

ARTICLES OF INCORPORATION
OF
LOUISIANA ORGAN PROCUREMENT
AGENCY

UNITED STATES OF AMERICA
STATE OF LOUISIANA
PARISH OF ORLEANS

BE IT KNOWN, that on this 11th day of September, in the
year One Thousand Nine Hundred and Eighty-seven (1987),

BEFORE ME, Dana DeKun Treany, a Notary Public
duly commissioned and qualified in and for the Parish of
Orleans, State of Louisiana, therein residing, and in the
presence of the witnesses hereinafter named and undersigned,

PERSONALLY CAME AND APPEARED:

The several persons whose names are hereunto subscribed,
all above the full age of majority, who severally declared
that, availing themselves of the laws of the State of
Louisiana, relating to the organization of non-profit
corporations for educational, eleemosynary, literary,
scientific, and charitable purposes, in particular Title 12,
Sections 201 et seq., of Louisiana Revised Statutes of 1950,
and acts amendatory thereof and supplementary thereto, they
have covenanted and agreed to form, and do by these presents
covenant, agree, bind, form, and associate themselves, as well
as such other persons as may hereafter become associated with
them, to form and constitute a a non-profit corporation as
defined in the aforesaid Statutes of 1950 on a nonstock basis,
for the objects and purposes, and under the articles and
stipulations following, to-wit:

ARTICLE I.

The name, style, and title of this corporation shall be:

LOUISIANA ORGAN PROCUREMENT AGENCY

and under that name it shall enjoy perpetual existence and shall have and enjoy, except as otherwise limited by express provisions of these articles, all the rights, advantages, and privileges granted by law to non-profit corporations organized under Chapter 2 of Title 12 of the Louisiana Revised Statutes of 1950, as amended.

ARTICLE II.

The objects and purposes for which this corporation is established are hereby declared to be to develop through a cooperative endeavor a statewide organ procurement agency to operate exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more of its member organizations by locating, preparing, distributing, preserving, transporting, and allocating among transplant centers in the State of Louisiana, and in any other location where the organs and tissues may be needed, organs and tissues for human transplantation; by cooperating with hospitals and other health care entities in the State of Louisiana, and in any other location where organs and tissues may be needed, to identify potential organ donors; by aiding, in cooperation with state and local medical societies, departments of health, the Organ Procurement and Transplantation Network, and other approved and interested health organizations, in the promotion of organ transplant programs and projects; and by carrying on any and all other lawful activities to effect and carry out the stated purposes of this corporation.

This corporation is organized, and shall at all times be operated, exclusively for non-profit charitable, scientific, literary, or educational purposes, within the meaning of section 501(c)(3) of the federal Internal Revenue Code of 1986, as amended, or any corresponding provision of any subsequent federal tax laws (hereinafter referred to as the "Code"), and

this corporation shall have no power or authority to engage in any activity that is not exclusively charitable, scientific, literary, or educational in nature. No part of the net earnings of this corporation may inure to the benefit of any private individual; no substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided in section 501(h) of the Code); and this corporation shall never, directly or indirectly, participate in, or intervene in, any political campaign on behalf of any candidate for public office, whether by publishing or distributing statements or otherwise. No member of this corporation shall ever receive any dividend, or pecuniary or other type of remuneration, from this corporation by virtue of membership in this corporation. This corporation shall have power and authority to accept donations, gifts, and contributions made to it for the purpose of enabling it to carry out its objectives. This corporation shall also have power and authority to enter into contracts with, and to receive grants from, other corporations, foundations, agencies, and institutions, governmental or private, in furtherance of its purposes. Notwithstanding any other provisions of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (b) a corporation contributions to which are deductible under section 170(a) by reason of section 170(c)(2) of the Code.

ARTICLE III.

This corporation takes cognizance of the provisions of Section 237.1A of Title 12 of the Louisiana Revised Statutes of 1950, as amended, which shall be deemed to be contained in these articles of incorporation and to form a part hereof.

ARTICLE IV.

The location and address of the registered office of this corporation is

Monroe and Lemann
201 St. Charles Avenue
New Orleans, LA 70170-3300

The full name and address of each of its registered agents are:

J. Thomas Lewis
Monroe & Lemann
201 St. Charles Avenue, No. 3300
New Orleans, LA 70170-3300

John D. Wogan
Monroe & Lemann
201 St. Charles Avenue, No. 3300
New Orleans, LA 70170-3300

Gail B. Agrawal
Monroe & Lemann
201 St. Charles Avenue, No. 3300
New Orleans, LA 70170-3300

ARTICLE V.

Section 1. This corporation is organized on a nonstock basis. There shall be only one class of membership, all designated "members." The members of the corporation shall consist of (a) Alton Ochsner Medical Foundation, Tulane Medical Center, the Board of Supervisors of Louisiana State University and Agricultural and Mechanical College which operates the Louisiana State University Medical Center in New Orleans and the Louisiana State University Medical Center in Shreveport, and (b) all such other institutions that shall hereafter fulfill such qualifications of membership (which said qualifications shall not be in conflict with the provisions of these articles of incorporation), if any, as may be established from time to time by the bylaws of the corporation (or by the Board of Directors of this corporation in default of applicable bylaws), and whose names shall be certified by the Secretary of this corporation as having fulfilled the qualifications of membership for the then current fiscal or calendar membership year of this corporation. No person shall be eligible to become a member of this Corporation unless it

(1) is a "publicly supported organization" as defined in Treasury Regulation Section 1.509(a)-4(a)(5), or any corresponding provision of any subsequent federal tax laws or regulations; (2) operates or owns a non-profit hospital or other health care facility in the State of Louisiana, and (3) is closely related in purpose or function to one or more of the member organizations of this corporation that are designated by name in this Article V. Membership in the corporation shall not be transferable or heritable. The membership of every member of the corporation shall automatically terminate at such time as such member ceases to fulfill the qualifications for membership. Each member of the corporation shall be entitled to cast one vote, in person or by proxy, at all meetings of the members of the corporation. The only rights, privileges, restrictions, or limitations granted to or imposed upon members of this corporation are those provided in Section 1 of Article V of these articles, in the bylaws of the corporation, or in the non-profit corporation laws of the State of Louisiana from time to time in effect.

Section 2. The presence, in person or by proxy, of not less than a majority of the members, or such larger number as may be fixed in the bylaws, at any annual or special meeting of members shall be sufficient to constitute a quorum for the transaction of business at the meeting. Written notice of all meetings of members, whether annual or special, shall be given to all members not less than ten (10), nor more than sixty (60), days prior to such meeting.

Section 3. This corporation may at any time borrow money, purchase, sell, lease or encumber any of its movable or immovable property by action of its Board of Directors, without the necessity of any approval by the members, provided that prior approval is obtained from the legislature of the State of Louisiana if and when such approval is required by Section 202.1A of Title 12 of the Louisiana Revised Statutes of 1950, as amended.

ARTICLE VI.

Section 1. The business and affairs of this corporation shall be managed by a Board of Directors composed of two persons elected by each member of the corporation, except that the Board of Supervisors of Louisiana State University and Agricultural and Mechanical College shall elect four (4) persons, two from each of Louisiana State University Medical Center in New Orleans and Louisiana State University Medical Center in Shreveport. The directors shall at all times have been elected by each member of the corporation for such terms as may be fixed in the bylaws (or in these articles of incorporation, in the case of the initial directors). Directors may, but need not, serve for terms of more than one year and such terms may be staggered. Each director must be an employee of, or otherwise affiliated with, a member of the corporation to be eligible for selection to the Board of Directors. Each member of the corporation may remove from office any one or more of the directors that it elected to the Board of Directors notwithstanding that his or their terms of office have not expired. The member that has removed one or more of its designated directors may proceed forthwith to elect a successor director or directors to fill the unexpired term or terms. Vacancies on the Board of Directors shall be filled by the member which has fewer than the designated number of representatives on the Board of Directors, whether such vacancies result from death, resignation, removal, an increase in the membership of the Board of Directors, or otherwise. The Corporation shall be entitled to rely without inquiry from time to time upon the authenticity and correctness of any written instrument purporting to be a certified copy of a resolution of, and purporting to be signed by the Secretary of, the respective Board of Directors of the member(s), identifying an individual or individual(s) as a director of this Corporation.

Section 2. Any director absent from a meeting of the Board of Directors or any committee thereof may be represented by any other director, who may cast the vote of the absent director according to written instructions, general or special, of the absent director.

Section 3. The members of the corporation and the Board of Directors of the corporation shall each have the power to make, amend, or repeal bylaws of the corporation, provided that the Board of Directors may not repeal or amend a bylaw made by the members of the corporation. The power to make, amend, or repeal bylaws may be exercised by means of either (a) a vote of not less than a majority of the members present or represented at any meeting of members of the corporation, at which a quorum is present, regardless whether the notice of the meeting included a description of any proposed making, amendment, or repeal of bylaws, or (b) a vote of not less than a majority of the whole number of persons then constituting the membership of the Board of Directors at any meeting of the Board of Directors at which a quorum is present, regardless whether the notice of the meeting included a description of any proposed making, amendment, or repeal of bylaws. No amendment by the Board of Directors of the bylaws shall have the effect of shortening the term of any incumbent director. In the event of any conflict, or apparent conflict, between one or more bylaws of this corporation, on the one hand, and any provision of the articles of incorporation of this corporation, on the other hand, the latter will govern.

Section 4. The Board of Directors shall elect from among its members a President, a Vice-President, a Secretary and a Treasurer of the corporation for such term and subject to such qualifications as may be fixed in the bylaws. The Board of Directors may elect such other officers of the corporation (who need not be members of the Board of Directors) as may be required or permitted by the bylaws. The Board of Directors shall also appoint an Executive Director, or an acting

Executive Director, who shall not be a member of the Board of Directors of the corporation or an employee of a member of the corporation. The Executive Director shall be the chief administrative officer of the corporation. The Board of Directors shall have the power to remove from office any officer of the corporation, including the Executive Director, at any time, by a vote of not less than the majority of the whole number of persons then constituting the membership of the Board of Directors, and may proceed forthwith to fill the vacancy or vacancies so created for any remaining unexpired term.

Section 5. The Board of Directors shall appoint a Professional Advisory Committee. Membership of such Professional Advisory Committee shall be composed of:

- (1) Persons who represent hospital administrators, intensive care or emergency room personnel, tissue banks, and voluntary health associations in the State of Louisiana;
- (2) Persons who represent the public residing in such area;
- (3) One or more physicians with knowledge, experience, or skill in the field of histocompatibility;
- (4) One or more physicians with knowledge, or skill in the field of neurology,
- (5) One or more transplant surgeons from each transplant center in the State of Louisiana which has arrangements with the corporation for coordination of its activities, to include the acquisition and preservation of donated organs, and
- (6) Any other such persons as may be required from time to time and by federal regulations governing independent

organ procurement agencies that are designated by the Secretary of the federal Department of Health and Human Services to receive Medicare reimbursement pursuant to Section 1138 of the Social Security Act, as amended, or any corresponding provision of any subsequent federal laws.

The exact number of persons to be appointed from each category shall be determined by the bylaws, or, if the bylaws do not so specify, by the Board of Directors, in accordance with the requirements of applicable federal law, if any. The Professional Advisory Committee shall have the authority to recommend policies for the donation, procurement, and distribution of organs. The Professional Advisory Committee shall have no authority over any other activity of the organization.

Section 6. The names, addresses, and respective terms of office of the initial directors of this corporation shall be:

Gary D. Frentz, M.D.	1430 Tulane Avenue New Orleans, La.
Edward Ethridge, M.D.	1430 Tulane Avenue New Orleans, La.
Charles Genre, M.D.	1514 Jefferson Highway New Orleans, La.
Lawrence Hollier, M.D.	1514 Jefferson Highway New Orleans, La.
Francisco M. Gonzalez, M.D.	1901 Perdido Street New Orleans, La.
Thomas Panetta, M.D.	1901 Perdido Street New Orleans, La.
Michael S. Rohr, M.D.	1501 Kings Highway Shreveport, La.
John C. McDonald, M.D.	1501 Kings Highway Shreveport, La.

The initial directors shall serve until December 31, 1992, or until their successors shall have been elected and shall have qualified.

ARTICLE VII.

No member of this corporation shall at any time have, as such, any interest in the earnings or other assets or property of this corporation, but such property shall at all times be used exclusively for charitable, scientific, literary or educational purposes. In the event this corporation is liquidated or dissolved, all of its property shall be distributed or paid over to such tax-exempt charitable, scientific, literary, or educational organizations, to be used exclusively for tax-exempt purposes, as the Board of Directors of this corporation in office at the time of such liquidation or dissolution shall designate.

ARTICLE VIII

The articles of incorporation of this corporation may be amended by the unanimous vote of the members present or represented, in person or by proxy, at any annual or special meeting of members at which a quorum is present, provided (1) due notice of such meeting has been given, and (2) the notice of the meeting contained a copy or a description of all proposed amendments to the articles of incorporation that are moved for adoption at such meeting, or at any adjournment thereof.

ARTICLE IX.

No person serving as a member of the Board of Directors, a member of the Professional Advisory Committee, or an officer of the corporation, shall be individually liable for any act or omission (including, without limitation, any breach or alleged breach of such person's fiduciary duty of due care to this Corporation) resulting in damage or injury, if he was acting in good faith and within the scope of his official functions and duties, unless and only to the extent that such damage or injury (a) was caused by his willful or wanton misconduct, (b)

involved a breach of his duty of loyalty to this Corporation, or (c) resulted in his receiving an improper personal benefit.

ARTICLE X.

The corporation is authorized to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reasons of the fact that he is or was a member of the Board of Directors or of the Professional Advisory Committee, an officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. No indemnification shall be made by this corporation, pursuant to this article or otherwise, that would result in a violation of section 4941 of the Code, or of any successor provision of the Code, or in violation of any other federal law that would jeopardize or result in the loss of this corporation's status as a tax-exempt organization within the

meaning of section 501(c)(3) of the Code, or of any successor provision of the federal tax laws.

ARTICLE XI.

The full names and addresses of each incorporator of this corporation are:

J. Thomas Lewis
Monroe & Lemann
201 St. Charles Ave., No. 3300
New Orleans, LA 70170-3300

John D. Wogan
Monroe & Lemann
201 St. Charles Ave., No. 3300
New Orleans, LA 70170-3300

Gail B. Agrawal
Monroe & Lemann
201 St. Charles Ave., No. 3300
New Orleans, LA 70170-3300

THUS DONE AND PASSED in my office at New Orleans,
Louisiana, Parish of Orleans, in multiple originals in the
presence of the undersigned competent witnesses, who hereunto
subscribe their names, together with the said appearers and me,
Notary, on the date, month, and year first hereinabove written,
after reading of the whole.

WITNESSES:

[Signature]
Mary P. Beatmann

[Signature]
J. Thomas Lewis, Incorporator

[Signature]
Mary P. Beatmann

[Signature]
John D. Wogan, Incorporator

[Signature]
Maxine Conant
Mary P. Beatmann
Mary P. Beatmann

[Signature]
Gail B. Agrawal, Incorporator

[Signature]
NOTARY PUBLIC

DANA De VUN AREAUX

NOTARY PUBLIC

Parish of Orleans, State of Louisiana
My Commission Issued for Life.