



NORTH CAROLINA

Department of the Secretary of State

To all whom these presents shall come, Greetings:

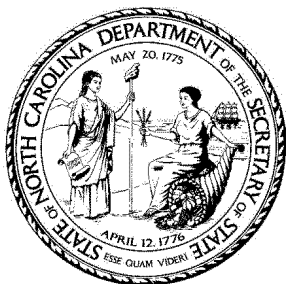
I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF RESTATEMENT

OF

AMERICAN ACADEMY OF PHYSICIAN ASSISTANTS, INC.

the original of which was filed in this office on the 18th day of February, 2014.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 18th day of February, 2014.

Elaine F. Marshall

Secretary of State

**State of North Carolina
Department of the Secretary of State**

**ARTICLES OF RESTATEMENT
FOR NONPROFIT CORPORATION**

Pursuant to §55A-10-06 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following for the purpose of restating its Articles of Incorporation.

1. The name of the corporation is: American Academy of Physician Assistants, Inc.
2. The text of the Restated Articles of Incorporation is attached.
3. (Check a, b, c, and/or d. as applicable.)
 - a. These Restated Articles of Incorporation were adopted by the board of directors and do not contain an amendment.
 - b. These Restated Articles of Incorporation were adopted by the board of directors and contain an amendment not requiring member approval. (Set forth a brief explanation of why member approval was not required for such amendment.) Pursuant to N.C.G.S. §55A-10-02, the Board of Directors approved the amendment of the Restated Articles of Incorporation and has sole authority to vote on amendments to the Articles of Incorporation.
 - c. These Restated Articles of Incorporation contain an amendment requiring member approval, and member approval was obtained as required by Chapter 55A of the North Carolina General Statutes.
 - d. These Restated Articles of Incorporation contain an amendment requiring approval by a person whose approval is required pursuant to N.C.G.S. §55A-10-30, and such approval was obtained.
4. These articles will be effective upon filing, unless a delayed date and/or time is specified: _____

This the 29th day of January, 20 14

American Academy of Physician Assistants, Inc.

Name of Corporation

J. Dorn

Signature

Jennifer Dorn, CEO

Type or Print Name and Title

Notes:

1. Filing fee is \$10, unless the Restated Articles of Incorporation include an amendment, in which case the filing fee is \$25. This document and one exact or conformed copy of these articles must be filed with the Secretary of State. (Revised Jan 2003)

Corporations Division

PO Box 29622

Raleigh, NC 27626-0622

**RESTATED ARTICLES OF INCORPORATION
OF
AMERICAN ACADEMY OF PHYSICIAN ASSISTANTS, INC.**

1. The name of the Corporation is: American Academy of Physician Assistants, Inc.
2. The period of duration of the Corporation shall be perpetual.
3. The purposes for which the Corporation is organized are:
 - a. To develop a plan of assistance in the areas of education, patient care by trained professional personnel rendering skilled services and research; to encourage its members to render honest, loyal, and more efficient service to the medical profession and to the public which they serve; to render educational service for the self-improvement of its members; to encourage and assist others engaged in the field of physician assistants; to associate in various organizations in order to provide the highest quality of service to the medical profession and to the public;
 - b. To perform all acts deemed necessary or expedient to facilitate and implement the organization and training of students training to be physician assistants, to include the acquisition of property both real and personal by purchase or lease, the employment of personnel, contracting for courses of instruction, the incurring of liability, the establishment of schools and places of training, negotiations with agencies of the County, State, and Federal Government and generally, to perform all acts incidental to the successful legal operation of this organization.
4. The Corporation shall have such classes of members as are set forth in the Bylaws and the qualifications and rights of each such class of members shall be set forth in the Bylaws.
5. The Directors of the Corporation shall be elected as set forth in the Bylaws of the Corporation.
6. All corporate powers except those delegated herein to the Corporation's House of Delegates shall be exercised by or under the authority of the Board of Directors. The House of Delegates shall exercise the sole authority on behalf of the Corporation to enact policies establishing the collective values, philosophies, and principles of the physician assistant profession.

7. The names and addresses of all the Incorporators are:

James T. Hedrick
Central Carolina Bank Building
Durham, N.C.

James L. Newsom
Central Carolina Bank Building
Durham, N.C.

A. H. Graham, Jr.
Central Carolina Bank Building
Durham, N.C.

8. The Corporation's registered agent is CT Corporation System. The Corporation's registered office is located in Wake County, North Carolina, at the following address, which is identical to the business office of the registered agent:

150 Fayetteville Street, Box 1011
Raleigh, North Carolina 27601

9. The Corporation's principal office is located in Alexandria, Virginia at:

2318 Mill Road, Suite 1300
Alexandria, VA 22314

10. In the event of the termination, liquidation, dissolution, or winding up of the Corporation in any manner or for any reason whatsoever, all of the assets of the Corporation that remain after the payment or provision for payment of the obligations and liabilities of the Corporation shall be transferred in a manner approved by the Corporation's Board of Directors that is not inconsistent with the provisions of the North Carolina Nonprofit Corporation Act or the Internal Revenue Code of 1986 and the regulations thereunder, as they now exist or as they may hereafter be amended, or any other applicable law or regulation.

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