

ARTICLES OF INCORPORATION
OF
INTERNATIONAL HEPATO-PANCREATO-BILIARY ASSOCIATION, INC.

The undersigned, acting as incorporator of a Corporation under the Wisconsin Nonstock Corporation Law (Chapter 181 of the Wisconsin Statutes), adopts the following Articles of Incorporation for such Corporation.

ARTICLE I
Name

The name of the Corporation is **International Hepato-Pancreato-Biliary Association, Inc.**

ARTICLE II
Purposes

The Corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (hereinafter the "Internal Revenue Code"); to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

In furtherance of the aforementioned purposes, the Corporation's objectives are as follows:

- (1) To promote understanding of the causes, investigation and treatment of disorders of the liver, pancreas and biliary tree;
- (2) To encourage the interchange of clinical and scientific knowledge among surgeons and members of related disciplines working in this field;
- (3) To study any relevant problems that affect the liver, pancreas and biliary tract and to facilitate collaborative research into the factors that lead to disease of these organs and their prevention;
- (4) To foster friendship among clinicians and scientists involved in hepatic, pancreatic and biliary disciplines;
- (5) To strive towards the highest ethical standards in the Association's fields of endeavor;
- (6) To foster education and career development in the field through an identifiable funding mechanism.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code.

ARTICLE III Powers

The Corporation shall have all powers conferred upon nonstock corporations organized under Chapter 181 of the Wisconsin Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

The Corporation shall not engage in any of the following activities:

(1) The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.

(3) No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV Members

The Corporation shall have Members. All provisions regarding the Members, including the designation of classes, if any, shall be set forth in the Bylaws of the Corporation. The right of Members, or any class or classes of Members, to vote shall be granted, denied, or limited to the extent specified in the Bylaws.

ARTICLE V Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be fourteen (14); thereafter, the number and manner of election or appointment of Directors and their terms of office shall be as provided in the Bylaws, but the number of Directors shall not be less than three (3). An action required or permitted to be taken at a meeting of the Board of Directors may be taken without a

meeting if a consent in writing setting forth the action is signed by two-thirds of the Directors then in office. The Board of Directors may be called the “Council” in the Bylaws and may be known as the “Council” for all purposes.

ARTICLE VI Dissolution and Liquidation

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Wisconsin Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor.

(2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, or to a governmental unit referred to in Section 170(c)(1) of the Internal Revenue Code exclusively for public purposes, as determined in the plan to dissolve adopted in the manner set forth above in this Article VI. Any assets not disposed of pursuant to the foregoing provisions shall be distributed by the circuit court of the county in which the principal office of the Corporation is located to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, or to a governmental unit referred to in Section 170(c)(1) of the Internal Revenue Code exclusively for public purposes, as such court shall determine.

ARTICLE VII Amendment

These Articles may be amended in the manner now or hereafter provided in the Wisconsin Statutes upon the approval of at least three-fourths of the Members of the Corporation who are entitled to vote.

ARTICLE VIII Miscellaneous

Section 1. The street address of the Corporation’s initial registered office is 777 E. Wisconsin Avenue, Suite 3800, Milwaukee, Wisconsin 53202-5367, and the name of the Corporation’s initial registered agent at that office is F&L Corp.

Section 2. The mailing address of the principal office of the Corporation is c/o Dr. Henry A. Pitt, Medical College of Wisconsin, 9200 W. Wisconsin Avenue, Milwaukee, Wisconsin 53226.

Section 3. The initial Directors shall serve until their successors are elected pursuant to the Bylaws of the Corporation. The names and addresses of the persons constituting the initial Board of Directors are:

James Toouli
Flinders Medical Center
Department of Surgery
Bedford Park
South Australia 5042

Joseph W Y Lau
Prince of Wales Hospital
Shatin New Territories
Hong Kong

Tadahiro Takada
1st Department of Surgery
Teikyo University School of Medicine
2-11-1 Kago-Cho, Itabashi-Ku
Tokyo Japan

Yuji Nimura
1st Department of Surgery
Nagoya University School of Medicine
65 Tsurumaicho Showakyu
Nagoya 466 Japan

Henry A. Pitt
Medical College of Wisconsin
Department of Surgery
9200 West Wisconsin Avenue
Milwaukee, WI 53226

Markus Buchler
Department of Visceral &
Transplantation Surgery
University of Bern
Bern CH-3010 Switzerland

Huug Obertop
Department of Surgery
Academic Medical Centre
Meibergdreef 9
Amsterdam 1105 AZ The Netherlands

Jakob Izbicki
University Hospital Eppendorf
University of Hamburg
Martinistr 52
Hamburg 20246 Germany

Steven Strasberg
Washington University School of Medicine
One Barnes Hospital Plaza
Suite 6107, Queeny Tower
St. Louis, MO 63110

Jacques Belghiti
Hospital Beaujon
1-Boulevard du General Leclerc
Clichy 92118 France

Julio Diez
Avenue Quintana 70
Buenos Aires 1014 Argentina

James Garden
Department of Surgery
Royal Infirmary, University of Edinburgh
Lauriston Place
Edinburgh EH3 9YW Scotland

Claudio Bassi
Surgical Department
Borgo Roma Hospital
University of Verona
37134 Verona Italy

Bengt Jeppsson
Department of Surgery
Malmoe University Hospital
Malmoe 20502 Sweden

Section 4. The name and address of the incorporator is Marsha E. Huff, Foley & Lardner, 777 E. Wisconsin Avenue, Suite 3600, Milwaukee, Wisconsin 53202-5367.

IN WITNESS WHEREOF, I have hereunto set my hand this 7th day of June, 2001.

Marsha E. Huff, Incorporator

This document was drafted by and should be returned to Marsha E. Huff, Foley & Lardner, 777 East Wisconsin Avenue, Suite 3600, Milwaukee, Wisconsin 53202-5367.