

Armenian American Healthcare Professionals Organization, Inc.



Internal Revenue Service The
DEPARTMENT OF THE TREASURY Digital
Daily

Federal Tax ID / EIN

This is your provisional Employer Identification Number:

20-4668879

Today's Date is: April 11, 2006 GMT

You will receive a confirmation letter in U.S. mail within fifteen days.

The letter will also contain useful tax information for your business or organization.

If you have input any of the information on your application in error, please wait seven days and contact the EIN Toll Free area at 1-800-829-4933, Monday - Friday, 7:30am - 5:30pm. If you do not want to call, please make corrections on the letter you receive confirming your EIN and return it to the IRS.

If you are going to complete other on-line applications that require your Employer Identification Number(EIN) you can copy it by performing the following steps:

- 1) Use your mouse to highlight your EIN (blue number on top of page) by moving your pointer on top of the number.
- 2) Press the Ctrl key at the same time pressing the C key.

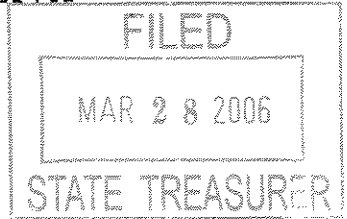
Once you copy your EIN you can paste it in the appropriate place by pressing the Ctrl key at the same time pressing the V key.

You may click on the buttons below for different print options or to fill out another Form SS-4.

[Review and Print Form SS-4](#)

[Fill Out Another Form SS-4](#)

[Click here to return to the Internet Employer Identification Number landing \(start\) page.](#)



CERTIFICATE OF INCORPORATION
OF
ARMENIAN AMERICAN HEALTH PROFESSIONALS ORGANIZATION, INC.

The undersigned, being over the age of 18 years, in order to form a nonprofit corporation pursuant to the provisions of the Title 15A of the New Jersey Nonprofit Corporation Act ("Act") hereby certifies:

SECTION 1. The name of the corporation is the ARMENIAN AMERICAN HEALTH PROFESSIONALS ORGANIZATION, INC., (the "Corporation").

SECTION 2. This organization is organized exclusively for charitable, religious, educational or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The purposes for which the Corporation is organized are:

1. To promote, and encourage the entry of Armenian Americans into healthcare professions.
2. To foster fellowship among Armenian health professionals.
3. To educate and inform the Armenian Community in the "tri-state" area about pertinent health issues.
4. To contribute financially and educationally toward the improvement of health services rendered in the local Armenian community.
5. To assist young, Armenian health professionals in their provision of medical services to their communities.
6. To cooperate and coordinate activities with other Armenian health professional organizations.

SECTION 3. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 2 hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing of or distribution of statements to) any political campaign on behalf of or in the opposition to any candidate for public office. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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SECTION 4. The Corporation shall have members. The qualifications for membership shall be set forth in the Corporation's By-Laws. The members may be divided into two or more classes, each class having such rights, privileges, and limitations as are set forth in the Corporation's By-Laws.

SECTION 5. The method of electing trustees shall set forth in the By-Laws.

SECTION 6. The address of the Corporation's initial registered office is 773 Teaneck Road, Teaneck, New Jersey 07666, and the name of the Corporation's initial registered agent at such address is Dr. Lawrence Najarian.

SECTION 7. The Corporation shall indemnify every corporate agent, as defined in, and to the full extent permitted by Section 15A:3-4 of the Act, and to the full extent otherwise permitted by law. The Corporation may purchase insurance for indemnification.

SECTION 8. The number of Officers constituting the first Board of Directors is thirteen (13), and the names and addresses of the persons who are to serve as such officers are:

1. Lawrence V. Najarian, MD
773 Teaneck Road
Teaneck, NJ 07666
2. Arthur H. Kubikian, DDS
4334 43rd Street
Sunnyside, NY 111040
3. Garbis G. Baydar, MD
684 Blauvelt Drive
Oradell, NJ 07649
4. Knarig Khachadurian, PhD
143 Oak Street
Ridgewood, NJ 07450
5. Pierre D. Maldjian, MD
328 Passaic Avenue
West Caldwell, NJ 07006
6. Ted Chaglassian, MD
The New York Esthetic Center
260 East 66th Street
New York, NY 10032
7. Edmund Gergerian, MD
64-23 Woodhaven Boulevard

Rego Park, NY 11374-5051

8. Haigaz Grigorian, MD
50 Magnolia Avenue
Tenafly, NJ 07670
9. Nabet G. Kasabian, MD
103 East 80th Street
New York, NY 10021
10. Koren Nalbandian, R.Ph.
Junctioni Drugs
266 Columbia Avenue
Fort Lee, NJ 07024
11. Hagop Poshouglian (Alternate)
35 Highland Avenue, #1
Kearny, NJ 07032
12. Kourkin Tchorbajian, MD
35 State Route 5
Fort Lee, NJ 07024
13. Aram Cazajian
212-04 42nd Avenue
Bayside, NY 11361

The By-Laws shall provide the number (not less than three) of officers other than the first Board.

SECTION 9. The name and address of the incorporator is Dr. Lawrence Najarian, 773 Teaneck Road, Teaneck, New Jersey 07666.

SECTION 10. The Corporation shall have all of the powers granted to nonprofit corporations by the laws of the State of New Jersey, as amended from time to time.

SECTION 11. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

SECTION 12. The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or corresponding section of any future federal code.

SECTION 13. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

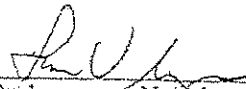
SECTION 14. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or corresponding section of any future federal tax code.

SECTION 15. The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

SECTION 16. The Corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or corresponding section of any future tax code.

SECTION 17. Subject to the following and to the full extent from time to time permitted by the Act, as amended, a trustee or officer of the Corporation shall not be personally liable to the Corporation or its members for damages for breach of any duty owed to the Corporation or its members or the failure to perform in accordance with, or to comply with the terms and conditions of, the By-Laws of the Corporation, except for liability for any breach of duty based upon an act or omission (a) not in good faith or involving a knowing violation of law, or (b) resulting in receipt by such trustee or officer of an improper personal benefit. Neither the amendment or the repeal of this Section 11, shall eliminate or reduce the protection afforded by this or any cause of action, suit or claim which but for this Section 11 would have accrued or arisen, prior to such amendment or repeal.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation this 10 day of March 2006.



Dr. Lawrence Najarian, Incorporator