



DOC #
10845 BAIGH COMPANY 44
89 R 17943

SEP 12 PM 2 48

RECORDED

Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF SOCIETY FOR THE STUDY OF REPRODUCTION, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE GENERAL NOT FOR PROFIT CORPORATION ACT OF ILLINOIS, IN FORCE JANUARY 1, A.D. 1987.

Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, *I hereto set my hand, and, cause to be affixed the Great Seal of the State of Illinois,*

at the City of Springfield, this 1st
day of September *AD. 19* 89 *and*
of the Independence of the United States
the two hundred and 14th.



Jim Edgar
SECRETARY OF STATE

NFP - 110.30
(Rev. Jan., 1987)

JIM EDGAR
Secretary of State
State of Illinois

File #

This Space For Use By
Secretary of State

Date 9-1-89

Filing Fee 25

Clerk [Signature]

Submit in Duplicate

Remit payment in Check or Money
Order, payable to "Secretary of
State".

DO NOT SEND CASH!

ARTICLES OF AMENDMENT
under the
GENERAL NOT FOR PROFIT CORPORATION ACT

Pursuant to the provisions of "The General Not For Profit Corporation Act of 1986", the undersigned corporation hereby adopts these Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE The name of the corporation is Society for the Study
of Reproduction, Inc. (Note 1)

ARTICLE TWO The following amendment to the Articles of Incorporation was adopted on 8/30,
19 89 in the manner indicated below ("X" one box only.)

- By the affirmative vote of a majority of the directors in office, at a meeting of the board of directors, in accordance with Section 110.15. (Note 2)
- By written consent, signed by all the directors in office, in compliance with Sections 110.15 and 108.45 of this Act. (Note 3)
- By the members at a meeting of members entitled to vote by the affirmative vote of the members having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation or the bylaws, in accordance with Section 110.20. (Note 4)
- By written consent signed by members entitled to vote having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation, or the bylaws, in compliance with Sections 107.10 and 110.20 of this Act. (Note 4)

(INSERT RESOLUTION)

BE IT HEREBY RESOLVED that the Articles of Incorporation of Society for the Study of Reproduction, Inc. should be amended to add an additional paragraph which shall read as follows:

DISSOLUTION CLAUSE: Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes or shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the 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.

(If space is insufficient, attach additional pages size 8 1/2 x 11)

The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated August 30, 19 89

Society for the Study of
Reproduction, Inc.

attested by Anita H. Payne
(Signature of Secretary or Assistant Secretary)

by John A. Resko
(Signature of President or Vice President)

Anita H. Payne
(Type or Print Name and Title)

John A. Resko
(Type or Print Name and Title)

NOTES AND INSTRUCTIONS

NOTE 1: State the true exact corporate name as it appears on the records of the Office of the Secretary of State, BEFORE any amendments herein reported.

NOTE 2: Directors may adopt amendments without member approval only when the corporation has no members, or no members entitled to vote.

NOTE 3: Director approval may be (1) by vote at a director's meeting (either annual or special) or (2) by consent, in writing, without a meeting.

NOTE 4: All amendments not adopted under Sec. 110.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the members approve the amendment.

Member approval may be (1) by vote at a members meeting (either annual or special) or (2) by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding members entitled to vote on the amendment, (but if class voting applies, then also at least a 2/3 vote within each class is required).

The articles of incorporation may supercede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding votes of such members entitled to vote and not less than a majority within each when class voting applies. (Sec. 110.20)

NOTE 5: When a member approval is by written consent, all members must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, members who have not signed the consent must be promptly notified of the passage of the amendment. (Sec. 107.10 & 110.20)

FORM NFP-110.30

File No.

ARTICLES OF AMENDMENT
under the
GENERAL NOT FOR PROFIT
CORPORATION ACT

Filing Fee \$25

Filing Fee for Re-Stated Articles \$100

FILED

AUG 31 1989

Secretary of State

Return to:
Mr. Bob Schmidt
Society for the Study of
Reproduction
309 W. Clark St.
Champaign, Ill. 61820