

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MAYO CLINIC**

1. The name of the corporation is Mayo Clinic, a Minnesota nonprofit corporation.
2. The corporation's Articles of Incorporation are hereby amended and restated, and shall be superseded in their entirety, as follows:
3. These amended and restated Articles of Incorporation have been adopted in accordance with Minnesota Statutes Chapter 317A and are to be effective on May 17, 2017.

The undersigned, for the purpose of forming a corporation pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317A, and all future laws amendatory thereof and supplementary thereto, adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of this corporation is "Mayo Clinic."

**ARTICLE II  
PURPOSES AND POWERS**

This corporation is organized and shall be operated exclusively for charitable, educational, scientific, religious and literary purposes, all as contemplated and permitted by Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Within the framework and limitations of the foregoing, the general nature of the activities of this corporation and its general purpose, and the purpose and use for which its assets are received and held, is, and shall be, to conduct, execute and perform a public trust to support, aid and advance the study and investigation of human ailments and injuries, and the causes, prevention, relief and cure thereof, and the study and investigation of problems of hygiene, health and public welfare, and the promotion of medical, surgical and scientific learning, skill, education and investigation, to conduct the practice of medicine and surgery and allied services, to provide medical, surgical, nursing and hospital services, and to establish, operate and/or coordinate clinics, medical and surgical centers, hospitals and similar facilities, to assist and conduct or coordinate the conduct of, programs of medical education and medical research and to offer programs of graduate and undergraduate education and instruction in all fields of medicine, surgery and related scientific study or coordinate the same, and, in the broadest sense, to engage in and conduct and to aid and assist in medical, surgical and scientific education and research, to make gifts and grants for any charitable, educational, scientific, religious, literary or public purpose and to carry on such programs of public charity as may be incidental or related to the carrying out of the other stated purposes of the corporation; and, further, its plan of operation shall be to receive, by purchase, gift, grant, devise,

bequest or in any other lawful manner any real or personal property, and to hold, use, improve, operate, manage, lease, convey, convert, invest, dispose of by gift, sale, lease or otherwise, and transfer any or all of such real or personal property, and to use the same in any lawful manner for the furtherance of its general purposes, and to do and perform generally and anywhere all acts and things reasonably incident to the corporate purposes and objects, including the establishment, augmentation and administration of any fund or funds, which may be reasonably advantageous or convenient to the carrying out of the corporate purposes and objects and to disburse and expend the same and the income and earnings thereof, including funds which support the corporation's purposes but which also make grants and gifts to other organizations provided such grants and gifts are for any charitable, educational, scientific, religious or literary purpose within the meaning of Code Sections 170(c)(2) and 501(c)(3), and to promote and foster its corporate objects and purposes for itself and as agent, trustee or representative of others.

This corporation shall have power to transfer, assign and convey assets or properties which it may receive by gift or devise, provided that such transfer is not contrary to any provisions of the instrument evidencing the gift or devise of such property in the corporation.

### **ARTICLE III DIRECTORS**

The government of this corporation and the management of its affairs shall be vested in a Board of Trustees composed of not less than twelve nor more than thirty-two persons. The number, composition, manner of selection, terms and other qualifications of the Trustees shall be as set forth in the Bylaws of this corporation.

### **ARTICLE IV NO CAPITAL STOCK**

There shall be no capital stock of this corporation.

### **ARTICLE V PROHIBITED ACTIVITIES**

No part of the net income of the corporation shall ever inure to the benefit of its officers, trustees or any private individual, provided, however, that reasonable compensation may be paid for services rendered to the corporation. No member or trustee of the corporation shall have any personal liability for corporation obligations and the methods of enforcement and collection thereof. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, nor shall the corporation in any manner or to any extent participate in, or intervene in (including the publishing and distributing of statements), any political campaign on behalf of any candidate for public office.

**ARTICLE VI  
MEMBERS**

The members of the corporation and their classes, if any, rights and obligations shall be as set forth in the Bylaws of the corporation.

**ARTICLE VII  
REGISTERED OFFICE**

The registered office of this corporation is located at 200 First Street S.W., Rochester, MN 55905. The registered agent of the corporation is the corporate secretary, Joshua B. Murphy.

**ARTICLE VIII  
NO PERSONAL LIABILITY**

The members, officers and directors of this corporation shall not be personally liable to any extent whatsoever for any debts or obligations of this corporation.

**ARTICLE IX  
DISSOLUTION**

This corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of this corporation, and after the payment of all liabilities and obligations of this corporation and all costs and expenses incurred by this corporation in connection with such dissolution, and subject always to the further provisions of this Article IX, any remaining assets shall be distributed to and among some, any, or all of the federal, state, or local governments or political subdivisions thereof for public purposes, or such one or more corporations, associations, trusts, foundations, and institutions that are then in existence, that are exempt from federal income taxes under Section 501(a) of the Code, that are organized and operated exclusively for one or more purposes described in Sections 170(c)(2) and 501(c)(3) of the Code, and that are described in Section 501(c)(3) and in Section 509(a)(1), (2), or (3) of the Code, all in such proportions as shall be determined (1) by the Board of Trustees of this corporation if the dissolution of this corporation is not required by the laws of the State of Minnesota then in existence to be conducted under court supervision, or (2) by a court of competent jurisdiction if the dissolution of this corporation is required by the laws of the State of Minnesota then in existence to be conducted under court supervision. Notwithstanding anything apparently or expressly to the contrary contained in this Article IX, if any assets are then held by this corporation in trust or upon condition or subject to any executory or special limitation, and if the condition or limitation occurs by reason of the dissolution of this corporation, such assets shall revert or be returned, transferred, or conveyed in accordance with the terms and provisions of such trust, conditions, or limitation.

**ARTICLE X  
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the manner prescribed by the applicable statutes of the State of Minnesota.

The following Articles XI, XII, and XIII are included and remain in these Restated Articles of Incorporation for historical interest.

**ARTICLE XI**

The names of the original members and incorporators of this corporation are as follows: William J. Mayo, Charles H. Mayo, Henry S. Plummer, Edward Starr Judd, Donald C. Balfour, Burt W. Eaton, George W. Granger and Harry J. Harwick, all of whom reside at Rochester, Minnesota, and L. L. Brown, who resides at Winona, Minnesota.

**ARTICLE XII**

During the first year and until their successors are elected and qualified, William J. Mayo shall be Chairman, Charles H. Mayo shall be Vice Chairman and Henry J. Harwick shall be Secretary and Treasurer.

**ARTICLE XIII**

The first meeting of this corporation shall be held on the 14th day of October, 1919, at eight o'clock in the afternoon at the office of the Mayo Clinic in Rochester, Minnesota.

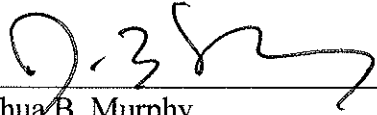
These Amended and Restated Articles of Incorporation are hereby adopted under the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317A.

The effective date of these Amended and Restated Articles of Incorporation shall be the later of the date filed within the meaning of Minnesota Statutes, Chapter 317A or May 17, 2017.

**IN WITNESS WHEREOF**, the undersigned, being duly authorized on behalf of said corporation, has executed this document this 12<sup>th</sup> day of May, 2017.

**Mayo Clinic**

By: \_\_\_\_\_

  
Joshua B. Murphy  
Secretary

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*Steve Simon*

Steve Simon  
Secretary of State