

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF THE
SVU FOUNDATION**

(Formerly the SOCIETY FOR VASCULAR ULTRASOUND)

(Pursuant to Section 1702.38 of the Ohio Revised Code)

FIRST: The name of the corporation is the SVU Foundation (the “Corporation”).

SECOND: The place in Ohio where the Corporation’s principal office is located is the City of Cleveland, Cuyahoga County.

THIRD: The Corporation is organized exclusively for educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). The purposes for which the Corporation is formed are:

To provide for the continuing education of the people in the field of non-invasive vascular technology through conferences, symposia and publications; and to establish and maintain a central information source which will provide reference and assistance in matters pertaining to the art and science of non-invasive vascular technology; and to facilitate efficient cooperation between non-invasive vascular facilities and other health professions; and, in addition, to have and exercise all other rights and powers conferred on non-profit corporations under the Nonprofit Corporation Law of Ohio as such law is now in effect or may at any time hereafter be amended.

FOURTH: The Corporation shall not have members.

FIFTH: The activities and affairs of the Corporation shall be managed by a Board of Directors. The composition of the Board of Directors, as well as the classes and terms of office for directors, shall be as stated in the Bylaws of the Corporation.

SIXTH: Provisions for the regulation of the internal affairs of the Corporation shall be provided in the Bylaws of the Corporation. In addition, the following provisions shall apply:

- (a) No part of the net earnings of the Corporation shall inure to the benefit of any private individual.
- (b) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the

Corporation in such manner, or to such organization or organizations which are then qualified as exempt within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine.