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ARTICLES OF INCORPORATION OF THE
AMERICAN ASSOCIATION OF DOCTORS OF OPTOMETRY

FILED *TD*
Secretary of State
State of California *file*

JUL 19 2013

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ARTICLE I.
NAME OF CORPORATION

The name of the corporation is the American Association of Doctors of Optometry.

ARTICLE II.
PURPOSE OF CORPORATION

A. This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity other than credit union business for which a corporation may be organized under such law.

B. Specifically, the American Association of Doctors of Optometry is organized and shall be operated to promote the common professional interests of optometrists and doctors of optometry across the United States, all as contemplated and permitted by Section 501(c)(6) of the Internal Revenue Code of 1986, and, in connection therewith, but only to the extent consistent with and in furtherance of that purpose, to include the following:

- (a) To improve the quality and accessibility of optometric care available to the public;
- (b) To improve public recognition and public knowledge of the optometric profession and the professional services provided by optometrists across the United States;
- (c) To promote access of optometrists to, and fair and equal treatment of optometrists by, third party payer plans;
- (d) To ensure that third party provider agreements with doctors of optometry are made and performed fairly and in good faith;
- (e) To convey the exceptional clinical skills and abilities of doctors of optometry and the full scope of optometric practice to the public, regulators, third party payers, the government, and others, and ensure recognition of those skills and abilities; and
- (f) To do and engage in any and all activities that may be necessary, desirable, or incidental to attainment of any or all of the foregoing purposes.

For such purposes and not otherwise, and subject always to the further provision of these Articles, the American Association of Doctors of Optometry shall have and exercise only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, in trust, or otherwise, and to own, hold, manage, administer, and to make gifts, grants, and contributions of, and to expend, convey, transfer, and dispose of, any and all funds and property and the income therefrom in furtherance of the purposes of the American Association of Doctors of Optometry hereinabove set forth, or any of them, and to lease, mortgage, encumber, and use the same, and such other powers which are consistent with the foregoing purposes and which are afforded to the American Association of

Doctors of Optometry by the laws of the state of California. Provided, however, that all such powers of the American Association of Doctors of Optometry shall be exercised only so that the operations of the American Association of Doctors of Optometry shall be exclusively within the contemplation of Section 501(c)(6) of the Internal Revenue Code of 1986; and provided finally, however, that the American Association of Doctors of Optometry shall not carry on any activity not permitted to be carried on by an association that is exempt from federal income taxes under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(6) of the Internal Revenue Code of 1986.

**ARTICLE III.
AGENT FOR SERVICE OF PROCESS;
PRINCIPLE PLACE OF BUSINESS**

The name and address in the State of California of this association's initial agent for service of process is:

Craig S Steinberg, O.D., J.D.
5737 Kanan Road, Suite 540
Agoura Hills, CA 91301

The corporation's address as its initial principle place of business shall be:

5737 Kanan Road, Suite 540
Agoura Hills, CA 91301

**ARTICLE IV.
TAX-EXEMPT STATUS OF CORPORATION**

The American Association of Doctors of Optometry shall not, incidentally or otherwise, afford or pay any pecuniary gain or remuneration to its members, if any, and no part of the net income or net earnings of the American Association of Doctors of Optometry shall, directly or indirectly, be distributable to or otherwise inure to the benefit of any private individual or member, as such, or any other person having a personal and private interest in the activities of, the American Association of Doctors of Optometry; provided, however, that the American Association of Doctors of Optometry may pay reasonable compensation for services rendered and property and supplies furnished to the American Association of Doctors of Optometry in furtherance of its purposes described in Article II hereof.

The corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

The corporation shall not lend any part of its income or corpus, without the receipt of adequate security and a reasonable rate of interest, make any part of its services available on a preferential basis, make any purchase of securities or other property for more than adequate consideration in money or money's worth, sell any part of its security or property for less than

adequate consideration in money or money's worth, or engage in any other transaction which results in a substantial diversion of its income or corpus to the founders or directors of the corporation, a person who has made a substantial contribution to the corporation, a member of the family of an individual who is one of the founders or a director of the corporation or who has made a substantial contribution to the corporation, or to a corporation controlled by such founder or person through the ownership, directly or indirectly, of fifty percent or more of the total combined voting power of all classes of membership entitled to vote or fifty percent or more of the total value of shares of all classes of membership entitled to vote or fifty percent or more of the total value of all memberships of all classes of membership of the corporation.

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of this corporation.

**ARTICLE V.
BOARD OF TRUSTEES**

The Board of Trustees shall manage and direct the business and affairs of the American Association of Doctors of Optometry. The number, qualifications, term of office, method of appointment or election, powers, authority, and duties of the Trustees of the American Association of Doctors of Optometry, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the express provisions of the American Association of Doctors of Optometry's Articles of Incorporation shall be as specified in the Bylaws of the American Association of Doctors of Optometry.

**ARTICLE VI.
NO PERSONAL LIABILITY**

Members, if any, Directors, Trustees, Officers, and Agents of the American Association of Doctors of Optometry shall not be personally liable for the payment of any debts or obligations of the American Association of Doctors of Optometry of any nature whatsoever, nor shall any of the property of the members, if any, Directors, Trustees, Officers or Agents be subject to the payment of the debts or obligations of the American Association of Doctors of Optometry to any extent whatsoever, except as required by the California Corporations Code. The liability of the Directors, Officers, Agents and members, if any, of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law. The corporation is authorized to provide indemnification of agents (as defined in the Corporations Code) for breach of duty to the corporation and its members through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by the Corporations Code, subject to the limits on such excess indemnification set forth in applicable sections of the Corporations Code.

**ARTICLE VII.
DURATION**

The duration of his corporation is perpetual, subject only to the vote of the Board of Trustees as set forth in the Bylaws of the American Association of Doctors of Optometry and Article VIII below.

**ARTICLE VIII.
DISSOLUTION**

The American Association of Doctors of Optometry may be dissolved in accordance with the laws of the State of California. Upon dissolution, and after the payment of all liabilities and obligations of the American Association of Doctors of Optometry and all costs and expenses incurred by the American Association of Doctors of Optometry in connection with such dissolution, and subject always to the further provisions of this Article VIII, all remaining assets shall be distributed to and among such one or more organizations as are then exempt from federal income taxes under Section 501(a) of the Internal Revenue Code of 1986 as organizations described in Sections 170(c)(2) and 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, all in such amounts or proportions as shall be determined by the Board of Trustees of the American Association of Doctors of Optometry, by the affirmative vote of at least a majority of the total number of Trustees of the American Association of Doctors of Optometry.

Notwithstanding anything apparently or expressly to the contrary hereinabove contained in this Article VIII, (a) any assets then held by the American Association of Doctors of Optometry in trust or upon condition or subject to an executory or special limitation, if the condition or limitation occurs by reason of the dissolution of the American Association of Doctors of Optometry, shall revert or be returned, transferred, or conveyed in accordance with the terms and provisions of such trust, condition, or limitation; and (b) if the dissolution of the American Association of Doctors of Optometry is required by the laws of the State of California then in existence to be conducted under court supervision, the dissolution of the American Association of Doctors of Optometry shall be so conducted, and its assets not described in clause (a) of this sentence shall be transferred or conveyed to such one or more organizations described in the preceding sentence of this Article VIII as the court may determine.

**ARTICLE IX.
NO CAPITAL STOCK; MEMBERS**

The American Association of Doctors of Optometry shall have no capital stock.

The American Association of Doctors of Optometry shall have only non-statutory members whom shall have the rights, obligations, and privileges from time to time provided in the Bylaws of the American Association of Doctors of Optometry.

**ARTICLE X.
BYLAWS**

Bylaws will be hereafter adopted. Such bylaws may be amended or repealed, in whole or in part, in the manner they provide, and the amendments to the bylaws shall be binding.

**ARTICLE XI.
REFERENCES**

All references in hereinabove to a particular section of the Internal Revenue Code of 1986 shall mean and include, as now enacted or as hereafter amended, such section and any provision of federal law as is or may hereafter be applicable, cognate to such section. All references hereinabove to the Nonprofit Mutual Benefit Corporation Law shall mean and include, as now enacted or as hereafter amended, Part 3 of Division 2 of Title 1 of the California Corporations Code and any provisions of California law as are or may hereafter be applicable, cognate to such provisions.

DATED: July 18, 2013



Craig S Steinberg, O.D., J.D.
Incorporator

DEBRA BOWEN, Secretary of State

Debra Bowen

Date: _____

JUL 31 2013

I hereby certify that the foregoing
transcript of _____ page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

