

Certificate of Formation
of
The American Institute of Dental Public Health
A Nonprofit Corporation

Article 1.
Name

The name of the Corporation is The American Institute of Dental Public Health (hereinafter referred to as the “Corporation”). The Corporation is a non-profit Corporation. When it dissolves, all of its assets will be distributed to the State of Texas or an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more purposes exempt under the Texas franchise tax.

Article 2.
Registered Agent and Registered Office

The Corporation’s registered agent is Annaliese Cothron. The street address of the registered agent is 11823 Perla Joy, San Antonio, TX, 78253. The registered address of the Corporation is 11823 Perla Joy, San Antonio, TX 78253. The registered agent has consented to the appointment in writing pursuant to Section 5.201(b) of the Texas Business Organizations Code. The written consent shall be maintained in the Corporation’s records.

Article 3.
Managing Body of Corporation

The management of the Corporation is vested in its Board of Directors and such committees of the board that the board may, from time to time, establish. The bylaws will provide the qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors. The Directors shall hold office in accordance with the bylaws of the Corporation. The number of directors may be increased or decreased by amending the bylaws of the Corporation, but may not be decreased to less than three (3). The number of directors constituting the initial Board of Directors, and the names and addresses of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and qualified are as follows:

<i>Name</i>	<i>Directors</i>	<i>Address</i>
David P. Cappelli	President	9693 Treeline Run Avenue Las Vegas, NV 89166
Caswell A. Evans	Secretary	15107 Anita Lane Lakeside, MI 49116

Raul I. Garcia	Treasurer	983 Memorial Drive, Apt. 302 Cambridge, MA 02138
Frances M. Kim	Board Member	2791 N New Braunfels Ave San Antonio, TX 78234

**Article 4.
Membership**

The Corporation shall have no members.

**Article 5.
Purposes**

The Corporation shall be and is a non-profit Corporation under the laws of the State of Texas. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding sections of any future federal tax code.

The Corporation is organized and shall be operated for charitable and educational purposes, including:

- a. Advancing the science and education of dental public health.
- b. Promoting and disseminating evidence-based health practices.
- c. Supporting advanced education health students, health practitioners, and public health stakeholders.

and to exercise all powers provided in the Texas Business Organizations Code in furtherance of the above-stated purposes.

**Article 6.
Powers**

Except as these Articles otherwise provide, the Corporation has the powers provided in the Code. Moreover, the Corporation has all implied powers necessary and proper to carry out its express powers. The Corporation may reasonably compensate directors, or officers for services rendered to or for the Corporation in furtherance of one of its purposes.

Article 7.
Restrictions and Requirements

The Corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Internal Revenue Code Section 501(c)(3) or the corresponding section of any future federal tax code.

No Private Inurement: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 these Articles.

No Prohibited Activities: No substantial part of the activities of the Corporation shall be to influence or attempt to influence legislation. 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. The Corporation shall not participate in any other activities that are not permitted by a tax-exempt Corporation under section 501(c)(3) of the Internal Revenue Code, or by a Corporation whose contributions are deductible under section 170(c)(2) of the Internal Revenue Code.

Termination: 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 Internal Revenue Code, or distributed for a public purpose to a federal, state or local government. Any remaining assets not distributed for a public purpose 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 organization(s) as the court shall determine, which are organized and operated exclusively for such purposes.

Article 8.
Limitation Of Liability Of Directors

A director is not liable to the Corporation for monetary damages for an act or omission in the director's capacity as director except as otherwise provided by a Texas statute.

Article 9.
Indemnification

The Corporation may indemnify a person who was, is, or threatened to be named as a defendant or respondent in litigation or other proceedings because that person is or was a director or other person related to the Corporation. The Corporation's bylaws may provide, and the board of directors may define, the requirements and limitations for indemnification of directors, officers, or others related to the Corporation.

**Article 10.
Amendments**

The power to amend or restate this Certificate of Formation, and the power to adopt, amend, or repeal the bylaws of the Corporation, shall be vested in its board of directors. All amendments and changes to this Certificate must be approved by at least two thirds of the members present at a meeting where a quorum is present. A quorum is met when a majority of eligible voting directors are present, but not less than three.

**Article 11.
Construction**

All references in these Articles to statutes, regulations, or other sources of legal authority refer to the authorities cited, or their successors, as amended.

**Article 12.
Duration**

The period of duration of the Corporation shall be perpetual.

**Article 13.
Organizer**

The name of the Corporation's organizer is David P. Cappelli. The street address of the Corporation's organizer is 9693 Treeline Run Avenue, Las Vegas, NV 89166.

The undersigned organizer affirms that the person designated as registered agent has provided written consent to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument, and certifies under penalty of perjury that the undersigned is authorized by the entity to execute this instrument.

Signature of Organizer

Printed Name of Organizer