

**ARTICLES OF INCORPORATION  
OF  
IOWA CITY VA MEDICAL RESEARCH FOUNDATION**

The undersigned, acting as incorporator of a corporation, pursuant to the provisions of the Iowa Nonprofit Corporation Act under Chapter 504A of the 1995 Code of Iowa, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I  
Name and Principal Office**

The corporation shall be known as the Iowa City VA Medical Research Foundation, and its principal offices shall be located in Iowa City, Johnson County, Iowa.

**ARTICLE II  
Corporate Existence**

The corporate existence of this corporation shall begin upon the issuance of the Certificate of Incorporation by the Secretary of State of the State of Iowa. The corporation shall be of perpetual duration, unless sooner dissolved.

**ARTICLE III  
Purposes and Powers**

The corporation is organized as a nonprofit corporation in accordance with the provisions of Title 38 U.S.C., Chapter 73, to facilitate medical research and related scientific activities at, and in conjunction with, the Department of Veterans Affairs Medical Center located in Iowa City, Iowa. The corporation shall operate exclusively for charitable, scientific and educational purposes within the meaning of, and in compliance with, Section 501(c)(3) of the Internal Revenue Code of 1986 ("IRC"), as amended.

Within the scope of the foregoing, the corporation shall have all powers and purposes granted or implied by statute, including, but not limited to:

1. conduct medical research, including investigations, experiments and studies to discover, develop or verify knowledge relating to the causes, diagnosis, treatment or control of physical or mental diseases and impairments of humans, in conjunction with the Department of Veterans Affairs Medical Center located in Iowa City, Iowa;
2. make the results of such research available to the scientific community and the general public by means of research communications in recognized journals widely distributed to libraries and the biomedical community, and by means of scientific lectures and open meetings organized by the corporation; and
3. provide a flexible mechanism for the receipt and the administration of research funds, not appropriated to the Department of Veterans Affairs, for the conduct of approved VA related research and educational activities.

It is intended that the corporation shall have the status of a corporation which is exempt from Federal income taxation under IRC Section 501(a), as an organization described in IRC Section 501(c)(3). These Articles shall, therefore, be construed accordingly, and all powers and activities of the corporation shall be limited accordingly

No part of the corporation's income shall inure to the benefit of, nor be distributed to, its 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 herein. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in loss of its exemption from federal income tax under IRC Section 501(c)(3), nor shall the corporation 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.

**ARTICLE IV**  
**Registered Office and Agent**

The address of the initial registered office of the corporation is VA Medical Center (151), Highway 6, Iowa City, Iowa 52240. The name of the initial registered agent is Philip G. Schmid, MD.

**ARTICLE V**  
**Board of Directors**

The number of directors, constituting the initial Board of Directors of the corporation, is three (3). The names and the addresses of the persons who are to serve as the initial directors are as follows:

Name	Address
Philip G. Schmid	VA Medical Center, Highway 6, Iowa City, Iowa 52240
Gary C. Wilkinson	VA Medical Center, Highway 6, Iowa City, Iowa 52240
Sherwood Wolfson	VA Medical Center, Highway 6, Iowa City, Iowa 52240

The Board of Directors, initial or otherwise, shall be subject to removal by the Secretary of Veterans Affairs or the Secretary's designee.

**ARTICLE VI**  
**Members**

This corporation shall have no members or shareholders.

**ARTICLE VII**  
**Bylaws**

The initial Bylaws of the corporation shall be adopted by its initial Board of Directors. The power thereafter to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested exclusively in the Board of Directors.

**ARTICLE VIII**  
**Distribution of Assets upon Dissolution**

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, distribute all the assets of the corporation to the Veterans Affairs Medical Center, Iowa City, Iowa. In the event that the aforementioned organization is determined not to be in existence or not an organization exempt under Section 501(c)(3) of the Code or corresponding provisions of any future federal tax code, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for charitable, educational, or scientific purposes as shall, at the time of distribution, qualify as a tax exempt organization and which operates in furtherance of one or more of the corporation's exempt purposes set forth in Article III. Any such assets not distributed within a reasonable period of time, shall be disposed of by the State District Court for the county in which the principal office of the corporation is then located.

ARTICLE IX  
Indemnification

The Corporation shall indemnify and hold harmless any and all persons who may serve at any time as a director or officer of the corporation from and against all costs and expenses, which may be imposed upon or reasonably incurred by him or her in connection with or arising out of any claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, in which he or she may be involved by reason of his or her being or having been a director or officer of this corporation, except in relation to any matter in which such director or officer shall be adjudged to be liable for actual misconduct or negligence in the performance of his or her duties as a director or officer. As used herein, the term "costs and expenses" shall include, but not be limited to, attorneys' fees, amounts of judgment against, and amounts paid in settlement by or on behalf of any such director or officer, other than amounts paid to the corporation itself.

ARTICLE X  
Amendments

These Articles of Incorporation may be amended from time to time as provided by the Bylaws. Any purported amendment to these Articles of Incorporation, however, in conflict with or contrary to the provisions of Title 38, United States Code shall be void and of no force or effect.

ARTICLE XI  
Corporate Seal

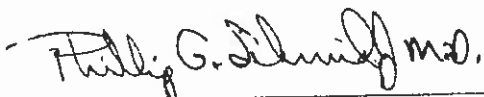
This corporation shall have no corporate seal, and none shall be required in the execution by it of any document or conveyance.

ARTICLE XII  
Incorporator

The name and the address of the incorporator is Philip G. Schmid, MD, VA Medical Center (151), Iowa City, IA.

Dated this 21 day of March, 1997.

**VA MEDICAL RESEARCH FOUNDATION**



Philip G. Schmid, MD  
ACOS, Research and Development  
Iowa City VAMC

000411

STATE OF IOWA        )  
                              ) ss:  
COUNTY OF JOHNSON )

On this 21<sup>st</sup> day of March, 1997, before me, a Notary Public in and for Johnson County, Iowa, personally appeared the above-named incorporator, personally known to me as the identical person whose name is subscribed in the foregoing Articles of Incorporation, and for himself acknowledge the execution of said Articles of Incorporation to be his free and voluntary act and deed for uses and purposes therein expressed.

William Waluke  
Notary Public in and for the State of Iowa

FILED  
IOWA  
SECRETARY OF STATE  
3-24-97  
1:13pm  
W140386



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