

ARTICLES OF INCORPORATION
OF
ASSOCIATION OF AMERICAN VETERINARY MEDICAL COLLEGES

Each of the undersigned, being a natural person of the age of at least twenty-one years and acting as an incorporator for the purpose of organizing a corporation pursuant to the provisions of the District of Columbia Nonprofit Corporation Act (the "Act"), does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is Association of American Veterinary Medical Colleges.

ARTICLE II

The duration of the Association is perpetual.

ARTICLE III

The Association is hereby organized for the purpose of advancing veterinary medical education. The Association is organized and shall be operated exclusively for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any succeeding statute). The Association shall have in furtherance of the aforesaid purpose all of the powers conferred upon corporations organized pursuant to the provisions of the Act.

ARTICLE IV

The Association may have more than one class of members. The voting rights may be limited or denied for one or more of the classes of members, provided that at least one class of members shall have voting rights. The membership shall act through an Assembly. The composition and powers of the Assembly (other than the powers set forth herein) shall be enumerated in the Bylaws of the Association.

The Assembly shall have the power to (i) determine eligibility for each class of membership, (ii) establish the voting rights of each class of membership, subject to the requirements of statute and these Articles of Incorporation, (iii) establish the dues paid by each class of members, and (iv) elect the Board of Directors, the president-elect, and the secretary. The manner of such elections shall be set forth in the Bylaws of the

Association. Any changes in the membership requirements, including, without limitation, the level of dues, shall require (a) the approval of at least two-thirds of the Representatives present, whether in person or by proxy, at a meeting of the Assembly duly called at which a quorum is present, or (b) the unanimous written consent of the Representatives.

ARTICLE V

The address of the initial registered office of the Association is: Association of American Veterinary Medical Colleges, 1101 Vermont Avenue, N.W., Suite 710, Washington, D.C. 20005-3521. The name of the Association's initial registered agent at the aforesaid address is Dr. Lester Crawford.

ARTICLE VI

Except as otherwise provided herein or as required by law, the affairs of the Corporation shall be managed by the Board of Directors, which shall be comprised of eight elected Directors and one ex officio non-voting Director.

The name and the address, including street and number, if any, of each of the persons who are to serve as the initial Directors of the corporation until their successors are elected and qualify, or until their earlier resignation or removal, are as follows:

Name	Address
Dr. Victor E. Valli	College of Veterinary Medicine University of Illinois-Urbana 2001 South Lincoln Avenue Urbana, IL 61801
Dr. Richard F. Ross	College of Veterinary Medicine Iowa State University 2508 Veterinary Administration Ames, IA 50011-1250
Dr. James L. Voss	Dean's Office College of Veterinary Medicine & Biomedical Sciences Colorado State University Fort Collins, CO 80523
Dr. G. Michael Shires	College of Veterinary Medicine University of Tennessee PO Box 1071 Knoxville, TN 37901

Dr. Lawrence E. Heider

Atlantic Veterinary College
University of Prince Edward Island
550 University Avenue
Charlottetown, PEI
Canada C1A 4P3

Dr. Herbert E. Whiteley

Department of Pathobiology
College of Agriculture & Natural
Resources
The University of Connecticut
61 North Eagleville Road
Storrs, CT 06269-3089

Dr. Linda K. Cork

Comparative Medicine
Stanford University
Medical School Office Building
Room X347
Stanford, CA 94305-5415

Dr. Lester Crawford
(ex-officio, non-voting Director)

Association of American Veterinary
Medical Colleges
1101 Vermont Avenue, NW
Suite 710
Washington, DC 20005-3521

The initial Directors listed above are the same persons that currently comprise the Board of Directors of the Illinois Association, which is to be merged into the Association. The term of office of each of the initial Directors shall expire on the same date that his or her term as a member of the Illinois Association's Board of Directors would have expired.

ARTICLE VII

The name and the address, including street and number, if any, of each of the incorporators are as follows:

Name	Address
Dr. Lester Crawford	Association of American Veterinary Medical Colleges 1101 Vermont Avenue, NW Suite 710 Washington, DC 20005-3521

Paige Pence

Association of American
Veterinary Medical Colleges
1101 Vermont Avenue, NW
Suite 710
Washington, DC 20005-3521

John A. Hurvitz

Covington & Burling
1201 Pennsylvania Avenue, NW
PO Box 7566
Washington, DC 20044

Signed on March 31, 1997.

Dr. Lester Crawford, Incorporator

Paige Pence, Incorporator

Signed on April 1, 1997.

John Hurvitz, Incorporator

ARTICLE VIII

The Association shall not be conducted or operated for profit, and no part of the net earnings of the Association shall inure to the benefit of any private individual, nor shall any of such net earnings or any of the profits or assets of the Association be used other than for the purposes of the Association; *provided* that the Association 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 III hereof.

Except as may otherwise be permitted by the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent tax laws (the "Code"), and the laws of the District of Columbia, no substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association 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.

Notwithstanding any other provision of these articles, the Association shall not carry on any activities not permitted to be carried on by a corporation exempt from United States Federal income taxation under section 501(c)(3) of the Code.

In the event that in any year the Association shall be a “private foundation” as that term is defined in section 509(a) of the Code, the Association shall distribute its income for each such taxable year at such time and in such manner as not to subject it to tax under section 4942 of the Code, and the Association shall not (i) engage in any act of self-dealing as defined in section 4941(d) of the Code; (ii) retain any excess business holdings as defined in section 4943(c) of the Code; (iii) make any investments in such manner as to subject the Association to tax under section 4944 of the Code; or (iv) make any taxable expenditures as defined in section 4945(d) of the Code.

ARTICLE IX

In the event of the liquidation, dissolution or winding up of the Association, whether voluntary, involuntary or by operation of law, the property or other net assets of the Association, or any net proceeds thereof, shall be distributed for one or more exempt purposes within the meaning of, or to one or more organizations described in, section 501(c)(3) of the Code, as the Board of Directors shall determine; and none of such property, assets or proceeds shall be distributed to, or divided among, any of the directors of the Corporation or any other private individual.

END

Summary of Changes

April 25, 1997:

1. The Association was incorporated in the District of Columbia as AAVMC, Inc.
2. The Association had no members at the time of its initial incorporation.

September 5, 1997:

1. The Association of American Veterinary Medical Colleges (an Illinois Not For Profit Corporation) was merged into AAVMC, Inc. (a District of Columbia Nonprofit Corporation).
2. Article I was amended to change the name of the corporation from AAVMC, Inc. to Association of American Veterinary Medical Colleges.
3. Article IV was amended to provide for one class of members that acts through an Assembly. The initial members were the same as the members of the Illinois corporation.

July 26, 1998:

1. Articles VIII and IX were added, pursuant to adoption by the Assembly.

April 2, 2001:

1. Article IV was amended to create additional classes of members