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**STITES & HARBISON**

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GREGORY L. DAVIS

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E-mail: gdavis@stites.com

August 12, 1997

Mr. Charles M. Hardin  
Conference of Radiation Control Program  
Directors, Inc.  
Office of Executive Director  
205 Capital Avenue  
Frankfort, Kentucky 40601

**Re: Conference of Radiation Control Program Directors, Inc. - Migration from  
Arkansas to Kentucky**

Dear Chuck:

Please find enclosed Articles of Merger filed with the Kentucky Secretary of State, the Arkansas Secretary of State and the Franklin County Circuit Clerk in connection with the above-referenced matter. I am also enclosing the original Agreement of Merger and Plan of Merger and Reorganization between the two corporations. These original documents should be placed in the corporate minute book and kept in a safe place.

Delivery of these documents also brings this matter to an end. If we can be of any further assistance in any other matter, please do not hesitate to give us a call.

Best regards,

STITES & HARBISON

Gregory L. Davis

GLD:jmk

Enclosure

cc: Bruce F. Clark, Esq.

2300 LEXINGTON FINANCIAL CENTER  
LEXINGTON, KENTUCKY 40507  
(606) 226-2300  
FACSIMILE (606) 253-9144

421 WEST MAIN STREET  
P. O. BOX 634  
FRANKFORT, KENTUCKY 40602-0634  
(502) 223-3477  
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COURT HOUSE PLAZA  
323 EAST COURT AVENUE  
P. O. BOX 946  
JEFFERSONVILLE, INDIANA 47131  
(812) 282-7566  
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1200 G STREET, N.W.  
SUITE 800  
WASHINGTON, D.C. 20005  
(202) 434-8968  
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# State of Arkansas SECRETARY OF STATE

**Sharon Priest**  
SECRETARY OF STATE

## C E R T I F I C A T E

I, Sharon Priest Secretary of State of the State of Arkansas, and as such, keeper of the records of domestic and foreign corporations, do hereby certify that the records of this office show:

**CONFERENCE OF RADIATION CONTROL PROGRAM DIRECTORS, INC.  
(ARKANSAS QUALIFIED)**

filed in this office JULY 29TH, 1997, a Certified copy of  
a Certificate of MERGER.

**MERGING WITH AND INTO :  
CONFERENCE OF RADIATION CONTROL PROGRAM DIRECTORS, INC.  
A KENTUCKY CORPORATION**

IN TESTIMONY WHEREOF, I have  
hereunto set my hand and Official Seal on  
this, the 29TH day of JULY 1997.

Sharon Priest  
Secretary of State

By:

**BILL BLENDE**



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DONALD CHOLETTE  
BY *AMF* D.C.

ARTICLES OF MERGER  
of

Conference of Radiation Control Program Directors, Inc.  
an Arkansas corporation

*C. J. [unclear]*  
JUL 28 4 14 PM '97

JOHN Y. BROWN III  
SECRETARY OF STATE  
COMMONWEALTH OF KENTUCKY  
*[Signature]*

into

Conference of Radiation Control Program Directors, Inc.  
a Kentucky corporation

Conference of Radiation Control Program Directors, Inc. ("ARCorp"), an Arkansas Corporation and Conference of Radiation Control Program Directors, Inc., a Kentucky corporation ("KYCorp") (KYCorp and ARCorp are hereinafter collectively referred to as the "Constituent Corporations") hereby testify for purposes merging ARCorp into KYCorp pursuant to Kentucky Revised Statutes 273.287 and the Arkansas Nonprofit Corporation Act that:

ONE  
(PLAN OF MERGER)

An Agreement of Merger and Plan of Merger and Reorganization, dated April 20, 1997, by and between the Constituent Corporations (the "Plan"), attached hereto and incorporated herein as Exhibit A, has been approved, adopted, and executed by KYCorp in accordance with Section 273.283 of the Kentucky Revised Statutes and by ARCorp in accordance with the Arkansas Nonprofit Corporation Act.

TWO  
(NAME OF SURVIVING CORPORATION)

The name of the surviving corporation is Conference of Radiation Control Program Directors, Inc.

THREE  
(ARTICLES OF INCORPORATION OF SURVIVING CORPORATION)

The articles of incorporation of KYCorp as in effect on date hereof shall be the articles of incorporation of the surviving corporation until further amended or changed as provided by law. KYCorp shall continue to be a Kentucky nonstock, nonprofit corporation.

FOUR  
(ADOPTION OF PLAN BY ARCORP)

The Plan was adopted by the Board of Directors of ARCorp and presented to the Members of ARCorp at its Annual Meeting held on April 26, 1997, at which all of the

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Members entitled to vote were present and such Members constituted a quorum for such meeting. The Plan was adopted by the members of ARCorp by at least a two-thirds majority vote of all members entitled to vote at such meeting.

**FIVE  
(ADOPTION OF PLAN BY KYCORP)**

The Plan was adopted by the Board of Directors of KYCorp and presented to the Members KYCorp at its annual meeting held on April 26, 1997, at which all of the Members entitled to vote were present and such Members constituted a quorum for such meeting. The Plan was adopted by the Members of KYCorp by at least a two-thirds majority vote of all members entitled to vote at such meeting.

**SIX  
(APPOINTMENT OF AGENT FOR ARCORP)**

KYCorp hereby irrevocably appoints the Arkansas Secretary of State as its agent to be served with process in the State of Arkansas in any proceeding for the enforcement of any obligation of ARCorp.

**SEVEN  
(EFFECTIVE DATE)**

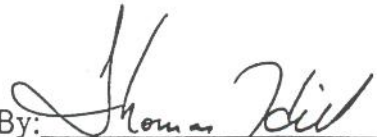
The merger of the Constituent Corporations shall be effective at 8:00 a.m., Eastern time, on August 1, 1997.

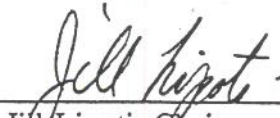
IN WITNESS WHEREOF, the Constituent Corporations have caused these articles to be executed on this 30th day of June, 1997.

ATTEST:

"ARCORP"

CONFERENCE OF RADIATION  
CONTROL PROGRAM DIRECTORS, INC.,  
an Arkansas corporation

By:   
Thomas Hill, Treasurer

By:   
Jill Lipoti, Chairperson

By:   
Thomas Hill, Treasurer

ATTEST:

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"KYCORP"

CONFERENCE OF RADIATION  
CONTROL PROGRAM DIRECTORS, INC.,  
a Kentucky corporation

By: Thomas Hill  
Thomas Hill Treasurer

By: Jill Lipoti  
Jill Lipoti, Chairperson

By: Thomas Hill  
Thomas Hill, Treasurer

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EXHIBIT A

AGREEMENT OF MERGER AND PLAN OF MERGER AND REORGANIZATION

This Agreement of Merger and Plan of Merger and Reorganization ("Agreement") is made and entered into April 26, 1997 by and between CONFERENCE OF RADIATION CONTROL PROGRAM DIRECTORS, INC., a nonprofit, nonstock Arkansas corporation (hereinafter "ARCorp") and CONFERENCE OF RADIATION CONTROL PROGRAM DIRECTORS, INC., a nonprofit, nonstock Kentucky corporation (hereinafter "KYCorp").

RECITALS:

1. The Boards of Directors of ARCorp and KYCorp have resolved that ARCorp be merged (the "Merger") under and pursuant to Kentucky Revised Statutes 273.161 to 273.390 (the "Kentucky Nonprofit Corporation Act") and pursuant to the statutes of the Arkansas Nonprofit Corporation Act into a single corporation existing under the laws of the Commonwealth of Kentucky (the "Commonwealth"), KYCorp, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended; and

2. The respective Members of ARCorp and KYCorp have unanimously approved the Merger upon the terms and conditions hereinafter set forth in this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions and covenants herein contained, the parties hereto hereby agree as follows:

AGREEMENTS:

1. Merger. In accordance with the Kentucky Nonprofit Corporation Act and the Arkansas Nonprofit Corporation Act, ARCorp shall be, at the Effective Date (as hereinafter defined), merged into KyCorp, which is and shall continue to be a corporation existing under the laws of the Commonwealth.

2. Filing of Articles of Merger; Effective Date. If this Agreement is not terminated or abandoned as permitted by the provisions hereof, then Articles of Merger shall be filed and recorded in accordance with the Kentucky Nonprofit Corporation Act and the Arkansas Nonprofit Corporation Act. The Merger shall become effective at 8:00 a.m., Eastern time, on August 1, 1997 (the "Effective Date").

3. Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be CONFERENCE OF RADIATION CONTROL PROGRAM DIRECTORS, INC.

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4. Articles of Incorporation. The Articles of Incorporation of KYCorp, as in effect on the date hereof, shall be from and after the Effective Date be the Articles of Incorporation of the Surviving Corporation until changed or amended as provided by law.

5. By-Laws. The By-Laws of KYCorp, as in effect immediately before the Effective Date, shall be from and after the Effective Date the By-Laws of the Surviving Corporation until-amended as provided therein.

6. Address of Surviving Corporation. The principal office and Registered Office of the Surviving Corporation shall be 205 Capital Avenue, Frankfort, Kentucky 40601 until changed as provided by law. The current Registered Agent at such address is Charles M. Hardin.

7. Service of Process in Arkansas. KYCorp hereby irrevocably appoints the Arkansas Secretary of State as its agent to be served with process in the State of Arkansas in any proceeding for the enforcement of any obligation of ARCorp.

8. Abandonment of Merger. This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the members of ARCorp and KYCorp, if the Board of Directors of ARCorp or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

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IN WITNESS WHEREOF, this Agreement of Merger has been executed by ARCorp and KYCorp all as of the date first above written.

"ARCORP"

CONFERENCE OF RADIATION CONTROL PROGRAM DIRECTORS, INC., an Arkansas corporation

By: Jill Lipoti  
Jill Lipoti, Chairperson

"KYCORP"

CONFERENCE OF RADIATION CONTROL PROGRAM DIRECTORS, INC., a Kentucky corporation

By: Jill Lipoti  
Jill Lipoti, Chairperson

68117  
121121 1341

STATE OF KENTUCKY } SCT.  
COUNTY OF FRANKLIN }

I, DONALD C. HULETTE CLERK OF SAID COUNTY COURT, HEREBY CERTIFY THAT THE FOREGOING INSTRUMENT HAS BEEN DULY RECORDED Autofunc BOOK 41 PAGE 607 IN MY SAID OFFICE. 7-31-97

DONALD C. HULETTE, CLERK  
BY AME D.C.



AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CONFERENCE OF RADIATION CONTROL PROGRAM DIRECTORS, INC.

A Kentucky nonstock, nonprofit corporation

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ARTICLE I

AMENDMENT AND RESTATEMENT OF  
ARTICLES OF INCORPORATION

JOHN Y. BROWN, III  
SECRETARY OF STATE  
COMM. OF KENTUCKY  
By *Charles M. Hardin*

1.1 The name of the corporation filing these Amended and Restated Articles of Incorporation with the Secretary of State is Conference of Radiation Control Program Directors, Inc.

1.2 The articles of incorporation, as amended and restated, will be as follows:

ONE  
(NAME OF CORPORATION)

The name of the Corporation is: Conference of Radiation Control Program Directors, Inc. (hereinafter referred to as the "Corporation").

TWO  
(REGISTERED OFFICE AND AGENT)

The street address of the Corporation's initial registered office shall be: 205 Capital Avenue, Frankfort, Kentucky 40601. The name of the initial registered agent at this address is: Charles M. Hardin.

THREE  
(CORPORATION MAILING ADDRESS)

The mailing address of the Corporation's principal office shall be: Conference of Radiation Control Program Directors, Inc., 205 Capital Avenue, Frankfort, Kentucky 40601.

FOUR  
(PURPOSES)

The purposes for which the Corporation is formed are: Said Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, for such purposes, the promotion of radiological health and the coordination of radiological health activities among government agencies, the facilitation and encouragement of communication and interchange of valid developmental experience among radiological health professionals and the collection and dissemination of information concerning radiation control to all radiation control program directors who hold official administrative positions.

FIVE  
(POWERS OF CORPORATION)

The Corporation shall have the power to perform all lawful acts necessary or desirable to carry out its purposes. The Corporation may execute its corporate purposes, carry on fullest operations and have offices, and exercise powers set forth in Kentucky Revised Statutes, Sections 273.163 to 273.387 in any jurisdiction within or without the continental United States.

SIX  
(NET EARNINGS)

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation 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 Four hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, 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 Code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

SEVEN  
(BOARD OF DIRECTORS)

The affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors will consist of seven voting directors.

EIGHT  
(LIMITATION OF LIABILITY FOR DIRECTORS)

No director shall have personal liability to the Corporation for monetary damages for breach of his duties as a director. This provision shall not limit or eliminate the liability of a director:

1. For any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation;
2. For acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be in violation of law; or
3. For any transaction from which the director derived an improper personal benefit.

NINE  
(MEMBERS)

The Corporation shall have six classes of members. Only those classified as "Members" shall be entitled to cast votes. The six classes of membership are as follows:

1. Members,
2. Associate Members,
3. Emeritus Members,
4. International Members,
5. Affiliate Members, and
6. Honorary Members.

The directors, officers, employees and members of the Corporation shall not, as such, be liable for its obligations.

TEN  
(AMENDMENT TO THESE ARTICLES)

All provisions of these Articles of Incorporation shall be subject to amendment by:

1. The affirmative vote of at least two-thirds of the members entitled to cast votes, given at the annual meeting or at any special meeting, provided that notice of the proposed amendment is included in the notice of such meeting; or

2. A statement that the amendment was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

ELEVEN  
(DISSOLUTION)

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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.

TWELVE  
(INCORPORATORS)

The names and addresses of each incorporator is as follows:

Aubrey V. Godwin	1225 Charnwood Drive, Montgomery, AL 36109
Michael H. Mobley	344 Mobley Lane, Clarksville, TN 37043
Donald A. Flater	1219 Grove Street, Adel, IA 50003
Ray D. Paris	6427 N. Willanette Blvd., Portland, OR 97203
Jill Lipoti	17 Pine Drive, Roosevelt, NJ 08535
W. Clough Toppan	85 Middle Street, Hallowell, ME 04347
Warren E. Jacobi	6075 W. 82nd Place, Arvada, CO 80003

ARTICLE II

CERTIFICATE OF AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

2.1 It is hereby certified that, pursuant to Kentucky Revised Statutes 273.273, these Amended and Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation as amended, that they were duly adopted by the

unanimous written consent of all the members of the Corporation who were eligible to vote at the annual meeting of the membership on May 8<sup>th</sup>, 1996, and that they supersede the original Articles of Incorporation and all Amendments thereto.

CONFERENCE OF RADIATION CONTROL  
PROGRAM DIRECTORS, INC.

By Charles M. Hardin  
Title Executive Director