

ARTICLES OF INCORPORATION
THE UNIVERSITY OF THE STATE OF NEW YORK
STATE OF NEW YORK:
 : SS.
COUNTY OF ALBANY:

Pursuant to the provisions of Section II, Article 2 of the Membership Corporation Law, consent is hereby given to the filing of the annexed certificate of incorporation of "THE AMERICAN GOITER ASSOCIATION, INC." as membership corporation.

This consent, however, shall in no way be construed as an approval by the Education Department, Board of Regents or Commission of Education of the purposes and objects of this corporation, nor shall it be construed as giving the officers or agents of this corporation the right to use the name of the University of the State of New York, Education Department, Board of Regents or Commissioner of Education in its publications and advertising matter, nor shall it be deemed to be a waiver of the approval of the Board of Regents for the conduct of a correspondence school by such corporation as provided in Section 5002 of the Education Law.

IN WITNESS WHEREOF, I, James E. Allen, Jr. Commissioner of Education of the State of New York, for and on behalf of the State of Education Department, do hereunto set my hand and affix the seal of the State Education Department, at the City of Albany, this 23rd day of November, 1959.

James E. Allen, Jr.
Commissioner of Education

CERTIFICATE OF INCORPORATION

Certificates of Incorporation of THE AMERICAN GOITER ASSOCIATION, INC. pursuant to the Membership Corporation Law.

1. The name of the proposed corporation is THE AMERICAN GOITER ASSOCIATION, INC.
2. The purpose of the proposed corporation is to acquire and spread knowledge of the thyroid gland and its diseases.
3. The operations of said corporation are to be conducted principally in the continental United States of America and the Dominion of Canada.
4. The principal office of said corporation shall be located in the City and County of Albany, New York.
5. The number of corporate directors shall not be less than three nor more than fifteen.
6. The names and residences of the directors until the first annual meeting are as follows:

Edwin G. Ramsdell, M.D. 14 Winslow Road White Plains, New York	Lawrence W. Sloan, M.D. Sigma Place New York 71, New York
John C. McClintock, M.D. 1621 New Scotland Road Slingerlands, New York	Theodore Winship, M.D. 5916 Ramsgate Road Washington 16, D.C.
Alexander Albert, M.D. 1112 Sixth Street South West Rochester, Minnesota	

7. All of the subscribers hereto (a) are of full age and (b) are citizens of the United States; all of the above-named directors are citizens of the United States and three directors reside in New York State.

IN WITNESS WHEREOF, we have made, signed, acknowledged and filed this certificate of incorporation.

Dates: November 17, 1959.

Edwin G. Ramsdell Edwin G. Ramsdell, M.D.	(L.S.)	Alexander Albert Alexander Albert, M.D.	(L.S.)
Theodore Winship Theodore Winship, M.D.	(L.S.)	John C. McClintock John C. McClintock, M.D.	(L.S.)
Lawrence W. Sloan Lawrence W. Sloan, M.D.	(L.S.)		

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
THE AMERICAN THYROID ASSOCIATION, INC.
UNDER SECTION 803 OF THE NOT-FOR-PROFIT
CORPORATION LAW**

We, the undersigned, being the President and the Secretary of the American Thyroid Association, Inc., do hereby certify:

1. The name of the corporation now is The American Thyroid Association, Inc. the original name under which the corporation was formed was "The American Goiter Association, Inc."
2. The certificate of incorporation of The American Goiter Association, Inc. was filed by the Department of State on the 23rd day of November, 1959. The said corporation was formed under the Membership Corporations Law of the State of New York. A certificate of amendment of the certificate of incorporation, changing the name from "The American Goiter Association, Inc." to "The American Thyroid Association, Inc." was filed by the Department of State on the 20th Day of June, 1961.
3. The American Thyroid Association, Inc. is a corporation as defined in subparagraph (a) (5) of section 102 of the Not-For-Profit Corporation Law and is a Type B corporation under section 201 of said law.
4. The post-office address without the state to which the secretary of state shall mail a copy of any notice required by law is:
A. B. Hayles, M.D., Secretary
c/o Mayo Clinic
Rochester, MN 55901

5. The certificate of incorporation, as heretofore amended, is hereby further amended to effect a change of the corporate purposes pursuant to Section 801 of the Not-For-Profit Corporation Law. Paragraph 2 of the certificate of incorporation is hereby amended to read as follows:

This corporation was organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of those terms as used in Section 501 (c) (3) of the Internal Revenue Code of 1954, as now enacted or as hereafter amended, including, for such purposes, the acquisition and dissemination of knowledge of the thyroid gland and its diseases and the making of distributions to organizations, causes or projects that qualify as exempt under Section 501 (c) (3) of the Internal Revenue Code, as now enacted or as hereafter amended. For such purposes and not otherwise, this corporation shall have only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise and to own, hold, expend, make gifts, grants, and contributions of, and to convey, transfer, and dispose of any funds and property and the income therefrom for the furtherance of the purposes of this corporation hereinabove set forth, or any of them, and to lease, mortgage, encumber, and use the name, and such other powers which are consistent with the foregoing purposes and which are afforded to the corporation by the New York Not-For-Profit Corporation Law, as now enacted or as hereafter amended.

6. The certificate of incorporation, as hereto amended, is hereby further amended to provide for restrictions on activities of the corporation pursuant to Section 801 of the Not-For-Profit Corporation Law. Paragraph 8 is hereby added to the certificate of incorporation to read as follows:

This corporation shall not undertake or carry on any of the activities mentioned in Section 404 of the Not-For-Profit Corporation Law or Section 747 of the Executive Law of the State of New York. This corporation does not and shall not, incidentally or otherwise, afford pecuniary gain to its members, directors, or officers; provided that, this corporation may pay reasonable compensation for services rendered to or for the corporation effecting, and to make payments and distributions in furtherance of one or more of its purposes. No part of the property or the net earnings of this corporation or any other pecuniary gain or profit shall, directly or indirectly, be distributable to or otherwise inure the benefit of any member, director, or officer, or any other person having a personal and private interest in the activities of the corporation. No part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to include legislation, and this 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. Notwithstanding any other provision of this Certificate this corporation shall not carry on any activity 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 of 1954, as now enacted or as hereafter amended, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954, as now enacted or as hereafter amended.

7. The certificate of incorporation, as hereto amended, is hereby further amended to provide for the distribution of assets of the corporation upon its dissolution, pursuant to Section 801 of the Not-For-Profit Corporation Law. Paragraph 9 is hereby added to the certificate of incorporation to read as follows:

Upon dissolution of this corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this corporation, dispose of all the assets of this corporation exclusively for the tax-exempt purposes of this corporation by distributing all of its minutes, books, and pertinent documents to the National Medical Library for its general uses and purposes and by distributing all of its remaining assets to the Surgeon General of the Army for use in the Endocrine Section of the Armed Forces Institute of Pathology, subject in each instance to the approval of a Justice of the Supreme Court. Any of such assets not so disposed of, shall be disposed of by the Court having jurisdiction thereof in the County in which the principal office of this corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

8. This corporation shall hereafter continue to be a Type B corporation under Section 201 of the Not-For-Profit Corporation Law.

9. The manner in which these amendments to the certificate of incorporation of the American Thyroid Association, Inc. were authorized was by the affirmative vote of a majority of the members entitled to vote thereon at a meeting of the members duly called and held on the 14 day of September, 1973, the affirmative vote being at least equal to a quorum.

10. The following approvals were annexed to the certificate of incorporation of the American Goiter Association, Inc.:

The approval of Kenneth F. MacAffer, a Justice of the Supreme Court for the Third Judicial District of New York dated November 17, 1959. The approval of James E. Allen, Jr., Commissioner of Education of the State of New York, for and on behalf of the State Education Department dated November 23, 1959. Prior to the delivery of this certificate of amendment to the Department of State for filing, all approvals or consents of the body or officer hereinabove set forth will be endorsed upon or annexed hereto.

IN WITNESS WHEREOF, the undersigned have executed and signed this certificate this 15 day of September, 1973.

THE AMERICAN THYROID ASSOCIATION, INC.

By Sidney C. Werner
Sidney C. Werner, President

And Alvin B. Hayles
Alvin B. Hayles, Secretary

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
THE AMERICAN THYROID ASSOCIATION, INC.**
Under Section 803 of the Not-For-Profit Corporation Law
THE UNIVERSITY OF THE STATE OF NEW YORK

STATE OF NEW YORK:
 : SS.
COUNTY OF ALBANY:

Consent is hereby given to the change and extension of purposes and powers contained in the certificate of incorporation of THE AMERICAN THYROID ASSOCIATION, INC. as set forth in the annexed certificate of amendment pursuant to the provisions of Section 804 of the Not-For-Profit Corporation Law.

This consent to filing, however, shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department for the purposes or objects of such corporation the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 10th day of October 1973.

Ewald B. Nyquist
Commissioner of Education

By: John P. Jehu

John P. Jehu
Associate Counsel

**APPROVAL OF CERTIFICATE OF INCORPORATION
BY SUPREME COURT JUSTICE**

I, Harold E. Koreman, a Justice of the Supreme Court of the State of New York, Third Judicial District, do hereby approve the foregoing Certificate of Amendment of the Certificate of Incorporation of the American Thyroid Association, Inc., and consent that the same be filed.

Dated: October 26, 1973 — Supreme Court, Albany County — Special Term, Part I — Albany, New York
Harold E. Koreman
Justice of the Supreme Court
Third Judicial District

STATE OF NEW YORK
 SS:
DEPARTMENT OF STATE

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

WITNESS my hand and seal of the Department of State on December 14, 1973
John P. Lomenzo
Secretary of State

HISTORICAL NOTE ~ 1981

In 1921, a group of physicians from Bloomington, Illinois, joined together to study the cause, prevention and treatment of goiter. Soon physicians from other areas were invited to join the group, then known as the "Illinois Clinical Club." On 9 December 1923 the Illinois Clinical Club met in Bloomington and agreed to establish a new organization, "The American Association for the Study of Goiter." Dr. E. P. Sloan, the prime mover of the group was elected its first President. The first scientific meeting of the newly formed Association was held in Bloomington, 23-25 January, 1924, less than two months after its founding. Annual meetings have been held since that time except during the war years, 1942 through 1945. The name of the organization was changed to the "American Goiter Association" at the time of a revision of the Constitution and Bylaws in 1948.

On 29 December 1959 the Association was incorporated as "The American Goiter Association," a not-for-profit corporation under the laws of the State of New York. The name of the Corporation was officially changed to "The American Thyroid Association, Inc." on 20 June 1961. In 1973 the Articles of Incorporation were revised to comply with all laws governing not-for-profit corporations.

In the 60 years of its existence the Association has grown from 30 founding members to a membership in excess of 600. Although its active members are from the United States and Canada, corresponding and honorary members have been from all parts of the world, and its influence can truly be said to be world wide. The Association is justifiably proud of the outstanding accomplishments of its many distinguished members and for their part in helping to fulfill the aims of the founders. The Association enters the second half of its first century with enthusiasm and its goals unchanged.