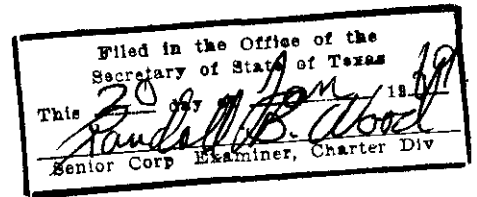


ARTICLES OF INCORPORATION  
OF  
BAYLOR COLLEGE OF MEDICINE



We, the undersigned natural persons of the age of twenty-one or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is:

BAYLOR COLLEGE OF MEDICINE

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of duration of the corporation is perpetual.

ARTICLE IV

The purpose or purposes for which the corporation is organized are:

To establish, own, maintain and conduct a college for the advancement of learning, education, and instruction in medicine and in scientific fields, to conduct research in medical and scientific fields, and for the advancement of education, research and service in human health. Baylor College of Medicine shall engage in such activities as may be necessary or convenient, directly or indirectly, to achieve these purposes. This corporation is organized and operated exclusively for educational and scientific purposes and no part of its net earnings inures or shall inure to the benefit of any private individual. No substantial part of the activities of this corporation is or shall be carrying on propaganda, or otherwise attempting to influence legislation, and it

does not and shall not participate in or intervent in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

#### ARTICLE V

The street address of the initial registered office of the corporation is 1200 Moursund Drive, Houston, Texas 77025, and the name of its initial registered agent at such address is Alfus O. Johnson.

#### ARTICLE VI

This corporation shall have no members.

#### ARTICLE VII

(a) The affairs of this corporation shall be managed by a Board of Trustees who need not be residents of this state. At all meetings of the Board of Trustees, each Trustee shall be entitled to one (1) vote on each matter submitted to a vote.

(b) Initially, this corporation shall have thirty-two (32) Trustees and the names and addresses of the initial Trustees are:

Mr. W. Leland Anderson  
1328 Bank of the Southwest Building  
Houston, Texas 77002

Mr. Daniel C. Arnold  
21st Floor, First City National Bank Building  
Houston, Texas 77002

Mr. Isaac Arnold  
500 Jefferson Building  
Houston, Texas 77002

Mr. Hugh Q. Buck  
7th Floor  
Bank of the Southwest Building  
Houston, Texas 77002

Mr. Marvin K. Collie  
2201 First City National Bank Building  
Houston, Texas 77002

Dr. Russell H. Dilday, Jr.  
555 Tallowood  
Houston, Texas 77024

Mr. W. S. Farish III  
1064 Houston Club Building  
Houston, Texas 77002

Mrs. W. W. Fondren, Sr.  
3755 Knollwood  
Houston, Texas 77019

Mr. Herbert J. Frensley  
P. O. Box 3  
Houston, Texas 77001

Mr. S. Marcus Greer  
First City National Bank Building  
Houston, Texas 77002

Mr. Milton T. Gregory  
500 Jefferson Building  
Houston, Texas 77002

Mr. Earl C. Hankamer  
1424 Bank of the Southwest Building  
Houston, Texas 77002

Mr. Leon Jaworski  
Bank of the Southwest Building  
Houston, Texas 77002

Mr. J. Hugh Liedtke  
900 Southwest Tower  
Houston, Texas 77002

Mr. S. Maurice McAshan, Jr.  
P. O. Box 2538  
Houston, Texas 77001

Dr. Abner V. McCall, President  
Baylor University  
Waco, Texas 76703

Mr. L. F. McCollum, Sr.  
Continental Oil Company  
P. O. Box 2197  
Houston, Texas 77001

Mr. A. G. McNeese  
Bank of the Southwest Building  
Houston, Texas 77002

Dr. B. J. Martin  
P. O. Box 1072  
Pasadena, Texas 77501

Mr. Leopold Meyer  
P. O. Box 35097  
Houston, Texas 77035

Mr. Carloss Morris  
2nd Floor, Guaranty Building  
1302 Rusk Avenue  
Houston, Texas 77002

Mr. Frank H. Newnam, Jr.  
P. O. Box 13400  
Houston, Texas 77019

Mr. J. Newton Rayzor  
P. O. Box 7533  
Houston, Texas 77007

Mr. Willard L. Russell  
4101 San Jacinto Street  
Houston, Texas 77004

Mr. Eddy C. Scurlock  
1501 Houston Club Building  
Houston, Texas 77002

Mr. A. Frank Smith, Jr.  
2107 First City National Bank Building  
Houston, Texas 77002

Mr. R. E. Bob Smith  
2316 Gulf Building  
Houston, Texas 77002

Mr. Henry J. N. Taub  
909 Franklin  
Houston, Texas 77002

Mr. Gail Whitcomb  
1201 Houston First Savings Building  
Houston, Texas 77002

Mr. John E. Whitmore  
Texas National Bank of Commerce  
P. O. Box 2558  
Houston, Texas 77001

Mrs. H. C. Wiess  
No. 2 Sunset Boulevard  
Houston, Texas 77005

Mr. J. Barry York  
2404 Brentwood Drive  
Houston, Texas 77019

The number of Trustees may from time to time be increased or decreased in such manner as prescribed in Article VII and by the By-Laws of this corporation. In no event shall the number of Trustees be less than four (4).

(c) One-fourth (1/4) of the members of the Board of Trustees shall always be elected by the Board of Trustees of Baylor University, a Texas corporation. Such Trustees elected by the Board of Trustees of Baylor University shall serve for three year terms. The other three-fourths (3/4) of the members of the Board of Trustees shall initially be elected for three year terms by the Board of Trustees of Baylor University, but thereafter they shall constitute a self-perpetuating body with authority to elect their successors for such terms as they deem best. The Board of Trustees of Baylor University, at the time of electing the thirty-two initial trustees, shall specify which eight trustees shall thereafter be subject to election by the Board of Trustees of Baylor University and which 24 Trustees shall thereafter constitute the self-perpetuating section of the Board of Trustees.

#### ARTICLE VIII

All assets now owned by Baylor University and used in connection with Baylor University College of Medicine, whether standing in its own name or beneficially owned, as well as all funds, grants or other assets specified for its use that are to and will become a part of the assets of this Corporation by appropriate transfer, conveyance or assignment after issuance of a Certificate of Incorporation for this corporation, shall not be conveyed, leased, exchanged, assigned or transferred in whole or in substantial part without there first having been given (a) appropriate legal authorization by the Board of Trustees of the corporation and (b) approval by a majority of the members of the Board of Trustees of Baylor University. No distribution of such consideration shall be authorized unless such consideration is to be used by the corporation or is to be transferred to some other private, non-profit scientific or educational corporation,

trustee or association, or to some governmental agency or organization engaged in charitable, scientific or educational activities.

ARTICLE IX

Any dissolution, merger or consolidation must be approved by both a majority of the Trustees of this corporation and a majority of the members of the Board of Trustees of Baylor University. No such plan of merger, consolidation or dissolution shall be adopted unless such plan requires the assets to be transferred to the new entity or some other entity which is a private, non-profit scientific or educational corporation, trust or association, or to some governmental agency or organization engaged in charitable, scientific or educational activities.

ARTICLE X

Articles I, VII(c), VIII, IX, and X of this charter cannot be amended except by a vote of two-thirds of the then Trustees of this corporation, and a vote of two-thirds of the Trustees present at a meeting of the Trustees of Baylor University, at which meeting there is a quorum present.

ARTICLE XI

The names and street addresses of the incorporators of this corporation are:

Michael E. De Bakey, M. D.  
1200 Moursund Drive  
Houston, Texas 77025

Dr. Russell H. Dilday, Jr.  
555 Tallowood  
Houston, Texas 77024

Dr. Abner V. McCall  
Baylor University  
Waco, Texas 76706

Mr. Carloss Morris  
Guaranty Building  
1302 Rusk Avenue  
Houston, Texas 77002

Mr. Frank H. Newnam, Jr.  
P. O. Box 13400  
Houston, Texas, 77019

IN WITNESS WHEREOF, we have hereunto set our hands

this 16 day of January 1969.

Michael E. DeBakey  
Abner V. McCall  
Frank H. Newnam  
Russell H. Dilday  
Carlors Morris

THE STATE OF TEXAS X

COUNTY OF HARRIS X

I, Pauline V. Lovar, a Notary Public, do hereby certify that on this 16 day of January 1969 personally appeared before me, Michael E. De Bakey, M. D., Dr. Russell H. Dilday, Jr., Carlors Morris, and Frank H. Newnam, Jr., who each being by me first duly sworn, severally declare that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

In Witness Whereof, I have hereunto set my hand and seal this the day and year above written.

Pauline V. Lovar  
Notary Public in and for  
Harris County, Texas

My commission expires June 1, 1969.

THE STATE OF TEXAS X

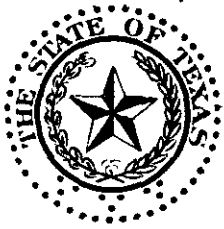
COUNTY OF McLENNAN X

I, Judith R. Mayer, a Notary Public, do hereby certify that on this 16 day of January, 1969, personally appeared before me, Dr. Abner V. McCall, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

In Witness Whereof, I have hereunto set my hand and seal this the day and year above written.

Judith R. Mayer  
Notary Public in and for  
McLennan County, Texas

My commission expires June 1, 1969.



Comptroller of Public Accounts  
State of Texas  
Austin

1,204,739

256,189

ROBERT S. CALVERT  
COMPTROLLER

January 28, 1969

PLEASE DIRECT  
YOUR COMMUNICATIONS TO  
DIVISION 80 FILE \_\_\_\_\_  
TELEPHONE GR 5-4771

Falbright, Crocker, Freeman, Bates & Jaworski  
Attorneys At Law  
Bank of the Southwest Building  
Houston, Texas 77002

Subject: Baylor College of Medicine

Account # 1,204,739  
Charter # 256,189

Gentlemen:

At your request, we examined the Articles of Incorporation of this corporation, together with the outline of the activities for the purpose of determining its status from a franchise tax standpoint.

It is the opinion of this office that so long as the corporation confines its activities exclusively to the purpose or purposes recited in the Articles of Incorporation, it is exempt from the franchise tax.

The Secretary of State is being furnished a copy of this letter for his information.

Yours very truly,

*Robert S. Calvert*

ROBERT S. CALVERT  
Comptroller of Public Accounts

WLE/ms  
Form No. 80-2.44 (Rev. 4/20/65)  
cc: Corporation Division  
Secretary of State  
Austin, Texas

**EXEMPT**

**CHECKED  
IAB DIV**