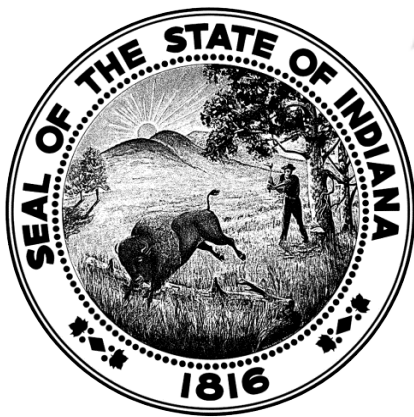


State of Indiana  
Office of the Secretary of State

Certificate of Incorporation  
of  
**THE INTERNATIONAL CARTILAGE & JOINT PRESERVATION  
FOUNDATION, INC.**

I, CONNIE LAWSON, Secretary of State, hereby certify that Articles of Incorporation of the above Domestic Nonprofit Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Code.

NOW, THEREFORE, with this document I certify that said transaction will become effective Friday, August 07, 2020.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, August 11, 2020

*Connie Lawson*

CONNIE LAWSON  
SECRETARY OF STATE

202008071413517 / 8683348

To ensure the certificate's validity, go to <https://bsd.sos.in.gov/PublicBusinessSearch>

**ARTICLES OF INCORPORATION  
OF  
THE INTERNATIONAL CARTILAGE & JOINT PRESERVATION FOUNDATION,  
INC.**

The undersigned hereby incorporates a nonprofit corporation (“Corporation”) pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (“Act”), and for that purpose adopts the following Articles of Incorporation.

**ARTICLE I**  
Name and Principal Office

The name of the Corporation is The International Cartilage & Joint Preservation Foundation, Inc. The principal office of the Corporation shall be located at 10 West Market Street, Suite 2700, Indianapolis, IN 46204.

**ARTICLE II**  
Registered Office and Registered Agent

The office of the registered agent shall be located at 10 West Market Street, Suite 2700, Indianapolis, IN 46204 and the name of its registered agent at such address shall be 2700 Market, LLC. The email address for service of process is 2700market@bgdlegal.com

The Signator represents that the Registered Agent named in the application has consented to the appointment of Registered Agent.

**ARTICLE III**  
Name and Address of Incorporator

The name and address of the incorporator of the Corporation is 2700 Market, LLC, c/o Greg J. Duncan, 10 West Market Street, Suite 2700, Indianapolis, IN 46204.

**ARTICLE IV**  
Purposes

Section 1. Type of Corporation. This Corporation is a public benefit corporation.

Section 2. General Purposes. The Corporation shall operate exclusively in furtherance of educational, scientific, religious and/or charitable purposes, or for any other purpose authorized under Section 501(c)(3) of the Internal Revenue Code of 1986, as from time to time amended or superseded (hereinafter referred to as the “Code”), and no part of its net earnings shall inure to the benefit of any private individual.

Section 3. Collection and Disbursement of Contributions from the General Public. The Corporation shall collect contributions from the general public, including, without limiting the generality thereof, individuals, firms, partnerships, associations and corporations in the name of the Corporation or in the name of any fund or entity heretofore and hereinafter designated by it

pursuant to resolution adopted by its Board of Directors, and to disburse such funds for the purposes set forth in Section 2 of this Article.

Section 4. Ancillary Purposes. The Corporation shall do everything which is helpful, necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth, and do all other things incidental thereto or connected therewith which are not forbidden by the Act, or by these Articles of Incorporation, as amended from time to time, as well as any and all things which will not impair the Corporation's status as an exempt organization under the provisions of Code Section 501(c)(3).

## **ARTICLE V**

### **Powers**

Section 1. Powers of the Corporation. Subject to any specific written limitations or restrictions imposed by the Act or other law, or by these Articles of Incorporation as amended from time to time or by the provisions of Section 501(c)(3) of the Internal Revenue Code as from time to time amended or superseded, and solely in furtherance of, but not in addition to, the purposes set forth in Article IV above, the Corporation shall have and exercise all the powers specified in the Act; provided, however, that such powers as hereinafter enumerated which are not in themselves in furtherance of its exempt purposes shall not be exercised by this Corporation except as an unsubstantial part of its activities:

(a) Capacity to Act. The Corporation shall have the capacity to act possessed by natural persons, but shall have authority to perform only such acts as are necessary, convenient or expedient to accomplish the purposes set forth in Article IV above, and such as are not repugnant to law.

(b) Appointment of Officers and Agents. The Corporation may elect or appoint officers and agents, define their duties and fix their compensation.

(c) Acting as Agent. The Corporation may act in the capacity of agent or representative for any individual, association, corporation, trust or other legal entity, respecting any business, the purpose of which is similar to the purposes set forth in Article IV above.

(d) Solicitation of Funds. The Corporation may solicit, whether by way of outright, limited or conditional gifts or grants in trust, inter vivos, or by way of testamentary devises, bequests or grants in trust, or otherwise, funds of all kinds, including property, both real, personal and mixed, whether principal or income, tangible or intangible, present or future, vested or contingent, in order to carry on the purposes of the Corporation.

(e) Borrowing Money. The Corporation may borrow money and evidence the same by notes, bonds and other usual forms of security, and secure the payment of any of its obligations by mortgages or deeds of trust of its property, real and personal, and acquire by purchase, lease or other form of contract, and thereafter hold and enjoy any real and personal property that may be necessary, useful or convenient in furthering its purpose as declared in Article IV of these Articles of Incorporation, and lease, sell and convey any real or personal property it may own, however it may have been acquired, but not

inconsistent with the provisions of Section 2 of Article IV hereof authorizing the acceptance and acquisition of real and personal property by gift, devise or bequest, and subject to such conditions or terms as the grantor or testator may direct or prescribe in the making of such gifts, devises or bequests.

(f) Compensation Approval. The Corporation shall exercise the power to approve all arrangements in advance of paying any compensation. At that time, the Corporation will determine all reasonable compensation for officers, directors, employees, and independent contractors on an hourly basis.

(g) General Powers. The Corporation may exercise and enjoy all of the general powers not expressly enumerated herein as are set forth in the Act.

(h) Legislation. No part of the activities of the Corporation shall be devoted to influence legislation.

(i) Political Campaigns. The Corporation shall not participate in or intervene in (including the publication or distributing of statements) any political campaign on behalf of any candidate for public office.

## Section 2. Limitation of Activities.

(a) Income Distribution. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942;

(b) Self-Dealing. The Corporation shall not engage in any act of self-dealing that would subject any person to the taxes imposed on acts of self-dealing as defined by Code Section 4941;

(c) Excess Business Holdings. The Corporation shall not retain any excess business holdings which would subject it to the taxes on excess business holding imposed by Code Section 4943;

(d) Investment Restriction. The Corporation shall not make any investments in such manner as to subject it to the taxes on investments that jeopardize charitable purposes imposed by Cod Section 4944; and

(e) Taxable Expenditures. The Corporation shall not make any taxable expenditures which would subject it to the taxes on taxable expenditures imposed by Code Section 4945.

## **ARTICLE VI** Term of Existence

The period during which the Corporation shall continue is perpetual.

**ARTICLE VII**  
No Members

The Corporation shall not have members.

**ARTICLE VIII**  
Board of Directors

Section 1. Number of Directors. The Board of Directors of the Corporation shall be composed of not less than three (3), nor more than thirteen (13) members; provided, however, that the exact number of directors shall be as specified in the By-Laws of the Corporation.

Section 2. Code of By-Laws. The power to make, alter, supplement, amend or repeal the By Laws of the Corporation is vested in the Board of Directors. The By Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the Articles of Incorporation, the Act, and the laws of the State of Indiana, including provisions respecting the calling, holding and manner of conducting annual, regular and special meetings of the Board of Directors, the qualifications, obligations and rights of other members of the Corporation, if any; the powers, duties, tenure and qualifications of directors and officers of the Corporation; and the time, place and manner of electing them; requirement for bonding officers or employees; and other by laws relating to the regulation and management of the affairs of the Corporation.

**ARTICLE IX**  
Statement of Property

The Corporation does not have any property, either real or personal, at the date of its incorporation.

**ARTICLE X**  
Provisions for Regulation of Business and Conduct of Affairs of Corporation

Section 1. Meetings of Board of Directors. Meetings of the Board of Directors shall be held at such place, within or without the State of Indiana, as may be specified in the respective notices, or waivers of notice thereof; and if not so specified, then at the principal office of the Corporation.

Section 2. Amendment of Articles of Incorporation. The Corporation reserves the right, from time to time, to amend all or any part of the provisions contained in these Articles. The Amendment shall be proposed by, and submitted to a vote of, the Board of Directors.

Section 3. Creation of Executive Committee. The Board of Directors may create an Executive Committee from among the members of its Board and its officers, and the Board may delegate to the committee such authority and responsibilities as it may decide upon from time to time by appropriate provisions in its By-Laws or by a resolution adopted by a majority vote of those present at any regular or special meeting of the directors.

Section 4. Identity of Contributors. Except as otherwise required by law, the Board of Directors may refuse to disclose information as to the identity of contributors to the Corporation

if the Board of Directors believes that non-disclosure of such information is in the best interests of the Corporation.

## **ARTICLE XI** Dissolution

Upon dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such a manner and to such organization or organizations that are: (1) organized at such time for purposes substantially the same those of the Corporation, and which qualify at such time as exempt organizations under Code Section 501(c)(3) as the Board of Directors of the Corporation may determine, or (2) organized and operated exclusively for charitable, educational, religious, or scientific purposes that qualify as an exempt organization or organizations under Code Section 501(c)(3), as the Board of Directors determine.

## **ARTICLE XII** Indemnification

### Section 1. Definitions.

(a) “Director” means an individual who is or was a director of the Corporation or any subsidiary of the Corporation, or an individual who, while a director of the Corporation, is or was serving at the Corporation’s request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not. A director is considered to be serving an employee benefit plan at the Corporation’s request if the director’s duties to the Corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan. “Director” includes, unless the context requires otherwise, the estate or personal representative of a director.

(b) “Expenses” include counsel fees.

(c) “Liability” means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), and/or reasonable expenses incurred with respect to a proceeding.

(d) “Official Capacity” means:

(1) when used with respect to a director, the office of director in the Corporation or its subsidiaries, as the case may be; and

(2) when used with respect to an individual other than a director, as contemplated in Section 7 of this Article, the office in the Corporation or its subsidiaries, as the case may be, held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Corporation.

“Official Capacity” does not include service for any other foreign or domestic corporation, except the Corporation’s subsidiaries, or any partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not.

(e) “Party” includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

(f) “Proceeding” means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

Section 2. Optional Indemnification. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director against liability incurred in the proceeding if:

(a) The individual’s conduct was in good faith; and

(b) The individual reasonably believed:

(1) in the case of conduct in the individual’s official capacity with the Corporation or its subsidiaries, as the case may be, that the individual’s conduct was in its best interests; and

(2) in all other cases, that the individual’s conduct was at least not opposed to the best interests of the Corporation, as the case may be; and

(c) In the case of any criminal proceeding, the individual either:

(1) had reasonable cause to believe the individual’s conduct was lawful;  
or

(2) had no reasonable cause to believe the individual’s conduct was unlawful.

A director’s conduct with respect to an employee benefit plan for a purpose the director reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of subsection (b)(2) of this Section.

The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this Section.

Section 3. Mandatory Indemnification. The Corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because the director is or was a director of the Corporation or of a subsidiary of the Corporation against reasonable expenses incurred by the director in connection with the proceeding.

Section 4. Expense Reimbursement. The Corporation may pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if:

(a) The director furnishes the Corporation a written affirmation of the director's good faith belief that the director has met the standard of conduct described in Section 2 of this Article;

(b) The director furnishes the Corporation a written undertaking, executed personally or on the director's behalf, to repay the advance if it is ultimately determined that the director did not meet the standard of conduct; and

(c) A determination is made that the facts then known to those making the determination would not preclude indemnification under this Article.

The undertaking required by subsection (b) of this Section must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment.

Determinations and authorizations of payments under this Section shall be made in the manner specified in Section 6 of this Article.

Section 5. Court Ordered Indemnification. A director of the Corporation who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice the court considers necessary, may order indemnification if it determines:

(a) The director is entitled to mandatory indemnification under Section 3 of this Article, in which case the court shall also order the Corporation to pay the director's reasonable expenses incurred to obtain court ordered indemnification; or

(b) The director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the director met the standard of conduct set forth in Section 2 of this Article.

Section 6. Procedure. The Corporation may not indemnify a director under Section 2 of this Article unless authorized in the specific case after a determination has been made that indemnification of the director is permissible in the circumstances because the director has met the standard of conduct set forth in Section 2 of this Article.

The determination shall be made by any one (1) of the following procedures:

(a) By the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding.

(b) If a quorum cannot be obtained under subsection (a) of this Section, by a majority vote of a committee duly designated by the Board of Directors (in which



designation directors who are parties may participate), consisting solely of two (2) or more directors not at the time parties to the proceeding.

- (c) By special legal counsel:
- (1) selected by the Board of Directors or its committee in the manner prescribed in subsection (a) or (b) of this Section; or
  - (2) if a quorum of the Board of Directors cannot be obtained under subsection (a) of this Section and a committee cannot be designated under subsection (b) of this Section, selected by a majority vote of the full Board of Directors (in which selection directors who are parties may participate).

Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under subsection (c) of this Section to select counsel.

Section 7. Miscellaneous Indemnification Provisions. An officer of the Corporation or of a subsidiary of the Corporation, whether or not a director, is entitled to mandatory indemnification under Section 3 of this Article and is entitled to apply for court ordered indemnification under Section 5 of this Article, in each case to the same extent as a director.

The Corporation may indemnify and advance expenses hereunder to an officer, employee, or agent of the Corporation or of a subsidiary of the Corporation, whether or not a director, to the same extent as to a director.

The Corporation may also indemnify and advance expenses to an officer, employee, or agent, whether or not a director, to the extent, consistent with public policy, that may be provided by these Articles of Incorporation, the By-Laws, general or specific action of the Board of Directors, or by contract.

The Corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the Corporation, or of a subsidiary of the Corporation, or who, while a director, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a Director, officer, employee, or agent, whether or not the Corporation would have power to indemnify the individual against the same liability under Sections 2 or 3 of this Article; provided, however, that when and to the extent that the Corporation has purchased and maintained such insurance, it shall have no duty hereunder to indemnify any such person to the extent such liabilities are covered by insurance.

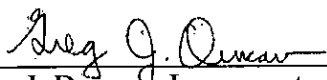
The rights of indemnification provided hereunder shall continue to exist as to a person who has ceased to be a director, officer, or employee or agent of the Corporation, or of any of its subsidiaries, and shall inure to the benefit of the heirs, executors and administrators of any such

person. The indemnification provided by this Article shall be applicable to all proceedings made or commenced after the adoption hereof, arising from acts or omissions to act occurring whether before or after the adoption hereof.

The provisions of this Article do not limit the Corporation's power to pay or reimburse expenses incurred by a director, officer, employee or agent in connection with the person's appearance as a witness in a proceeding at a time when the person has not been made a named defendant or respondent to the proceeding.

The indemnification provisions herein are intended to encompass the provisions of Sections 23-17-16-1 through 23-17-16-15 of the Act, as from time to time amended, as modified by these Articles of Incorporation as permitted by Section 23-17-16-15 of the Act, as from time to time amended.

IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of Incorporation and verifies that the facts contained herein are true this 28<sup>th</sup> day of July, 2020.

  
\_\_\_\_\_  
Greg J. Duncan, Incorporator

This Instrument Prepared by: Greg J. Duncan, Attorney at Law, DENTONS BINGHAM GREENEBAUM LLP, 2700 Market Tower, 10 W. Market Street, Indianapolis, Indiana 46204-4900; (317) 635-8900.