

State of Illinois Office of The Secretary of State

Whereas, ARTICLES OF INCORPORATION OF EMERGENCY NURSES EDUCATION ASSOCIATION INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE GENERAL NOT FOR PROFIT CORPORATION ACT OF ILLINOIS, IN FORCE JANUARY 1, A.D. 1987.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 29TH day of MARCH A.D. 2000 and of the Independence of the United States the two hundred and 24TH .



Jesse White

Secretary of State

FILED

ARTICLES OF INCORPORATION

SUBMIT IN DUPLICATE

Payment must be made by Certified Check, Cashier's Check, Illinois Attorney's Check, Illinois C.P.A.'s Check or Money Order, payable to "Secretary of State."

DO NOT SEND CASH!

Date 3-29-00

Filing Fee \$50

Approved BE **PAID**

MAR 29 2000

JESSE WHITE
SECRETARY OF STATE

MAR 29 2000

TO: GEORGE H. RYAN, Secretary of State

Pursuant to the provisions of "The General Not For Profit Corporation Act of 1986," the undersigned incorporator(s) hereby adopt the following Articles of Incorporation.

Article 1. The name of the corporation is: Emergency Nurses Education Association

Article 2: The name and address of the initial registered agent and registered office are:

Registered Agent	<u>Patricia</u>	<u>V.</u>	<u>Blake</u>
	First Name	Middle Name	Last Name
Registered Office	<u>915 Lee Street</u>		
	Number	Street	(Do Not Use P.O. Box)
	<u>Des Plaines</u>	<u>IL</u>	<u>60016</u>
	City	Zip Code	County
			<u>Cook</u>

Article 3: The first Board of Directors shall be _____ in number, their names and residential addresses being as follows: (Not less than three)

Director's Names	Number	Street	Address City	State

Article 4. The purposes for which the corporation is organized are:

Educational, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including but not limited to the advancement of emergency nursing through education and public awareness.

Is this corporation a Condominium Association as established under the Condominium Property Act?
6099-172-3 Yes No (Check one)

Is this corporation a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954? Yes No (Check one)

Is this a Homeowner's Association which administers a common-interest community as defined in subsection (c) of Section 9-102 of the code of Civil Procedure? Yes No

Article 5. Other provisions (please use separate page):


R53 3-27
R53 3/27

NAMES & ADDRESSES OF INCORPORATORS

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated March 1, 192005

SIGNATURES AND NAMES

- 1. 
Signature
Paula Cozzi Goedert
Name (please print)
- 2. _____
Signature

Name (please print)
- 3. _____
Signature

Name (please print)
- 4. _____
Signature

Name (please print)
- 5. _____
Signature

Name (please print)

POST OFFICE ADDRESS

- 1. One IBM Plaza
Street
Chicago, Illinois 60611
City/Town State Zip
- 2. _____
Street

City/Town State Zip
- 3. _____
Street

City/Town State Zip
- 4. _____
Street

City/Town State Zip
- 5. _____
Street

City/Town State Zip

(Signatures must be in **BLACK INK** on original document. Carbon copy, xerox or rubber stamp signatures may only be used on the true copy.)

- If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its President or Vice-President and verified by him, and attested by its Secretary or an Assistant Secretary.
- The registered agent cannot be the corporation itself.
- The registered agent may be an individual, resident in this State, or a domestic or foreign corporation, authorized to act as a registered agent.
- The registered office may be, but need not be, the same as its principal office.
- A corporation which is to function as a club, as defined in Section 1-3.24 of the "Liquor Control Act" of 1934, must insert in its purpose clause a statement that it will comply with the State and local laws and ordinances relating to alcoholic liquors.

FOR INSERTS - USE WHITE PAPER - SIZE 8 1/2 x 11

File No. _____

FORM NFP-102.10
ARTICLES OF INCORPORATION
under the
GENERAL NOT FOR PROFIT
CORPORATION ACT
of

SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
SPRINGFIELD, ILLINOIS 62756
TELEPHONE (217) 782-9522
782-9523
(These Articles Must Be Executed and Filed
in Duplicate)

Filing Fee \$50
C-157.9

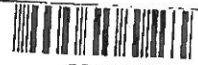
RIDER

(1) The corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(2) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 purposes set forth in Article 4 hereof. 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.

(3) Notwithstanding any other provisions 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 of 1986 (or the corresponding provision 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(4) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.



CP0181807

OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

MARCH 30, 2001

6099-172-3

CORP-LINK SERVICES, INC.
118 W EDWARDS ST STE 200
SPRINGFIELD, IL 62704

RE EMERGENCY NURSES EDUCATION ASSOCIATION

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND THE CERTIFICATE OF AMENDMENT FOR THE ABOVE NAMED CORPORATION.

FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

PLEASE BE ADVISED IF YOU HAVE CHANGED THE CORPORATE TITLE, THE OLD NAME WILL APPEAR ON THE CERTIFICATE INSTEAD OF THE NEW CORPORATE NAME.

THE ENCLOSED CERTIFICATE MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD



CP0176499

State of Illinois Office of The Secretary of State

Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF EMERGENCY NURSES EDUCATION ASSOCIATION INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE GENERAL NOT FOR PROFIT CORPORATION ACT OF ILLINOIS, IN FORCE JANUARY 1, A.D. 1987.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 30TH day of MARCH A.D. 2001 and of the Independence of the United States the two hundred and 25TH



Jesse White

Secretary of State

PAYED

APR 02 2001

NFP-110.30
(Rev. Jan. 1999)

JESSE WHEAT
Secretary of State
State of Illinois

File # 6099-172-3

Submit in Duplicate
Remit payment in check or money
order, payable to "Secretary of
State."

ARTICLES OF AMENDMENT
under the
GENERAL NOT FOR PROFIT
CORPORATION ACT

This Space For Use By Secretary of State
Date 3-30-01
Filing Fee \$25.00
Approved [Signature]

DO NOT SEND CASH!

Pursuant to the provisions of "The General Not For Profit Corporation Act of 1986," the undersigned corporation hereby adopts these Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE The name of the corporation is Emergency Nurses Education Association

(Note 1)

ARTICLE TWO The following amendment to the Articles of Incorporation was adopted on 12/8/00
_____ in the manner indicated below ("X" one box only.)
(Year) (Month & Day)

- By the affirmative vote of a majority of the directors in office, at a meeting of the board of directors, in accordance with Section 110.15. (Note 2)
- By written consent, signed by all the directors in office, in compliance with Sections 110.15 and 108.45 of this Act. (Note 3)
- By the members at a meeting of members entitled to vote by the affirmative vote of the members having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation or the bylaws, in accordance with Section 110.20. (Note 4)
- By written consent signed by members entitled to vote having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation, or the bylaws, in compliance with Sections 107.10 and 110.20 of this Act. (Note 5)

(INSERT RESOLUTION)

Article One is amended by deletion in its entirety and the following inserted in its place:

The name of the corporation is Emergency Nurses Association.

(If space is insufficient, attach additional pages size 8 1/2 x 11)

The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated February 22, 2001, Emergency Nurses Education Association
 (Month & Day) (Year) (Exact Name of Corporation)

attested by Kathy Robinson by Mary Jagim
 (Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

Kathy Robinson, Secretary Mary Jagim, President
 (Type or Print Name and Title) (Type or Print Name and Title)

NOTES AND INSTRUCTIONS

- NOTE 1:** State the true exact corporate name as it appears on the records of the Office of the Secretary of State, **BEFORE** any amendments herein reported.
- NOTE 2:** Directors may adopt amendments without member approval only when the corporation has no members, or no members entitled to vote.
- NOTE 3:** Director approval may be (1) by vote at a director's meeting (*either annual or special*) or (2) consent, in writing, without a meeting.
- NOTE 4:** All amendments not adopted under Sec. 110.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the members approve the amendment.

Member approval may be (1) by vote at a members meeting (*either annual or special*) or (2) by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding members entitled to vote on the amendment, (*but if class voting applies, then also at least a 2/3 vote within each class is required*).

The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding votes of such members entitled to vote and not less than a majority within each when class voting applies. (Sec. 110.20)

- NOTE 5:** When a member approval is by written consent, all members must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, members who have not signed the consent must be promptly notified of the passage of the amendment. (Sec. 107.10 & 110.20)

FORM NFP-110.30

File No. _____

ARTICLES OF AMENDMENT
under the
GENERAL NOT FOR PROFIT
CORPORATION ACT

Filing Fee \$25

FILED

MAR 30 2001

JESSE WHITE
SECRETARY OF STATE

RETURN TO:

Department of Business Services
Secretary of State
Springfield, Illinois 62756
Telephone (217) 782-1832
<http://www.sos.state.il.us>

C-130.10