rydell, CAE (non-voting)