

Re: Incorporation of the ISPD

April 1, 2008

Dear ISPD Members:

To minimize the legal and financial liability to members of the ISPD, the council of the ISPD has decided to fully incorporate the Society, instead of just keeping it registered as a tax-exempt organization. Based on our research, we decided that the ISPD shall be incorporated in the state of Colorado in the USA, as it is one of the two states with laws most favorable for the incorporation of a not-for-profit entity such as the ISPD.

Based on our existing constitution and by-laws, we have engaged attorneys to prepare Articles of Incorporation and a new set of Bylaws for the Society. The major changes in the new Bylaws are:

1. Expansion of the council to include members from Eastern Europe, Oceania, and an additional nurse representative.
2. A revised clause on the procedure for nomination of Officers or council members which provides for open nomination from members if the nomination is supported by at least 10 members of the society and, in the case of nomination for President or President-elect, that the nominee has served on Council or as a committee Chair within the ten years immediately preceding the upcoming election.
3. A provision requiring a regular audit of the Society's assets.

The Bylaws and Articles of Incorporation are available for your perusal following this letter.

Pursuant to our current bylaws which require that amendment of the by-laws be approved at the business meeting of the ISPD, you are now being provided notice of the intent to ratify incorporation of the Society and the new bylaws at the General Assembly (Part I) of our Society which will take place during the **upcoming ISPD Congress in Istanbul, Turkey on June 21-24, 2008**. We encourage you to please participate in the General Assembly and vote in favor of these documents.

Time: 11:00-11:30 am (during the plenary session on History of PD)

Date: June 21, 2008, Saturday

Venue: Hall 1, Lutfi Kirdar Convention & Exhibition Center, Istanbul, Turkey

Thank you very much for your attention to this important matter.

By the order of the Council of the ISPD,



Olof Heimburger, MD
Secretary



Isaac Teitelbaum, MD
Treasurer

BYLAWS
OF
INTERNATIONAL SOCIETY OF PERITONEAL DIALYSIS
("the Corporation")

1. OFFICES.

The principal office of the Corporation shall be as stated in the Articles of Incorporation and shall generally be that of the Treasurer of the Corporation. Other offices and places of business may be established from time to time by resolution of the Board of Directors, which shall be referred to as the Council, and which shall have all of the powers of a Board of Directors under the law.

2. SEAL.

The seal of the Corporation shall have inscribed thereon the name of the Corporation, and the words, "Colorado" and "Seal", and shall be in such form as may be approved by the Council. The Council shall have the power to alter the seal of the Corporation at its pleasure.

3. MEMBERS.

3-A. Membership Classifications. The Corporation shall have the following classes of voting and nonvoting members, each requiring the qualifications and having the voting and other rights and privileges indicated: Active Members; Institutional Members; Honorary Members; and Corporate Members. Active Members shall be those individuals that have paid all required fees and dues for individual membership. Institutional Members shall consist of a principal member and up to nine nominated members from the same institute from a list of countries to be decided by the Council. Honorary Members are appointed by the Council on

suggestion by the awards committee. Corporate Members shall be entities that have paid all required fees and dues for corporate membership. Whenever the term “Members” is used herein without further modification it shall refer to all members of every class. A person or entity shall be a Member only if the Member’s membership has not been terminated as of the date of the meeting.

3-A-1. Voting Members. Voting Members shall be entitled to vote in the election and removal of Officers and Council Members, merger of the Corporation with another entity, dissolution of the Corporation, and on any other matter requiring membership approval under the Colorado Revised Nonprofit Corporation Act (the “Act”), the Articles of Incorporation, or these Bylaws. Voting members shall also be entitled to vote on any other matter submitted to a vote of the voting membership by resolution of the Council. There shall be two categories of Voting Members: Active Members and the Principal Member of an Institutional Member.

3-A-2. Nonvoting Members. Corporate Members, Honorary Members and Institutional Members other than the Principal Member of the Institutional Member, shall be nonvoting Members. The Corporation may have such other classes of nonvoting members as may be designated from time to time in the manner determined by the Council.

3-B. Qualifications of Members. Membership in the Corporation will be open to qualified clinical or scientific workers in the field of peritoneal dialysis. Candidates for membership must apply on forms supplied by the Corporation.

3-C. Election of Members. New members of any class shall be elected to membership by the Council with the benefit of recommendations by the membership committee. There shall be no limit to the number of members.

3-D. Privileges of Membership. Voting Members of the Corporation have a right to participate in the General Assembly (also referred to herein as the “Annual Meeting”) of the Corporation by voice and vote, shall receive official publications of the Corporation, and are eligible for election to Office or to the Council of the Corporation. The privileges of Nonvoting Members will be determined by the Council in liaison with the Corporate Members. Voting Members shall also have the right to approve election and removal of officers and Council Members, mergers of the Corporation with another entity, dissolution of the Corporation, and any other matters requiring member approval under the Articles of Incorporation, these Bylaws, or the Act.

3-E. Dues. The Council shall determine such membership initiation fees, periodic dues and other assessments, which may vary by class of membership, and such rules and procedures for the manner and method of payment, the collection of delinquent dues and assessments and the proration or refund of dues and assessment in appropriate cases, as the Council shall deem necessary or appropriate. The annual assessment on members shall be in advance on January 1.

3-F. Transfer of Membership. Membership in the Corporation is not transferrable or assignable. Members shall have no ownership rights or beneficial interests of any kind in the property of the Corporation. The Corporation shall not purchase the membership of a Member who resigns or whose membership is terminated.

3-G. Resignation of Members and Termination of Membership. Members may voluntarily withdraw from the Corporation by notifying the Secretary or Treasurer in writing. No Member may be expelled and no membership may be terminated except as provided in this paragraph. The Council may terminate the membership of any member who fails to pay his dues

for two consecutive years. The member shall be given written notice by the Council of the termination and the reasons therefore by e-mail, to the last known e-mail address of the Member shown on the Corporation's records, or by first-class or certified mail sent to the last address of the Members shown on the Corporation's records. A Member who has been expelled shall be liable to the Corporation for dues, assessments or fees as a result of obligations incurred or commitments made prior to expulsion.

3-H. Limitations on Use of Membership List. Unless the Council gives its consent, the Corporation's Membership list or any part thereof may not be: (i) obtained or used by any person for any purpose unrelated to a Member's interest as a Member; (ii) used to solicit money or property; (iii) used for any commercial purpose; or (iv) sold to or purchased by any person.

3-I. Liability to Third Parties. The Members, Council Members, Officers and employees of the Corporation are not, as such, liable for the acts, debts, liabilities or obligations of the Corporation.

3-J. Meetings.

3-J-1. Biannual Meeting of Members. Members are not required to meet annually, but shall instead meet biannually. Subject to Paragraph 7 of these Bylaws, the biannual meeting of the Voting Members shall be at the General Assembly, which shall be held at a time, date, and place established by resolution of the Council for the purpose of electing Officers and for the transaction of such other business as may come before the meeting.

3-J-2. Regular Meetings. Subject to Paragraph 6 of these Bylaws, regular meetings of the Members may be held from time to time with notice as provided in 3-J-4 below, at such place or places or time or times as determined by the Council. These meetings will

include congresses and scientific meetings for presentation and discussion of papers by Members and their guests. The scientific meetings shall be under the direction of a President of the Congress who will arrange the meeting with the advice of the Council. The Congress President shall be an ex-officio member of the Council.

3-J-3. Special Meetings. Subject to Paragraph 7 of these Bylaws, a special meeting of the Voting Members, for any purpose or purposes may be called at any time by the Council or by written demand of the Voting Members stating the purpose or purposes for calling the meeting signed and dated by the Voting Members holding at least 10% of all votes entitled to be cast on any issue proposed to be considered at the meeting. The record date for determining the Voting Members entitled to demand a special meeting is the date of the earliest of any of the demands pursuant to which the meeting is called or the date that is sixty (60) days before the date of the first of such demands is received by the Corporation whichever is later. If notice is not given within thirty (30) days after the date of the written demand or demands are delivered to an Officer, a person signing the demand may set the time and place of the meeting and give notice as provided in these Bylaws. Special meetings shall be held at such time and place as may be designated by the authority calling such meeting. The purpose of any special meeting of the Voting Members shall be stated in such notice. Only business within the purpose of purposes described in the notice may be conducted at a special meeting of the Voting Members.

3-J-4. Notice of Meetings and Waiver. Except as otherwise provided in Paragraph 3-J-2 of these Bylaws, notice of each meeting of the members stating the date, time and place of the meeting shall be given to each member entitled to vote at such member's business or residential address at least sixty (60) days prior thereto by the mailing of written

notice by first class, certified or registered mail, publication in one or more of Corporation's official publications mailed to such member last known address, by personal delivery or private carrier of written notice or by telephone, facsimile, electronic transmission or any other form of wire or wireless communication. The method of notice need not be the same as to each member. Written notice, if in a comprehensible form, is effective at the earliest of: (i) the date received; (ii) five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; and (iii) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Oral notice is effective when communicated in a comprehensible manner. If transmitted by facsimile, electronic transmission or by other form of wire or wireless communication, notice shall be deemed to be given when the transmission is complete. A member may waive notice of any meeting, in writing, before or after the time and date of the meeting stated in the notice. The presence of any member at a meeting shall constitute waiver of notice of such meeting except as otherwise provided by law. Unless specifically required by law, the Articles of Incorporation or these Bylaws, neither the business to be transacted at, nor the purpose of, any meeting of the Voting Members need be specified in the notice or waiver of notice of such meeting.

3-K. Place of Meetings and Telephonic Meetings. Except as otherwise provided in these Bylaws, meetings may be held within or without the State of Colorado at such time and place as the notice or waiver thereof, if any, may specify. If no designation is made in the notice or waiver, the place of meeting shall be the principal office of the Corporation. Voting Members may participate in any meeting of the Members through the use of any means of communication by which all the Voting Members participating in the meeting can hear each

other during the meeting. An individual participating in a meeting in this manner is deemed to be present in person at the meeting.

3-L. Quorum and Written Proxy. A quorum at all meetings of the Members shall consist of the Voting Members in attendance at the meeting who are entitled to vote on a matter, unless otherwise provided for in the Corporation's Articles of Incorporation, these Bylaws or by law. All matters to be voted upon require the act of a majority of Voting Members in attendance at a meeting at which a quorum is present unless otherwise provided for in the Corporation's Articles of Incorporation, these Bylaws or by law. As provided in C.R.S. § 7-127-203, for purposes of determining a quorum and for purposes of casting a vote for or against a particular proposal, a member may be deemed to be present and to vote if a member grants a signed, written proxy to another member.

4. DIRECTORS

4-A. Board of Directors.

4-A-1. Number, Qualifications and Term. The affairs of the Corporation shall be managed by a Board of Directors, which shall be referred to as the Council. The Council shall have all of the duties and powers of a Board of Directors under the law. The members of the Board of Directors shall be referred to as Council Members, and shall have all of the duties and powers of members of the Board of Directors under the law. The number of Council Members shall be from fourteen (14) to seventeen (17) as determined by the by Council from time to time. Council Members shall be Voting Members of the Corporation, and shall include the President, President-Elect, Secretary and Treasurer of the Corporation, with the remaining Council Members elected by the Council. Additionally, Committee Chairpersons, immediate past president, the Congress President, and the editor of the official Society

Publications shall be ex-officio members of the Council without vote. At least two Council Members shall be from each of the regions of Asia, North America, Western Europe, and at least one Council Member shall be from each of the regions of Africa/Middle East, Eastern Europe, Latin America, and Oceania. At least two Council Members shall be nurses from two different continents, and at least one Council Member shall be a pediatric nephrologist. Residency requirements of additional Council Members shall be as determined from time to time by the Council. The term of office of the initial Council Members shall be the remainder of the initial Council Member's term as a Councillor of the Corporation while it was an unincorporated association, as of the date of incorporation of the Corporation. The terms of office of the Council Members, other than the initial Council Members, shall be for four (4) years, or, if later, until their successors have been elected or appointed and qualified. A Council member may be reelected for a second four year term.

4-A-2. Election of Council Members. The initial Council Members of the Corporation shall be those Councillors in place immediately prior to incorporation of the Corporation who were serving as Councillors when the Corporation was organized as an unincorporated association. Council Members, other than the initial Council Members, shall be elected by the Council, and those elected shall assume office at the termination of the Assembly. On behalf of the Council, a nominating committee shall submit a written list of candidates to the membership at least one hundred eighty (180) days before the General Assembly. Any Voting Member may then within sixty (60) days submit to the Secretary/Treasurer alternative nominees with a written brief resume of qualifications and verification of willingness to serve. This nomination must be supported by at least ten (10) Members of the Corporation. At least sixty

(60) days before the General Assembly, a final written list of the nominees shall be sent to Voting Members. The Council may fill any interim vacancy in its membership.

4-B. Regular Meetings. Subject to Paragraph 7 of these Bylaws, regular meetings of the Council may be held at such time as place as determined by the Council, with notice as provided in 4-C below, at such place or places or time or times as determined by the Council.

4-C. Special Meetings. Subject to Paragraph 7 of these Bylaws, special meetings of the Council may be called at any time by the President, or by 30% of the Council Members. If the President or the Council Members so calling the meeting in his or her sole judgment determine(s) that emergency circumstances require a more immediate special meeting, in such case the required notice shall be reduced to 24 hours using all of the methods described in the prior sentence except by U.S. mail.

4-D. Notice of Meetings and Waiver. Except as otherwise provided in Paragraph 4-D of these Bylaws, notice of each meeting of the Council stating the date, time and place of the meeting shall be given to each Council Member at such Council Member's business or residential address at least thirty (30) days prior thereto by the mailing of written notice by first class, certified or registered mail, by personal delivery or private carrier of written notice or by telephone, facsimile, electronic transmission or any other form of wire or wireless communication. The method of notice need not be the same as to each Council Member. Written notice, if in a comprehensible form, is effective at the earliest of: (i) the date received; (ii) five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; and (iii) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, and the receipt is

signed by or on behalf of the addressee. Oral notice is effective when communicated in a comprehensible manner. If transmitted by facsimile, electronic transmission or by other form of wire or wireless communication, notice shall be deemed to be given when the transmission is complete. A Council Member may waive notice of any meeting, in writing, before or after the time and date of the meeting stated in the notice. The presence of any Council Member at a meeting shall constitute waiver of notice of such meeting except as otherwise provided by law. Unless specifically required by law, the Articles of Incorporation or these Bylaws, neither the business to be transacted at, nor the purpose of, any meeting of the Council need be specified in the notice or waiver of notice of such meeting.

4-E. Place of Meetings and Telephonic Meetings. Meetings may be held within or without the State of Colorado at such time and place as the notice or waiver thereof, if any, may specify. Any Council Member (or any member of any committee designated by the Board) may be permitted by the Council to participate in any regular or special meeting of the Council or a committee thereof through the use of any means of communication by which all the Council Members participating in the meeting can hear each other during the meeting. An individual participating in a meeting in this manner is deemed to be present in person at the meeting.

4-F. Quorum and Written Proxy. A quorum at all meetings of the Council shall consist of fifty percent (50%) of the Council Members entitled to vote who are then in office unless otherwise provided for in the Corporation's Articles of Incorporation, these Bylaws or by law, but a smaller number may adjourn from time to time without further notice, until a quorum is secured. All matters to be voted upon require the act of a majority of Council Members entitled to vote in attendance at a meeting at which a quorum is present unless otherwise

provided for in the Corporation's Articles of Incorporation, these Bylaws or by law. As provided in C.R.S. § 7-128-205(4), for purposes of determining a quorum and for purposes of casting a vote for or against a particular proposal, a Council Member may be deemed to be present and to vote if a Council Member grants a signed, written proxy to another Council Member. The proxy must direct a vote to be cast with respect to a particular proposal that is described with reasonable specificity in the proxy.

4-G. Vacancies. Any vacancy occurring in the Council shall be filled by the Council. A Council Member who fills a vacancy shall do so for the unexpired term of his or her predecessor in office and shall hold such office until his or her successor is duly appointed and qualified. Any Council position to be filled by reason of any increase in the number of Council Members shall be filled by Council. A Council Member chosen to fill a position resulting from an increase in the number of Council Members shall hold office until the next election of the Council.

4-H. Removal. Any Officer who is a Council Member and elected by the Voting Members may be removed from Council with or without cause by a majority of the Voting Members. Any Council Member elected by the Council may be removed with or without cause by a majority of the Council. The decision of the Voting Members, or of the Council as the case may be, shall be final.

4-I. Resignation. Any Council Member may resign at any time by giving written notice of such resignation to the Corporation's Council, to the Voting Members, or to the President. A Council Member's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary

to make it effective. A Council Member shall be deemed to have resigned in the event of such Council Member's incapacity as determined by a court of competent jurisdiction.

4-J. Compensation and Expense Reimbursement. Council Members of the Corporation may not receive compensation for services rendered as a Council Member for the Corporation. A Council Member may be reimbursed for actual reasonable expenses incurred to carry out his or her duties as a Council Member.

4-K. Loans. No loans shall be made by the Corporation to its Council Members.

4-L. Advisory Board and Committees. The Council may appoint one or more advisory boards and advisory committees. The membership of any advisory board or advisory committee shall be determined solely by the Council. Members of any advisory board or advisory committee shall advise the Council on any matter concerning the Corporation as requested by the Council. Members of any advisory board or advisory committee shall have no voting rights with respect to the management of the Corporation.

4-M. Executive and Other Committees. The President may designate an executive committee or one or more other committees, as deemed necessary to conduct the business of the Corporation. Each committee shall have and may exercise such authority of the Council as shall be provided in the resolution, except as otherwise prohibited by law.

4-N. Conflicting Interest Transaction. The Corporation and the members of the Council of the Corporation shall at all times be subject to the provisions of C.R.S. § 7-128-501 as follows:

4-N-1. As used in this section, "conflicting interest transaction" means: A contract, transaction, or other financial relationship between a nonprofit corporation and a

Council Member of the nonprofit corporation, or between the nonprofit corporation and a party related to a Council Member, or between the nonprofit corporation and an entity in which a Council Member of the nonprofit corporation is a Council Member or officer or has a financial interest.

4-N-2. No loans shall be made by a corporation to its Council Members or officers. Any Council Member or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until the repayment thereof.

4-N-3. No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a member or by or in the right of the nonprofit corporation, solely because the conflicting interest transaction involves a Council Member of the nonprofit corporation or a party related to a Council Member or an entity in which a Council Member of the nonprofit corporation is a Council Member or officer or has a financial interest or solely because the Council Member is present at or participates in the meeting of the nonprofit corporation's Council or of the committee of the Council that authorizes, approves, or ratifies the conflicting interest transaction or solely because the Council Member's vote is counted for such purpose if:

(a) The material facts as to the Council Member's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Council or the committee, and the Council or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Council Members, even though the disinterested Council Members are less than a quorum; or

(b) The material facts as to the Council Member's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or

(c) The conflicting interest transaction is fair as to the nonprofit corporation.

5. OFFICERS.

5-A. Election of Officers, Qualifications and Term. Officers of the Corporation shall be elected by the Voting Members at the General Assembly, and may, but need not, include any of the following: a president who shall preside at the meetings of the Council, a president-elect who shall preside in the absence of the president, a secretary, a treasurer, and such other officers and assistant officers as may be deemed necessary. On behalf of the Council a nominating committee shall submit a list of candidates to the membership in writing, at least one hundred eighty (180) days before the General Assembly. Any Voting Member may then within sixty (60) days submit to the Secretary/Treasurer alternative nominees with a written brief resume of qualifications and verification of willingness to serve. If being nominated for President or President-elect, the nominee must have served on Council or as a committee chair within the ten years immediately preceding the upcoming election. Alternative nominations for any officer must be supported by at least ten (10) Members of the Corporation. At least sixty (60) days before the general assembly, a final written list of the nominees will be sent to Voting Members. Any two offices may be held by the same person. The initial Officers of the Corporation shall be those officers in place immediately prior to incorporation of the Corporation, who were serving as officers when the Corporation was organized as an

association. The term of office of the initial Officers shall be the remainder of the initial Officer's term as an Officer of the Corporation while it was an unincorporated association, as of the date of incorporation of the Corporation. Officers, other than the initial officers, shall serve a term of two years. The Treasurer and Secretary may serve more than one term. Unless removed in accordance with procedures established by law and these Bylaws, the officers shall serve until their respective successors, if any, are elected and are qualified. Newly elected officers shall assume office at the termination of the General Assembly, except that the Treasurer shall assume office on January 1st following the General Assembly. The outgoing treasurer shall remain on the Council without voting rights until December 31st after the General Assembly. The Treasurer shall be domiciled in the United States of America to facilitate compliance with rules governing the tax exempt status of the Corporation.

5-B. Officers. The officers of the Corporation, if there are any, shall exercise and perform the respective powers, duties and functions as are stated below, and as may be assigned by the Council.

5-B-1. The president shall be the chief executive officer of the Corporation and shall, subject to the control of the Council, have general supervision, direction and control of the affairs and officers of the Corporation. Unless some other person is specifically authorized by the Council, the president shall sign all bonds, deeds, mortgages, leases and contracts of the Corporation. The president shall perform all the duties commonly incident to this office and such other duties as the Council shall designate.

5-B-2. The president-elect shall serve as president in the president's absence and shall carry on such other duties as may be assigned to him or her by the Council of the Corporation or by these Bylaws.

5-B-3. The secretary shall keep accurate minutes of all meetings of the Council. He or she or in his or her place, the treasurer, shall be responsible for giving any required notice of meetings of the Council. The secretary shall be the custodian of the records and of the seal of the Corporation and shall attest the affixing of the seal of the Corporation when so authorized. The secretary shall perform all duties commonly incident to his or her office and such other duties as may from time to time be assigned to him or her by the president.

5-B-4. The treasurer, subject to the order of the Council, shall have the care and custody of the money, funds, valuable papers and documents of the Corporation. He or she shall keep correct and complete books and records of accounts of the Corporation's transactions, which shall be the property of the Corporation, and shall render financial reports and statements of condition of the Corporation when so requested by the Council or the president. The treasurer shall perform all duties commonly incident to his or her office and such other duties as may from time to time be assigned to him or her by the president.

5-C. Compensation and Expense Reimbursement. Officers of the Corporation may not receive compensation for services rendered as an officer of the Corporation. An officer may be reimbursed for actual reasonable expenses incurred to carry out his or her duties as an officer.

5-D. Disability. In the absence or disability of any officer, the Council may delegate the powers or duties of such officer to any other officer whom it may select, unless otherwise specifically provided for in these Bylaws.

5-E. Removal. Any officer or agent elected by the Voting Members may be removed with or without cause as an officer or agent by the Voting Members. Any Officer

elected by the Council may be removed with or without cause by the Council. The decision of the Voting Members, or of the Council as the case may be, shall be final.

5-F. Resignation. Any officer may resign at any time by giving written notice of such resignation to the Council or to the president.

5-G. Vacancies. Any vacancy occurring in any office may be filled by the Council. An officer who fills a vacancy shall do so for the unexpired term of his or her predecessor in office and shall hold such office until his or her successor is duly appointed and qualified.

5-H. Loans. No loans shall be made by the Corporation to its officers.

5-I. Waiver of Notice. Any officer may waive, in writing, any notice of a meeting required to be given by law or these Bylaws, either before or after the time of such meeting. Participation by an officer in a meeting shall constitute a waiver by such officer of the notice requirement.

6. FINANCE AND RECORDS.

6-A. Banking. The monies of the Corporation shall be deposited in the name of the Corporation in such bank or banks or trust or investment company or trust or investment companies, as the Council shall designate, and may be drawn out only on checks signed in the name of the Corporation by such person or persons as the Council by appropriate resolution may direct. Notes and commercial paper, when authorized by the Council, shall be signed in the name of the Corporation by such officer or officers or agent or agents as shall be authorized from time to time by a resolution of the Council. Such authority may be general or confined to specific instances.

6-B. Fiscal Year. The fiscal year of the Corporation shall be determined by resolution of the Council.

6-C. Auditors. The book of the Corporation shall be audited by an independent auditor at least every two years, and the report shall be made available to the Members in the manner determined by Council.

6-D. Financial Statements. Upon the written request of any Member, the Corporation shall mail to such member its most recent annual financial statements, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and the results of its operations.

6-E. Corporate Records. The Corporation shall keep as permanent records minutes of all meetings of its Voting Members and Council, a record of all actions taken by the Voting Members or Council without a meeting and of actions taken by a committee in place of the Council, and a record of all waivers of notices of meetings of Voting Members, the Council or any committee. The Corporation shall also maintain the following records: (i) appropriate accounting records; (ii) a record of its Voting Members which permits preparation of a list of the name and address of all Voting Members in alphabetical order, by class; (iii) its Articles of Incorporation and Bylaws; (iv) Council resolutions relating to the characteristics, qualifications, rights, limitations and obligations of Members or any class or category of Members; (v) minutes of all Voting Members' meetings and records of all actions taken by Voting Members without a meeting for the past three (3) years; (vi) all written communications within the past three (3) years to Voting Members; (vii) a list of the names and business or home addresses of its current Council Members and Officers; (viii) a copy of its most recent corporate report delivered to the Secretary of State; (ix) all financial statements prepared for periods during the last three (3) years

that a Voting Member could have requested under Colorado law; and (x) the Corporation's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service.

6-F. Inspection and Copying of Corporate Records. Upon written demand delivered at least five (5) business days before the date on which a Voting Member wishes to inspect and copy any of the corporate records identified in 6-E (iii) to (x) above, a member, its agent or attorney is entitled to inspect and copy such records during regular business hours at the Corporation's principal office. The Corporation may impose a reasonable charge, covering the costs of labor and material, for copies of the documents provided. The charge may not exceed the estimated cost of production and reproduction of the records. A Voting Member may also inspect any other records at a reasonable location specified by the Corporation upon the same terms and conditions. Voting Members entitled to inspect these other records must also meet the following requirements: (i) the Voting Member must have been a member at least three (3) months immediately preceding the demand or hold at least 5% of the voting power as of the date of the demand; (ii) the demand must be made in good faith and for a proper purpose; (iii) the Voting Member must describe with reasonable particularity the purpose and the records the member desires to inspect; and (iv) the records must be directly connected with the described purpose. The rights set forth in this paragraph may not be abolished or limited by the Articles of Incorporation or Bylaws.

7. ACTION WITHOUT A MEETING.

7-A. Action by Council. Notwithstanding any other provision in these Bylaws, any action required to be taken at a meeting of the Council or any action which may be taken at any such meeting, may be taken without a meeting pursuant to C.R.S. § 7-128-202, if each and

every member of the Council in writing votes for, votes against or abstains from voting on such action and waives the right to demand that action not be taken without a meeting, and the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Council Members then in office were present and voted.

7-B. Action by Members. Notwithstanding any other provision in these Bylaws, any action required to be taken at a meeting of the Members, or any action which may be taken at any such meeting, may be taken without a meeting pursuant to C.R.S. § 7-127-107, if each and every Voting Member entitled to vote with respect to the subject matter of the action unanimously agree and consent in writing to take such action without a meeting. Action by written ballot may be taken as provide under the Act. A written ballot may not be revoked.

8. INDEMNIFICATION OF COUNCIL MEMBERS, OFFICERS, EMPLOYEES AND AGENTS.

8-A. Definitions. For purposes of this Article, the following terms shall have the meanings set forth below:

8-A-1. "Corporation" means the Corporation and, in addition to the resulting or surviving corporation, any domestic or foreign entity that is a predecessor of a corporation by reason of a merger, consolidation or other transaction in which the predecessor's existence ceased upon consummation of the transaction.

8-A-2. "Council Member" means an individual who is or was a Council Member of the Corporation, and an individual who, while such a Council Member of the Corporation, is or was serving at the Corporation's request as a Council Member, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or other entity

or employee benefit plan. A Council Member shall be considered to be serving an employee benefit plan at the Corporation's request if his or her duties to the Corporation also impose duties on, or otherwise involve services by, the Council Member to the plan or to participants in or beneficiaries of the plan. "Council Member" includes, unless the context otherwise requires, the estate or personal representative of a Council Member.

8-A-3. "Expenses" means the actual and reasonable expenses, including counsel's fees, incurred by a party in connection with a proceeding.

8-A-4. "Liability" means the obligation incurred with respect to a proceeding to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to a private foundation or an employee benefit plan) or reasonable expenses.

8-A-5. "Official capacity", when used with respect to a Council Member of the Corporation, means the office of Council Member in the Corporation and, when used with respect to a person in a capacity other than as a Council Member (even if such person is also a Council Member), means the office in the Corporation held by the officer or the employment, fiduciary, or agency relationship undertaken by the employee, fiduciary, or agent on behalf of the Corporation in the performance of his or her duties in his or her capacity as such officer, employee, fiduciary, or agent. "Official capacity" does not include service for any other foreign or domestic corporation or for any other entity or employee benefit plan when acting directly on behalf of such other corporation, entity or employee benefit plan as a Council Member, officer, employee, fiduciary or agent thereof.

8-A-6. "Party" means any person who was, is, or is threatened to be made, a named defendant or respondent in a proceeding by reason of the fact that such person is or was a Council Member, officer, employee or fiduciary of the Corporation, and any person who, while

a Council Member, officer, employee or fiduciary of the Corporation, is or was serving at the request of the Corporation as a Council Member, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any other entity or employee benefit plan. A party shall be considered to be serving an employee benefit plan at the Corporation's request if such party's duties to the Corporation also impose duties on or otherwise involve services by such party to the plan or to participants in or beneficiaries of the plan. "Party" includes, unless the context otherwise requires, the estate or personal representative of such party.

8-A-7. "Proceeding" means any threatened, pending or completed action, suit or proceeding, or any appeal therein, whether civil, criminal, administrative, arbitrative or investigative (including an action by or in the right of the Corporation) and whether formal or informal.

8-B. Right to Indemnification.

8-B-1. Standards of Conduct. Except as provided in Paragraph 8-B-4 below, the Corporation shall indemnify any party to a proceeding against liability incurred in or as a result of the proceeding if (a) such party conducted himself or herself in good faith, (b) such party reasonably believed (i) in the case of a Council Member acting in his or her official capacity, that his or her conduct was in the Corporation's best interests, or (ii) in all other cases, that such party's conduct was at least not opposed to the Corporation's best interests, and (c) in the case of any criminal proceeding, such party had no reasonable cause to believe his or her conduct was unlawful. For purposes of determining the applicable standard of conduct under this Paragraph 8-B, any party acting in his or her official capacity who is also a Council Member

of the Corporation shall be held to the standard of conduct set forth in Paragraph 8-B-1(b)(i), even if such party is sued solely in a capacity other than as such Council Member.

8-B-2. Employee Benefit Plan. A party's conduct with respect to an employee benefit plan for a purpose such party reasonably believed to be in the interests of the participants in or beneficiaries of the plan is conduct that satisfies the requirement of Paragraph 8-B-1(b)(ii). A party's conduct with respect to an employee benefit plan for a purpose that such party did not reasonably believe to be in the interests of the participants in or beneficiaries of the plan shall be deemed not to satisfy the requirements of Paragraph 8-B-1(a).

8-B-3. Settlement. The termination of any proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, determinative that the party did not meet the applicable standard of conduct set forth in Paragraph 8-B-1.

8-B-4. Indemnification Prohibited. Except as hereinafter set forth in Paragraph 8-B-5, the Corporation may not indemnify a party under this Paragraph 8-B either in connection with (a) any proceeding by or in the right of the Corporation in which the party is or has been adjudged liable to the Corporation, or (b) any proceeding charging that the party derived an improper personal benefit, whether or not involving action in the party's official capacity, in which proceeding the party is adjudged liable on the basis that he or she derived an improper personal benefit (even if the Corporation was not thereby damaged).

8-B-5. Court-Ordered Indemnification. Notwithstanding the foregoing, the Corporation shall indemnify any party if and to the extent required by the court conducting the proceeding, or any other court of competent jurisdiction to which the party has applied, if it is determined by such court, upon application by the party, that despite the adjudication of liability

in the circumstances described in clauses (a) and (b) of Paragraph 8-B-4 or whether or not the party met the applicable standard of conduct set forth in Paragraph 8-B-1, and in view of all relevant circumstances, the party is fairly and reasonably entitled to indemnification for such expenses as the court deems proper in accordance with the Act.

8-B-6. Claims by or in the Right of Corporation. Indemnification permitted under this Paragraph 8-B in connection with a proceeding by or in the right of the Corporation shall be limited to reasonable expenses incurred in connection with the proceeding. If the Corporation indemnifies or advances expenses to a party under this Article in connection with a proceeding by or in the right of the Corporation, the Corporation shall give written notice of such indemnification or advance to the voting members, if any, with or before the notice of the next members' meeting. If the next member action is taken without a meeting at the instigation of the Council, such notice shall be given to the voting members at or before the time the first member signs a writing consenting to such action.

8-B-7. Combined Proceedings. If any claim made by or in the right of the Corporation against a party is joined with any other claim against such party in a single proceeding, the claim by or in the right of the Corporation (and all expenses related thereto) shall nevertheless be deemed the subject of a separate and distinct proceeding for purposes of this Article.

8-C. Prior Authorization Required. Any indemnification under Paragraph 8-B (unless ordered by a court) shall be made by the Corporation only if authorized in the specific case after a determination has been made that the party is eligible for indemnification in the circumstances because the party has met the applicable standard of conduct set forth in Paragraph 8-B-1 and after an evaluation has been made as to the reasonableness of the expenses.

Any such determination, evaluation and authorization shall be made by the Council by a three-quarters (3/4) vote of a quorum of such Board, which quorum shall consist of all Council Members not parties to the subject proceeding, or by such other person or body as permitted by law.

8-D. Success on Merits or Otherwise. Notwithstanding any other provision of this Article, the Corporation shall indemnify a party to the extent such party has been wholly successful, on the merits or otherwise, including without limitation, dismissal without prejudice or settlement without admission of liability, in defense of any proceeding, against reasonable expenses incurred by such party in connection therewith.

8-E. Advancement of Expenses. The Corporation shall pay for or reimburse the reasonable expenses, or a portion thereof, incurred by a party in advance of the final disposition of the proceeding if: (1) the party furnishes the Corporation a written affirmation of such party's good faith belief that he or she has met the standard of conduct described in Paragraph 8-B-1; (2) the party furnishes the Corporation a written undertaking, executed personally or on behalf of such party, to repay the advance if it is ultimately determined that the party did not meet such standard of conduct; and (3) authorization of a payment and a determination that the facts then known to those making the determination would not preclude indemnification under this Article have been made in the manner provided in Paragraph 8-C. The undertaking required by clause (2) must be an unlimited general obligation of the party, but need not be secured and may be accepted without reference to financial ability to make repayment.

8-F. Payment Procedures. The Corporation shall promptly act upon any request for indemnification, which request must be in writing and accompanied by the order of

court or other reasonably satisfactory evidence documenting disposition of the proceeding in the case of indemnification under Paragraph 8-D and by the written affirmation and undertaking to repay as required by Paragraph 8-E in the case of indemnification under such section. If no disposition of such claim is made within ninety (90) days after written request for indemnification is made, the claimant may apply by way of civil action in any court of competent jurisdiction for an adjudication as to the validity and extent of the claim. A party's expenses incurred in connection with successfully establishing such party's right to indemnification, in whole or in part, in any such proceeding shall also be paid by the Corporation.

8-G. Insurance. By action of the Council, notwithstanding any interest of the Council Members in such action, the Corporation may purchase and maintain insurance in such amounts as the Council deems appropriate to protect itself and any person who is or was a Council Member, officer, employee, fiduciary or agent of the Corporation, or who, while a Council Member, officer, employee, fiduciary or agent of the Corporation, is or was serving at the request of the Corporation as a Council Member, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any other entity or employee benefit plan against any liability asserted against or incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under applicable provisions of law or this Article. Any such insurance may be procured from any insurance company designated by the Council, whether such insurance company is formed under the laws of Colorado or any other jurisdiction, including any insurance company in which the Corporation has an equity or any other interest, through stock ownership or otherwise. The Corporation may create a trust fund, grant a security

interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such sums as may become necessary to effect indemnification as provided herein.

8-H. Right to Impose Conditions to Indemnification. The Corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as may appear appropriate to the Council in each specific case and circumstances, including but not limited to any one or more of the following: (1) that any counsel representing the party to be indemnified in connection with the defense or settlement of any proceeding shall be counsel mutually agreeable to the party and to the Corporation; (2) that the Corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the party to be indemnified; and (3) that the Corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified party's right of recovery, and that the party to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the Corporation.

8-I. Other Rights and Remedies. The indemnification provided by this Article shall be in addition to other rights to indemnification which a party may have or hereafter acquire by virtue of applicable statute.

8-J. Applicability; Effect. The indemnification provided in this Article shall be applicable to acts or omissions that occurred prior to the adoption of this Article, shall continue as to any party entitled to indemnification under this Article who has ceased to be a Council Member, officer, employee, fiduciary or agent of the Corporation or, at the request of the Corporation, was serving as and has since ceased to be a Council Member, officer, partner, trustee, employee, fiduciary or agent of any other domestic or foreign corporation, or of any

other entity or employee benefit plan, and shall inure to the benefit of the estate and personal representatives of each such person. The repeal or amendment of this Article or of any section or provision hereof that would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the Corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions that occurred prior to such repeal or amendment. All rights to indemnification under this Article shall be deemed to be provided by a contract between the Corporation and each party covered hereby.

8-K. Indemnification of Agents. The Corporation shall have the right, but shall not be obligated, to indemnify any agent of the Corporation who is not otherwise covered by this Article to the fullest extent permissible by the laws of Colorado. Unless otherwise provided in any separate indemnification arrangement, any such indemnification shall be made only as authorized in the specific case in the manner provided in Paragraph 8-C.

8-L. Savings Clause; Limitation. If this Article or any paragraph or provision hereof shall be invalidated by any court on any ground, then the Corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of this Article that shall not have been invalidated. Notwithstanding any other provision of these Bylaws, the Corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Notwithstanding any other provision of these Bylaws, if the Corporation is found to be a private foundation in a final

determination, then the Corporation shall neither indemnify any person nor purchase any insurance if such indemnification or purchase of insurance would be considered an act of self-dealing under Section 4941 of the Code.

9. EMERGENCY POWERS AND BYLAWS.

An "emergency" exists for the purposes of this section if a quorum of the Council Members cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Council may: (i) modify lines of succession to accommodate the incapacity of any Council Member, officer, employee or agent; and (ii) relocate the principal office, designate alternative principal offices or regional offices, or authorize officers to do so. During an emergency, notice of a meeting of the Council, if normally required, only needs to be given to those Council Members whom it is practicable to reach and may be given in any practicable manner including by publication or radio. One or more officers of the Corporation present at a meeting of the Council may be deemed Council Members for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds the Corporation and may not be the basis for imposing liability on any Council Member, officer, employee or agent of the corporation on the ground that the action was not authorized. The Council may also adopt emergency bylaws, which may include provisions necessary for managing the Corporation during the emergency including: (i) procedures for calling a meeting of the Council; (ii) quorum requirements for the meeting; and (iii) designation of additional or substitute Council Members. The emergency bylaws shall remain in effect during the emergency and not be in effect after the emergency ends.

10. AMENDMENTS TO BYLAWS.

These Bylaws may be altered, amended, changed or repealed at any time by the Voting Members at a duly constituted meeting of the Members by a two-thirds (2/3) vote of the Voting Members present at the meeting or by action without a meeting as provided in Paragraph 7 of these Bylaws and C.R.S. § 7-127-107. Amendments to the Bylaws must be proposed to the Council in writing (which includes by electronic mail) by five Members. Such proposed amendments must be circulated to the Members via electronic mail, through publication in the society official journal, on the Corporation's web site or by mail, at least sixty (60) days prior to the meeting of Members at which the action will be voted upon.

AS APPROVED BY THE MEMBERSHIP OF
INTERNATIONAL SOCIETY OF PERITONEAL
DIALYSIS
effective _____, 20____.

Olof Heimbürger, Secretary

ARTICLES OF INCORPORATION

OF

INTERNATIONAL SOCIETY FOR PERITONEAL DIALYSIS

The incorporator, who is a natural person at least eighteen (18) years of age or older, hereby causes to have established a nonprofit corporation pursuant to the Colorado Revised Nonprofit Corporation Act and adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is:

INTERNATIONAL SOCIETY FOR PERITONEAL DIALYSIS

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

PURPOSES AND POWERS

A. Purposes. The Corporation is formed exclusively for educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The specific educational and scientific purposes of the Corporation will

include, but shall not be limited to, advancing the knowledge of peritoneal dialysis and promoting advancement of such knowledge through international scientific meetings and scientific publications.

B. Powers. In furtherance of the foregoing purposes and objects (but not otherwise) and subject to the restrictions in Section C. of this Article, the Corporation shall have and may exercise all such powers as are expressly or indirectly conferred upon nonprofit corporations organized under the laws of the State of Colorado, except as limited by the Articles of Incorporation and including, without limiting the generality of the foregoing, receiving from any source whatsoever, maintaining and dealing with, in any manner whatsoever, real or personal property or a fund or funds consisting of real or personal property provided, however, that such use be exclusively and irrevocably applied to the exempt purposes of the Corporation.

C. Restrictions Upon the Powers of Directors and Others.

1. No part of the net earnings of the Corporation shall inure to the benefit of any director (referred to herein as “council member”), or officer of the Corporation or any other private individual (except that reasonable payments may be paid for expenses incurred and services performed on behalf of the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any other private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise. Any and all property, both real and personal, which may be owned by this Corporation at any time, is and shall always be exclusively and irrevocably dedicated to the exempt purposes of this Corporation. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation. The Corporation shall not

participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

2. No part of the assets of the Corporation shall be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation, if such contribution would not be permitted to be made (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law) and (ii) by a corporation described in Sections 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), 2522(a)(2) or 2522(b)(2) of the Code (or the corresponding provisions of any future United States Internal Revenue law).

3. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law), and (ii) by a corporation described in Sections 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), 2522(a)(2) or 2522(b)(2) of the Code (or the corresponding provisions of any future United States Internal Revenue law).

4. Upon dissolution of the Corporation, the assets of the Corporation shall be disposed of according to the procedure outlined in the Colorado Revised Statutes Section (“C.R.S. §”) 7-133-102(2) and Article 134 of the Colorado Revised Nonprofit Corporation Act. After the liabilities of the Corporation have been discharged or provided for the Corporation's remaining assets shall be disposed of exclusively for the purposes of the Corporation or

distributed to such organization or organizations then qualified as exempt from taxation under Section 501(c)(3) of the Code or to a qualified governmental unit described in Section 170(c)(1) (or the corresponding provision of any future United States Internal Revenue law), as is determined by the then-acting Board of Directors, referred to herein as Council. If such determination cannot be made for any reason, such determination shall be made by the District Court in and for the county in which the principal office of the Corporation was last located, exclusively for such purposes of the Corporation or to such organization or organizations or governmental unit or units as said court shall determine, which are organized and operated exclusively for such purposes.

5. Notwithstanding any other provision of these Articles of Incorporation, if the Corporation is at any time classified as a private foundation within the meaning of Section 509(a) of the Code (or the corresponding provision of any future United States Internal Revenue law), the Corporation shall from that time forward:

a. Distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code (or the corresponding provision of any future United States Internal Revenue law);

b. Not engage in any act of self-dealing, as defined in Section 4941(d) of the Code (or the corresponding provision of any future United States Internal Revenue law);

c. Not retain any excess business holdings, as defined in Section 4943(c) of the Code (or the corresponding provision of any future United States Internal Revenue law);

d. Not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code (or the corresponding provision of any future United States Internal Revenue law); and

e. Not make any taxable expenditures, as defined in Section 4945(d) of the Code (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE IV

BOARD OF DIRECTORS

The control and management of the affairs of the Corporation and of the disposition of its funds and property shall be vested in a Board of Directors, also referred to herein as the Council. The number of directors, also referred to herein as council members, their terms of office and the manner of their selection and election shall be determined according to the Bylaws of the Corporation from time to time in force. The names and addresses of the initial members of the Council are as follows:

Wai-Kei Lo, Tung Wah Hospital, 12 Po Yan Street, Hong Kong, China

John Burkart, Wake Forest University School of Medicine, Bowman Gray Campus, Section of Nephrology, Medical Center Blvd., Winston Salem, North Carolina, USA 27157

Olof Heimburger, Department of Renal Med, K56, Karolinska University Hospital, Huddinge, S-141 86 Stockholm, Sweden

Isaac Teitelbaum, University of Colorado Hospital, AIP, 12605 E. 16th Avenue, Box F774, Aurora, CO USA 80045

Georgi Abraham, SRI Ramchandra Medical Co & RI, Department of Nephrology, 9/2 15th Ave., Harrington Rd, Chennai, Tamilnadu, India, 600 010

Joanne Bargman, Toronto General Hospital, University Health Network, 200 Elizabeth St. 9N-840, Toronto, Ontario, Canada, M5G 2C4

Rajnish Mehrotra, Harbor-UCLA Medical Center, 1124 W. Carson Street, Torrance, California, USA 90502

Salah Naga, Alexandria Faculty of Medicine, Department of Nephrology, 9 Ebrahim El-Sherif, Keroseiz Building Mosta Pa Kamel, Alexandria, Glum, Egypt 21311

Roberto Pecoits-Filho, Pontifica Universidadada Catilica-Parane, Graduate Studies-Health Sciences, Rua Imaculada Conceicao, 1155, Bloco ccds, Curitiba, Parana, Brazil 80215-901

Valerie Price, Atlantic Health Sciences Corp., Predialysis Coordinator, 400 University Avenue, Saint John, NM, Canada E2L 4L2

Anabela Rodrigues, Hospital Geral Santo Antonio, Largo Abel Salazar, Porto, Portugal 4000

Franz Schaefer, University Children's Hospital, Department of Pediatric Nephrology, IM Neuenheimer Feld 150, Heidelberg, Germany 69120

Nicholas Topley, Wales College of Medicine, Cardiff University, Institute of Nephrology, Heath Park, Cardiff, United Kingdom CF 14 4XN

Tao Wang, Peking University Third Hospital, Department of Nephrology, 49 North Garden Road, Beijing China 100083

ARTICLE V

PRINCIPAL OFFICE, REGISTERED OFFICE AND REGISTERED AGENT

The address of the principal office of the Corporation is c/o Isaac Teitelbaum, University of Colorado Hospital AIP, 12605 East 16th Avenue, Box F774, Aurora, Colorado 80045. The

address of the registered office of the Corporation is c/o Isaac Teitelbaum, University of Colorado Hospital AIP, 12605 East 16th Avenue, Box F774, Aurora, Colorado 80045. The name of the registered agent at such address is Isaac Teitelbaum who has consented to such appointment.

ARTICLE VI

MEMBERS, STOCKHOLDERS AND VOTING

The Corporation shall have such classes of voting and nonvoting members as may from time to time be prescribed by its Bylaws or by the Council. The designation and voting powers of each class of members and their respective manner of election or appointment, qualifications, tenure, terms of membership, rights, limitations and obligations shall be as provided from time to time in the Bylaws or by the Council. Voting powers may be denied to any class either generally or in any limited way. The Corporation shall have no capital stock or stockholders. However, the Corporation may issue certificates evidencing membership therein.

ARTICLE VII

BYLAWS

The initial Bylaws of the Corporation shall be adopted by the Voting Members. The Voting Members at any time and from time to time may also amend the Bylaws, or may repeal the Bylaws and adopt new Bylaws. The Bylaws may contain any provisions for the regulation or management of the affairs of the Corporation which are not inconsistent with the law or these Articles of Incorporation, as the same may from time to time be amended. However, no bylaw at any time in effect, and no amendment to the Articles, shall have the effect of giving any member

of the Corporation which is not then an exempt organization described in Section 501(c)(3) of the Code, or any council member or officer of the Corporation or any other individual any proprietary interest in its property or assets whether during the term of its existence or as an incident to its dissolution.

ARTICLE VIII

INDEMNIFICATION AND LIMITATION

ON DIRECTOR LIABILITY

A. Indemnification; Generally. The Corporation may indemnify its directors, council members, officers, employees, agents, and fiduciaries for liabilities incurred by such directors, council members, officers, employees, agents, or fiduciaries in their capacity as such to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act and as may further be set forth in the Bylaws of the Corporation.

B. Limitation on Director Liability for Monetary Damages. As authorized by C.R.S. § 7-128-402, a director (referred to herein as “council member”) shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a council member, except that the foregoing shall not eliminate or limit the liability of a council member to the Corporation for:

1. Any breach of the council member’s duty of loyalty to the Corporation;
2. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

3. Voting for or assenting to unlawful distributions of income or profits by the Corporation to its council members and officers as prohibited by C.R.S. §§ 7-128-403 and 7-133-101 as the same may be hereafter amended; and

4. Any transaction from which the council member, directly or indirectly, derived an improper personal benefit.

The foregoing limitation on personal liability for monetary damages shall apply to acts or omissions occurring since the date of incorporation of this Corporation. If the Colorado Revised Nonprofit Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a council member of the Corporation, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act as so amended. Any repeal or modification of this Article VIII shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

C. Preservation of Exempt Status. Notwithstanding any other provision of this Article or the Bylaws, the Corporation shall not indemnify, advance expenses, purchase insurance, or take any other action under this Article or the Bylaws which would jeopardize or be inconsistent with qualification of the Corporation as an organization described in Section 501(c)(3) of the Code, or to the extent that such shall be deemed to be an “excess benefit transaction” as defined in Section 4958 of the Code, or which constitutes an act of self-dealing under Section 4941 of the Code but only if such provision becomes applicable to the Corporation.

ARTICLE IX

AMENDMENT

The Voting Members shall have the power and authority at any time and from time to time to amend, alter, change or repeal these Articles of Incorporation at a duly constituted meeting of the Voting Members by a two-thirds vote of the Voting Members present at the meeting or by action without a meeting pursuant to C.R.S. § 7-127-107.

The name and mailing address of the individual who caused this document to be delivered for filing, and to whom the Secretary of State may deliver notice of filing if this document is refused is Isaac Teitelbaum, c/o Merry H. Balson, Esq., Berenbaum, Weinshienk & Eason, P.C. 370 17th Street, Suite 4800, Denver, Colorado 80202.



Colorado Secretary of State
 Date and Time: 03/19/2008 02:40 PM
 Id Number: 20081150513
 Document number: 20081150513

Document processing fee
 If document is filed on paper \$125.00
 If document is filed electronically \$ 50.00

Fees & forms/cover sheets
 are subject to change.

To file electronically, access instructions
 for this form/cover sheet and other
 information or print copies of filed
 documents, visit www.sos.state.co.us
 and select Business Center.

Paper documents must be typewritten or machine printed.

ABOVE SPACE FOR OFFICE USE ONLY

Articles of Incorporation for a Nonprofit Corporation

filed pursuant to §7-90-301, et seq. and §7-122-101 of the Colorado Revised Statutes (C.R.S)

1. Entity name:

International Society for Peritoneal Dialysis

(The name of a nonprofit corporation may, but need not, contain the term or abbreviation "corporation", "incorporated", "company", "limited", "corp.", "inc.", "co." or "ltd." §7-90-601, C.R.S.)

2. Use of Restricted Words *(if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, mark the applicable box):*

- "bank" or "trust" or any derivative thereof
- "credit union" "savings and loan"
- "insurance", "casualty", "mutual", or "surety"

3. Principal office street address:

c/o Isaac Teitelbaum

(Street name and number)

12605 East 16th Avenue, Box F774

Aurora

(City)

CO

(State)

80045

(Postal/Zip Code)

United States

(Country – if not US)

(Province – if applicable)

4. Principal office mailing address:
 (if different from above)

(Street name and number or Post Office Box information)

(City)

(State)

(Postal/Zip Code)

(Province – if applicable)

(Country – if not US)

5. Registered agent: (if an individual):

Teitelbaum

(Last)

Isaac

(First)

(Middle)

(Suffix)

OR (if a business organization):

6. The person appointed as registered agent in the document has consented to being so appointed.

7. Registered agent street address:

University of Colorado Hospital AIP

(Street name and number)

12605 East 16th Avenue, Box F774

Aurora

(City)

CO

(State)

80045

(Postal/Zip Code)

8. Registered agent mailing address:
 (if different from above)

(Street name and number or Post Office Box information)

(City) *(State)* *(Postal/Zip Code)*

(Province – if applicable) *(Country – if not US)*

9. If the corporation's period of duration is less than perpetual, state the date on which the period of duration expires:

(mm/dd/yyyy)

10. (Optional) Delayed effective date:

(mm/dd/yyyy)

11. Name(s) and address(es) of incorporator(s): (if an individual)

Teitelbaum Isaac

(Last) *(First)* *(Middle)* *(Suffix)*

OR (if a business organization)

University of Colorado Hospital AIP

(Street name and number or Post Office Box information)
12605 East 16th Avenue, Box F774

Aurora CO 80045

(City) *(State)* *(Postal/Zip Code)*
United States

(Province – if applicable) *(Country – if not US)*

(if an individual)

(Last) *(First)* *(Middle)* *(Suffix)*

OR (if a business organization)

(Street name and number or Post Office Box information)

(City) *(State)* *(Postal/Zip Code)*
United States

(Province – if applicable) *(Country – if not US)*

(if an individual)

(Last) *(First)* *(Middle)* *(Suffix)*

OR (if a business organization)

(Street name and number or Post Office Box information)

(City) *(State)* *(Postal/Zip Code)*
United States

(Province – if applicable) *(Country – if not US)*

(If more than three incorporators, mark this box and include an attachment stating the names and addresses of all incorporators.)

12. The nonprofit corporation is formed under the Colorado Revised Nonprofit Corporation Act.
13. The corporation will **OR** will not have voting members.
14. A description of the distribution of assets upon dissolution is attached.
15. Additional information may be included pursuant to §7-122-102, C.R.S. and other organic statutes. If applicable, mark this box and include an attachment stating the additional information.

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

16. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Teitelbaum	Isaac		
<i>(Last)</i>	<i>(First)</i>	<i>(Middle)</i>	<i>(Suffix)</i>
c/o Merry H. Balson, Esq.			
<i>(Street name and number or Post Office Box information)</i>			
370 17th Street, Suite 4800			
Denver	CO	80202	
<i>(City)</i>	<i>(State)</i>	<i>(Postal/Zip Code)</i>	
	United States		
<i>(Province – if applicable)</i>	<i>(Country – if not US)</i>		

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals.)

Disclaimer:

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.

NOTICE:

This "image" is merely a display of information that was filed electronically. It is not an image that was created by optically scanning a paper document.

No such paper document was filed. Consequently, no copy of a paper document is available regarding this document.

Questions? Contact the Business Division. For contact information, please visit the Secretary of State's web site.

Click the following links to view attachments

[Attachment 1](#)

Articles of Incorporation