

**PATENT ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
<b>CONVEYING PARTY DATA</b>	
Name	Execution Date
National Jewish Medical and Research Center	07/23/2008
<b>RECEIVING PARTY DATA</b>	
Name:	National Jewish Health
Street Address:	1400 Jackson Street
City:	Denver
State/Country:	COLORADO
Postal Code:	80206
<b>PROPERTY NUMBERS Total: 1</b>	
Property Type	Number
Application Number:	10281053
<b>CORRESPONDENCE DATA</b>	
Fax Number:	(303)863-0223
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	303-863-9700
Email:	adomitrovich@sheridanross.com
Correspondent Name:	Sheridan Ross P.C.
Address Line 1:	1560 Broadway
Address Line 2:	Suite 1200
Address Line 4:	Denver, COLORADO 80202
ATTORNEY DOCKET NUMBER:	2879-86
NAME OF SUBMITTER:	Angela M. Domitrovich, Ph.D.
<b>Total Attachments: 6</b> source=Amended and Restated Articles of Incorporation.080408#page1.tif source=Amended and Restated Articles of Incorporation.080408#page2.tif source=Amended and Restated Articles of Incorporation.080408#page3.tif source=Amended and Restated Articles of Incorporation.080408.SOS COVER#page1.tif	

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**PATENT  
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**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**NATIONAL JEWISH HEALTH**

The undersigned hereby amends and restates the Articles of Incorporation for charitable corporation with educational, clinical, and scientific purposes and not for pecuniary profit, pursuant to the Colorado Revised Nonprofit Corporation Act (the "Act") and adopts the following:

**ARTICLE I**

The name of this Corporation is National Jewish Health.

**ARTICLE II**

This Corporation shall have perpetual existence.

**ARTICLE III**

The nature of the business of this Corporation and the objects and purposes thereof proposed to be transacted, promoted, or carried on are as follows:

1. To conduct patient care and education, clinical research, basic science research, and education and training of healthcare professionals and the lay public.
2. To solicit funds through general philanthropy for the support of the corporation's mission. The corporation may conduct a grants and annuities business, and the corporation is further authorized to issue charitable gift annuities and to accept any and all other forms of charitable gifts.
3. To transact all lawful business for which nonprofit corporations may be organized pursuant to the Act, to have and exercise all powers, privileges, and immunities now or hereafter conferred upon or permitted to nonprofit corporations by the laws of the State of Colorado, and to do any and all of the things hereinbefore set forth to the same extent as natural persons could do insofar as permitted by the laws of the State of Colorado, these Articles of Incorporation, or the Bylaws of this Corporation.
4. No part of the income or net earnings of the Corporation shall inure to the benefit of any member, trustee, director or officer of the Corporation or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered in effecting one or more purposes of the Corporation and to reimburse any actual and reasonable expenses incurred in connection with the administration of the affairs of the Corporation.

5. No substantial part of the activities of the Corporation shall be devoted to attempting to influence legislation, by propaganda or otherwise or directly or indirectly participating in, or intervening in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

6. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other 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 corresponding provisions of any future federal tax code, or (b) by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding provision of any future federal tax code.

#### ARTICLE IV

The Corporation shall not have voting members.

#### ARTICLE V

The Corporation may dissolve and wind up its affairs in the manner provided by the Act, but upon such dissolution, the assets of the Corporation shall be applied and distributed as follows:

1. All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions shall be made therefor.
2. Assets held by the Corporation on condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirement.
3. The remaining assets held by the Corporation shall be distributed pursuant to a plan of distribution adopted as provided in Section 7-134-101 of the Act, unless otherwise provided by law, to one or more domestic or foreign corporations, societies, or organizations engaged in activities similar to those of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to the federal government, or to a Colorado state or local government, for a public purpose, or be distributed by a court to another organization to be used in such manner as in the judgment of the court will best accomplish the general purposes for which this corporation was organized.

#### ARTICLE VI

The initial principal office for the transaction of the business of the Corporation shall be located at 1400 Jackson Street, Denver in the State of Colorado. The address of the registered office of the Corporation is 1400 Jackson Street, Denver, Colorado 80206, and the name of the registered agent at such address is Michael Salem, M.D.

**ARTICLE VII**

The affairs of the Corporation shall be managed by a Board of Directors in accordance with the Bylaws of the Corporation.

The number of directors shall be as stated in the Bylaws. The number of directors may be increased or decreased from time to time by amendment of the Bylaws, but no decrease in number shall have the effect of shortening the term of any incumbent director.

**ARTICLE VIII**

The Board of Directors shall have power to enact, alter, amend, and repeal such Bylaws not inconsistent with these Articles of Incorporation and the laws of the State of Colorado as it may deem best for the management of the Corporation.

**ARTICLE IX**

The Corporation shall have every power and duty of indemnification of its directors, officers, employees and agents, without limitation, provided by the laws of the State of Colorado.


**ARTICLE X**

The personal liability of any of the Corporation's directors to the Corporation or to its members for monetary damages for breach of fiduciary duty as a director is eliminated, except that this provision shall not eliminate the liability of the director to the Corporation or to its members for monetary damages (a) for any breach of the director's duty of loyalty to the Corporation or its members; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) for acts specified in Section 7-128-403 of the Act; or (d) for any transaction from which the director directly or indirectly derived an improper personal benefit.

Executed this 23<sup>rd</sup> day of July, 2008.

  
\_\_\_\_\_, Chair Board of Directors  
Stephen W. Arent

Attested to this 23<sup>rd</sup> day of July, 2008.

  
\_\_\_\_\_, Registered Agent  
Michael Salem, M.D.



Colorado Secretary of State  
 Date and Time: 08/04/2008 04:08 PM  
 ID Number: 19871355345  
 Document number: 20081415798  
 Amount Paid: \$25.00

Document processing fee  
 If document is filed on paper \$125.00  
 If document is filed electronically \$ 25.00  
 Fees & forms/cover sheets  
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 To file electronically, access instructions  
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 documents, visit [www.sos.state.co.us](http://www.sos.state.co.us)  
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 Paper documents must be typewritten or machine printed.

ABOVE SPACE FOR OFFICE USE ONLY

**Amended and Restated Articles of Incorporation**

filed pursuant to §7-90-301, et seq. and §7-130-106 and §7-90-304.5 of the Colorado Revised Statutes (C.R.S.)

ID number: 19871355345

1. Entity name: NATIONAL JEWISH MEDICAL AND RESEARCH CENTER  
*(If changing the name of the corporation, indicate name BEFORE the name change)*

2. New Entity name:  
 (if applicable) National Jewish Health

3. Use of Restricted Words *(if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, mark the applicable box):*

"bank" or "trust" or any derivative thereof  
 "credit union"  "savings and loan"  
 "insurance", "casualty", "mutual", or "surety"

4. If the corporation's period of duration as amended is less than perpetual, state the date on which the period of duration expires: \_\_\_\_\_  
*(mm/dd/yyyy)*

**OR**

If the corporation's period of duration as amended is perpetual, mark this box:

5. The amended and restated constituent filed document is attached.

6. The amendment to the articles of incorporation was in the manner indicated below:  
 (make the applicable selection)

- The amendment and restatement was adopted by the board of directors or incorporators without member action and member action was not required.
- The amendment and restatement was adopted by the members AND the number of votes cast for the amendment by each voting group entitled to vote separately on the amendment was sufficient for approval by that voting group.

*(If the amended and restated articles of incorporation include amendments adopted on a different date or in a different manner, mark this box  and include an attachment stating the date and manner of adoption.)*

7. (Optional) Delayed effective date: 08/01/2008 12:01 AM  
*(mm/dd/yyyy)*

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

8. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

<u>Stewart</u>	<u>Ellen</u>	<u>E.</u>	
<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>	<small>(Suffix)</small>
<u>Berenbaum, Weinshienk &amp; Eason, P.C.</u>			
<small>(Street name and number or Post Office Box number)</small>			
<u>370-17th Street, Suite 4800</u>			
<u>Denver</u>	<u>CO</u>	<u>80202</u>	
<small>(City)</small>	<small>(State)</small>	<small>(Postal/Zip Code)</small>	
<u>United States</u>			
<small>(Province – if applicable)</small>		<small>(Country – if not US)</small>	

*(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box  and include an attachment stating the name and address of such individuals.)*

**Disclaimer:**

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.

Click the following links to view attachments

Attachment 1

Amended & Restated Articles of Incorporation