

ARTICLES OF INCORPORATION OF  
AMBULATORY SURGERY ACCESS COALITIONENDORSED  
FILED  
in the office of the Secretary of State  
of the State of California  
APR 20 1993

MARGH FONG EU, Secretary of State

## I.

The name of this Corporation is: Ambulatory Surgery Access Coalition.

## II.

A. This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The specific purposes for which this Corporation is organized are to increase access of medically indigent patients to ambulatory surgery services in the San Francisco Bay Area and to establish an effective network of collaborating private hospitals and volunteer professional staff to provide free or low cost ambulatory surgical procedures to indigent patients.

## III.

The name and address in the State of California of the Corporation's initial agent for service of process is:

Paul Gustav Neumann  
c/o Weissburg & Aronson, Inc.  
555 California Street, Suite 2400  
San Francisco, California 94104-3753

## IV.

A. This Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

B. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including publishing or distribution of statements) on behalf of any candidate for public office.

V.

The property of this Corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any private person. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or Corporation which is organized exclusively for charitable and educational purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

January 8, 1993  
Date

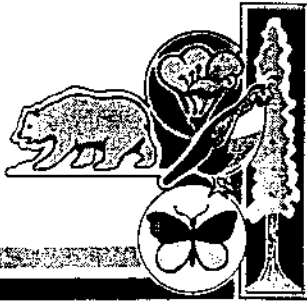
Paul Hofmann  
Paul Hofmann, Incorporator

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

Paul Hofmann  
Paul Hofmann, Incorporator

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State  
of  
California

OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute  
this certificate and affix the Great  
Seal of the State of California this

APR 23 1993



*March Fong Eu*

Secretary of State

APR 15 2005

OFFICERS' CERTIFICATE OF  
APPROVAL OF AMENDMENT OF  
ARTICLES OF INCORPORATION  
OF  
AMBULATORY SURGERY ACCESS COALITION

The undersigned, President and Secretary, certify that:

1. They are the duly elected and qualified President and Secretary, respectively, of Ambulatory Surgery Access Coalition, a California corporation ("ASAC");
2. Article II, Paragraph B, of the Articles of Incorporation shall be amended to read:

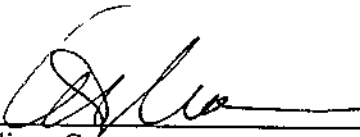
The specific purposes for which this Corporation is organized are to mobilize a network of medical volunteers, hospitals, and referring community clinics to provide the uninsured with donated outpatient surgeries & procedures that significantly improve their health, ability to work, and quality of life.


3. The foregoing amendment to the Articles of Incorporation has been approved by the Board of Directors of ASAC;
4. The foregoing amendment to the Articles of Incorporation may be adopted with approval by the Board alone. ASAC has no members or shareholders.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Dated:

3/24/05

  
William Craves  
President and Chair

  
Marcia Argyris  
Secretary



**State of California**  
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of   1   page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAY 12 2005

A handwritten signature in cursive script, appearing to read "Bruce McPherson".

BRUCE McPHERSON  
Secretary of State