

ARTICLES OF INCORPORATION

OF

INDIANA DENTAL ASSOCIATION
FOUNDATION FOR DENTAL HEALTH, INC.

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Indiana Not-For-Profit Corporation Act of 1971, as amended ("Act"), hereby executes the following Articles of Incorporation:

RECEIVED
CORPORATION DIVISION
50 JAN 12 4
APPROVED
AND
FILED
JACOB L. HOSBETT

ARTICLE I

Name

The name of this corporation is Indiana Association Foundation for Dental Health, Inc.

Joseph H. Hoge
SECRETARY OF STATE OF INDIANA
CERTIFICATE NO LONGER
REQUIRED

ARTICLE II

Purpose

Indiana Dental Association Foundation for Dental Health, Inc. ("Foundation"), is organized and shall at all times be operated, exclusively for the following charitable and educational purposes:

Section 1. To educate the public on matters relating to dental health;

Section 2. To promote and encourage dental health;

Section 3. To establish and grant scholarships and fellowships to deserving and talented students pursuing education as dentists, dental hygienists, dental assistants, and laboratory technicians;

Section 4. To receive, administer, distribute, and expend funds, gifts, donations, bequests, and other receipts of money or property of every kind or nature for the foregoing corporate objectives and purposes; and

Section 5. To do any and all other things it deems necessary or appropriate to achieve its charitable and educational goals.

ARTICLE III

Powers

In furtherance of the purposes for which it is organized, the Foundation shall possess, in addition to the powers conferred by the Act, all of the following powers:

Section 1. To continue as a corporation under its corporate name perpetually.

Section 2. To sue and be sued in its corporate name.

Section 3. To acquire, own, hold, use, lease, mortgage, pledge, sell, convey, or otherwise dispose of property, real or personal, tangible or intangible.

Section 4. To borrow money and to issue, sell, or pledge its obligations and evidences of indebtedness, and to mortgage its property and franchises to secure the payment thereof.

Section 5. To carry out its purposes in this state and elsewhere; to have one or more offices inside or outside of this state; and to acquire, own, hold and use, and to lease, mortgage, pledge, sell, convey, or otherwise dispose

of property, real or personal, tangible or intangible, inside or outside of this state.

Section 6. To acquire, hold, own, and vote and to sell, assign, transfer, mortgage, pledge, or otherwise dispose of the capital stock, bonds, securities, or evidences of indebtedness of any other corporation, domestic or foreign, insofar as the same shall be consistent with the purposes of the Foundation.

Section 7. To appoint such officers and agents as the affairs of the Foundation may require and to define their duties and fix their compensation.

Section 8. To indemnify any trustee, director, advisor, officer or former director, advisor, or officer of the Foundation, or any person who may have served at its request as a trustee, director or officer of another corporation, against expenses actually and reasonably incurred by that person in connection with the defense of any civil action, suit, or proceeding in which that person is made or threatened to be made a party by reason of being or having been a director, advisor, or officer, except in relation to matters as to which that person is adjudged in the action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the Foundation. However, this indemnification is not exclusive and does not impair any other rights those indemnified may have under any provision of these Articles of Incorporation, the bylaws of the Foundation, or any resolution or other authorization

adopted, after notice, by a majority of the members voting at an annual meeting.

Section 9. To purchase and maintain insurance on behalf of any person who is or was a trustee, director, advisor, officer, employee, or agent of the Foundation, or is or was serving at the request of the Foundation as a trustee, director, advisor, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against that person and incurred by that person in any such capacity, or arising out of that person's status as such, whether or not the Foundation would have the power to indemnify that person against liability under the provisions of this section.

Section 10. To make bylaws for the government and regulation of its affairs.

Section 11. To cease its activities and to dissolve and surrender its corporate franchise.

Section 12. To do all acts and things necessary, convenient, or expedient to carry out the charitable purposes for which it is formed, including, without limitation, the making of gifts, donations, contributions, loans, and grants by the Foundation of all or any part of its income, assets, and property.

ARTICLE IV

Period of Existence

The period during which the Foundation shall continue is perpetual.

ARTICLE V

Resident Agent and Registered Office

Section 1. Resident Agent. The name and address of the resident agent in charge of the Foundation's registered office are Gale E. Coons, 402 Jefferson Building, One Virginia Avenue, Indianapolis, Indiana 46204.

Section 2. Registered Office. The address of the registered office of the Foundation is 402 Jefferson Building, One Virginia Avenue, Indianapolis, Indiana 46204.

ARTICLE VI

Incorporator

The name and address of the incorporator of the Foundation are Gale E. Coons, 402 Jefferson Building, One Virginia Avenue, Indianapolis, Indiana 46204.

ARTICLE VII

Statement of Property

The following is a statement of the property to be taken over by the Foundation at or upon its incorporation and an estimate of the value of that property: None.

ARTICLE VIII

Members

Section 1. The members shall be those individuals who from time to time are members of the Board of Trustees of the Indiana Dental Association ("IDA"). Upon becoming a member of the Board of Trustees of IDA, a person shall automatically become a member of the Foundation. Upon

ceasing to be a member of the Board of Trustees of IDA, a person shall automatically cease to be a member of the Foundation.

Section 2. Each member of the Foundation shall be entitled to one vote on each issue to come before a meeting of members.

Section 3. There shall be no classes of membership.

ARTICLE IX

Directors

The affairs of the Foundation shall be managed by a Board of Directors, which Board shall have the rights and duties of a board of directors under the Act. The number of members of the Board of Directors shall be no smaller than 3 and no larger than 13. The exact number shall be stated in the Bylaws.

ARTICLE X

Initial Board of Directors

The names and addresses of the initial Board of Directors of the Foundation are as follows:

1. Gale E. Coons, 402 Jefferson Building, One Virginia Avenue, Indianapolis, Indiana 46204.
2. Edward L. Fritz, D.D.S., 320 West Buena Vista Road, Evansville, Indiana 47710.
3. Lloyd J. Hagedorn, D.D.S., 223 East Tillman Road, Fort Wayne, Indiana 46816.
4. Joseph H. Lovasko, D.D.S., 8231 Calumet Avenue, Munster, Indiana 46321.
5. Scott H. Polizotto, D.D.S., 809 Wall Street, Valparaiso, Indiana 46383.

6. Charles H. Redish, D.D.S., 3266 North Meridian Street, Indianapolis, Indiana 46208.
7. George H. Vail, D.D.S., 7205 North Shadeland Avenue, Indianapolis, Indiana 46250.

ARTICLE XI

Election of Directors

Section 1. Each director of the Foundation shall be elected by the members of the Foundation. Except as otherwise provided in these Articles, a director shall serve for a term of three (3) years and until his successor is elected and qualified (except that a director elected to fill the unexpired portion of a term shall serve only until the end of that term). No person may serve more than three (3) consecutive three-year terms as a director (including any portion of a term exceeding eighteen (18) months).

Section 2. The initial Board shall serve until the first annual meeting of the members of the Foundation. Thereafter, approximately one-third (1/3) of the terms of the directors shall expire each year. Therefore, among the directors elected at the initial annual meeting of the members of the Foundation, approximately one-third (1/3) shall be elected for initial terms of one (1) year; approximately one-third (1/3) shall be elected for initial terms of two (2) years; and the balance shall be elected for terms of three (3) years.

Section 3. When a vacancy occurs on the Board of Directors by reason of the death, resignation, removal, or incapacity of a director, or for any other reason except

expiration of a director's term or an increase in the number of directors prescribed in the bylaws, the remaining directors shall by majority vote elect a director. When a vacancy occurs by reason of an increase in the number of directors prescribed in the bylaws, the vacancy shall be filled by the members of the Foundation.

ARTICLE XII

Regulation of Corporate Affairs

The affairs of the Foundation shall be subject to the following provisions:

Section 1. Neither the members of the Foundation nor the Board of Directors shall have power or authority to do any act that will prevent the Foundation from being an organization described in section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any future federal tax laws.

Section 2. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its members or any other private person, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II of these Articles.

Section 3. Notwithstanding any other provision of these Articles, no substantial part of the activities of the Foundation shall be or consist of carrying on propaganda or otherwise attempting to influence legislation. The Foundation shall not participate or intervene in (including

the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 4. Upon the dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Foundation, dispose of all the assets of the Foundation exclusively for the purpose of the Foundation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code corresponding provision of any future federal tax laws, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, 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 5. Subject to the provisions of these Articles of Incorporation and applicable law, the Board of Directors shall have complete and plenary power to manage, control, and conduct all the affairs of the Foundation.

Section 6. The power to make, alter, amend, and repeal the Foundation's bylaws shall be vested in the Board of Directors of the Foundation.

Section 7. No member or director of the Foundation shall be liable for any of its obligations.

Section 8. Meetings of the members and meetings of the Board of Directors shall be held at the place designated in the notice of the meeting, either in or outside the State of Indiana.

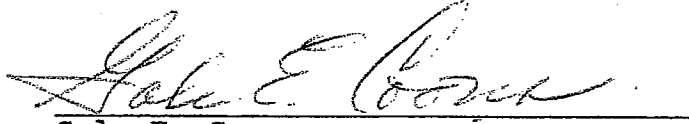
Section 9. A director may be removed, with or without cause, by a vote of a majority of the members of the Foundation, at a meeting of the members called expressly for that purpose.

Section 10. To the extent permitted by the Act, the Foundation indemnifies each director, advisor, officer, former director, former advisor, and former officer of the Foundation, and each person who may have served at its request as a director or officer of another corporation against expenses actually and reasonably incurred by that person in connection with the defense of any civil action, suit, or proceeding in which that person is made or threatened to be made a party by reason of being or having been a director, advisor, or officer, except in relation to matters as to which that person is adjudged in the action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the Foundation.

Section 11. Any action required or permitted to be taken at any meeting of the members or of the Board of Directors may be taken without a meeting, if prior to such action a written consent to such action is signed by all members or all directors, as the case may be, and such written consent is filed with the minutes of proceedings of the members or of the Board.

The undersigned Incorporator hereby adopts these Articles of Incorporation, representing beforehand to the Secretary of State of the State of Indiana and to all persons whom it may concern that a membership list of the Foundation has been opened in accordance with law.

IT WITNESS WHEREOF, I, the undersigned, this 11th day of January, 1990, hereby execute these Articles of Incorporation and verify subject to penalties of perjury that the representations contained herein are true.


Gale E. Coons

This instrument was prepared by Norman G. Tabler, Jr.,
Baker & Daniels, 300 North Meridian Street, Suite 2700,
Indianapolis, Indiana 46204