I, SAM REED, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

SOCIETY FOR THE ADVANCEMENT OF
GERIATRIC ANESTHESIA

a Washington Non Profit corporation. Articles of Incorporation were filed for record in this office on the date indicated below.

UBI Number: 602 131 365

Date: June 04, 2001

Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Sam Reed, Secretary of State
APPLICATION TO FORM A
NONPROFIT CORPORATION
(Per Chapter 24.03 RCW)
FEE: $30
EXPEDITED (24-HOUR) SERVICE AVAILABLE — $20 PER ENTITY
INCLUDE FEE AND WRITE "EXPEDITED" IN BOLD LETTERS
ON OUTSIDE OF ENVELOPE

CORPORATIONS DIVISION
801 CAPITOL WAY SOUTH • PO BOX 40234
OLYMPIA, WA 98504-0234

BE SURE TO INCLUDE FILING FEE. Checks should be made payable to "Secretary of State"

IMPORTANT! Person to contact about this filing
G. Alec Rooke
Daytime Phone Number (with area code)
206 764 2574

ARTICLES OF INCORPORATION

NAME OF CORPORATION
(Society for the Advancement of Geriatric Anesthesia)

EFFECTIVE DATE OF INCORPORATION
(Specified effective date may be up to 30 days after receipt of the document by the Secretary of State)

TERM OF EXISTENCE
(With one box only)

PERPETUAL

PURPOSE FOR WHICH THE NONPROFIT CORPORATION IS ORGANIZED:
(to improve the perioperative care of the elderly patient)

IN THE EVENT OF A VOLUNTARY DISSOLUTION, THE NET ASSETS WILL BE DISTRIBUTED AS FOLLOWS:
(to the Foundation for Anesthesia Education and Research [www.foer.org])

NAME AND ADDRESS OF WASHINGTON STATE REGISTERED AGENT
G. Alec Rooke
1660 S. Columbia Way
Seattle, WA 98108

I consent to serve as Registered Agent in the State of Washington for the above named corporation. I understand it will be my responsibility to accept Service of Process on behalf of the corporation; to forward mail to the corporation; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.

G. Alec Rooke
June 1, 2001

NAMES AND ADDRESSES OF EACH INITIAL BOARD DIRECTOR
See attached

NAMES AND ADDRESSES OF EACH INCORPORATOR
G. Alec Rooke
1660 S. Columbia Way
Seattle, WA 98108

SIGNATURE OF INCORPORATOR
This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.

G. Alec Rooke
President
June 1, 2001
SAGA Initial Board of Directors:

Terri Monk, MD  
Department of Anesthesiology  
University of Florida College of Medicine  
P.O. Box 100254  
1600 SW Archer Road  
Gainesville, Florida 32610

G. Alec Rooke, MD, PhD  
S-112-ANES VAPSHCS  
1660 South Columbian Way  
Seattle, Washington 98108

Jeffrey H. Silverstein, MD  
Department of Anesthesiology  
Box 1010  
Mount Sinai School of Medicine  
1 Gustave L. Levy Place  
New York, New York 10029-6574
SOCIETY FOR THE ADVANCEMENT OF GERIATRIC ANESTHESIA
C/O G ALEC ROOKE
1660 S COLUMBIAN WAY
SEATTLE WA 98108

AMENDMENT

I, Sam Reed, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting Washington statutory requirements have been filed and processed with the Secretary of State on behalf of:

SOCIETY FOR THE ADVANCEMENT OF GERIATRIC ANESTHESIA

A Washington Non-Profit Corporation
UBI: 602 131 365
Filing Date: June 04, 2002

Given under my hand and the seal of the State of Washington at Olympia, the State Capital.

Sam Reed, Secretary of State
**AMENDMENT TO ARTICLES OF INCORPORATION**

**NAME OF CORPORATION**
Society for the Advancement of Geriatric Anesthesia

**UBI NUMBER**
602-131-365

**CORPORATION NUMBER**
2-957209-6

**AMENDMENTS TO ARTICLES OF INCORPORATION WERE ADOPTED ON**
Date: May 21, 2002

**EFFECTIVE DATE OF ARTICLES OF AMENDMENT**
(Specified effective date may be up to 30 days AFTER receipt of the document by the Secretary of State)

**ADOPTION OF THE ARTICLES OF AMENDMENT**
[☑] The amendment was adopted by a meeting of members held on [specify date], May 21, 2002. A quorum was present at the meeting and the amendment received at least two-thirds of the votes which members present or represented by proxy were entitled to cast.

☐ The amendment was adopted by a consent in writing and signed by all members entitled to vote.

☐ There are no members that have voting rights. The amendment received a majority vote of the directors at a board meeting held on [specify date]:

**AMENDMENTS TO THE ARTICLES OF INCORPORATION ARE AS FOLLOWS**
If necessary, attach additional amendments or information.

PLEASE SEE ATTACHMENT

**SIGNATURE OF OFFICER**
This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.

G. Alec Rooke, President

Signature of Officer: G. Alec Rooke
Printed Name: G. Alec Rooke
Date: 5/27/02

**INFORMATION AND ASSISTANCE**
360/763-7115 (TDD – 360/763-1485)
Amendment to Articles of Incorporation of

Society for the Advancement of Geriatric Anesthesia

The following wording is added to the purpose provision:

This corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any of its members, trustees, 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 organization's 501(c)(3) purposes.

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.

Notwithstanding any other provision 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 or the corresponding section 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 or the corresponding section of any future United States Internal Revenue law.

The following wording replaces the dissolution provision:

The property of this corporation is irrevocably dedicated to charitable and educational purposes.

Upon the winding up and dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed 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 United States Internal Revenue law, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.