

**ARTICLES OF
AMENDMENT AND RESTATEMENT
of**

Association of Chairmen of Departments of Physiology, Inc.

The Association of Chairmen of Departments of Physiology, Inc., a Maryland Non-Profit Corporation having its principal office at ACDP c/o American Physiology Society, 9650 Rockville Pike, Suite 4402, Bethesda, Maryland 20814 (hereinafter, the "Corporation"), hereby desires to amend and restate its charter as currently in effect and certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The name of the Corporation (which is hereafter called the "Corporation") is the "Association of Chairmen of Departments of Physiology, Inc."

SECOND: The purposes for which the Association of Chairmen of Departments of Physiology, Inc. is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

THIRD: The post office address of the principal office of the Corporation in this State is ACDP c/o American Physiological Society 9650 Rockville Pike, Suite 4402, Bethesda, Maryland 20814. The name and post office address of the Resident Agent of the Corporation in this State is Mordecai P. Blaustein, M.D., Department of Physiology, University of Maryland School of Medicine, 655 West Baltimore Street, Baltimore, Maryland 21201. Said Resident Agent is an individual actually residing in this State.

FOURTH:

(1) The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The Corporation shall be governed by its Board of Directors. The number of members, qualifications for members, and other matters relating to its members shall be as set forth in the by-laws of the Corporation.

(2) The corporation shall be a membership corporation and its revenue shall be derived from membership fees and/or such other sources of public support as may be prescribed from time to time by the Board of Directors.

(3) Subject to the provisions of the articles of incorporation of the organization, the conditions, terms, privileges, rights and duties of membership shall be stated or provided for in the By-Laws of the organization.

(4) Members shall elect Directors.

FIFTH: The powers of the Corporation shall be vested in the Directors. The number of Directors may be increased or decreased only by amending these Articles of Incorporation, but shall never be less than three (3) nor more than nine (9). Each Director shall hold office until the expiration of his/her term. The names of the Directors, who shall act until their successors are duly elected and qualify, are: Mordecai P. Blaustein, M.D., R. John Solaro, Ph.D., Paul J. De Weer, M.D., Ph.D., Aubrey E. Taylor, Ph.D., Antonio Scarpa, M.D., Ph.D., Donald M. Bers, Ph.D., William H. Dantzler, M.D., Ph.D. and Phyllis M. Wise, Ph.D.

SIXTH: Upon the dissolution of this corporation 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.

SEVENTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

EIGHTH: The members are authorized to adopt, amend, or repeal By-Laws of the Corporation except as and to the extent provided in the By-Laws. These Articles of Incorporation can only be amended by a majority vote of the Members.

NINTH: No Director or officer of the Corporation shall be liable to the Corporation for money damages except (1) to the extent that it is proved that such Director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such Director or officer is entered in a proceeding based on a finding in the proceeding that such Director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

TENTH:

(1) The Corporation shall distribute its income for each taxable 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 of 1986, or corresponding provisions of any subsequent federal tax laws.

(2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(3) The Corporation shall not retain any excess business holdings as defined in Section

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The provisions set forth in these Articles of Amendment and Restatement are all the provisions of the charter currently in effect. By action taken by the members of the Corporation on September 30, 1998, pursuant to the unanimous written Consent of Members To Action Without A Formal Special Meeting and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the members of the Corporation duly approved the foregoing Articles of Amendment and Restatement. The Corporation has no stock outstanding nor is it authorized to issue stock.

IN WITNESS WHEREOF, THE ASSOCIATION OF CHAIRMEN OF DEPARTMENTS OF PHYSIOLOGY, INC., has caused these presents to be signed in its name under seal by its President and attested by its Secretary as of September 30, 1998; and its President acknowledged these Articles of Amendment and Restatement to be the corporate act of said Corporation and stated that to the best of his knowledge, information and belief, the matters and facts set forth herein with respect to the approval thereof are true in all material respects, and that such statement is made under the penalties of perjury, this 30 day of September, 1998.

The Association of Chairmen of Departments
of Physiology, Inc.

Attest Aubrey E. Taylor
Secretary

By: Mordecai P. Blaustein, M.D.
Mordecai Blaustein, President