



The State of Texas
Secretary of State

CERTIFICATE OF AMENDMENT

FOR

THE WOMEN'S FUND FOR HEALTH EDUCATION AND RESEARCH

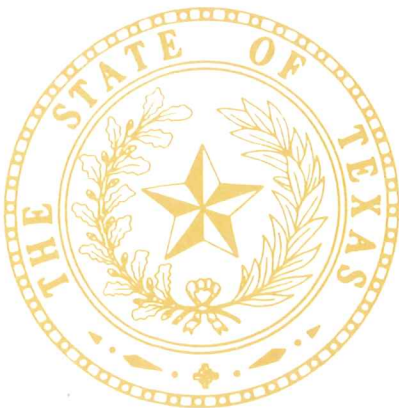
FORMERLY

THE WOMEN'S FUND FOR RESEARCH AND EDUCATION
CHARTER NUMBER 00462577

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF AMENDMENT FOR THE ABOVE
NAMED ENTITY HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO
CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS
CERTIFICATE OF AMENDMENT.

DATED APR. 6, 1992



John Hannah Jr.
Secretary of State



The State of Texas

Secretary of State

APR. 9, 1992

THE WOMEN'S FUND, ANN BRINKERHOFF
P.O. BOX 79644
HOUSTON, TX 77279

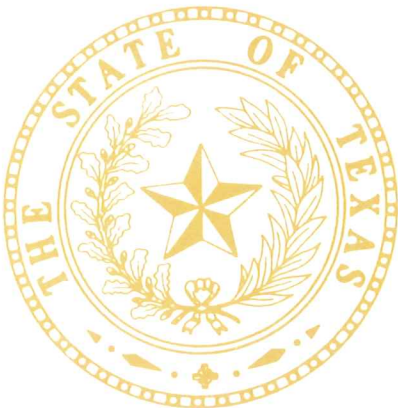
RE:
THE WOMEN'S FUND FOR HEALTH EDUCATION AND RESEARCH
CHARTER NUMBER 00462577-01

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD YOUR ARTICLES OF AMENDMENT. A COPY OF THE INSTRUMENT FILED IN THIS OFFICE IS ATTACHED FOR YOUR RECORDS.

THIS LETTER WILL ACKNOWLEDGE PAYMENT OF THE FILING FEE.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.

VERY TRULY YOURS,



John Hannah Jr.
Secretary of State

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation to change the name of the corporation from The Women's Fund for Research and Education to The Women's Fund For Health Education And Research.

ARTICLE I

The following Amendment to the Articles of Incorporation was adopted by the Board of Trustees of the corporation on March 18, 1992 to change the name of the corporation. The amendment alters of changes Article I of the original Articles of Incorporation and the full text of the amend provisions is as follows:

"ARTICLE I

The name of the corporation is The Women's Fund For Health Education and Research."

ARTICLE II

Because this is a non-profit corporation, there are not shares outstanding and no members entitled to vote. The Amendment was adopted at a meeting of the Board of Trustees held on March 18, 1992 and received the vote of the majority of the trustees in the

office at that time.

DATED March __, 1992.

The Women's Fund For
Health Education And Research

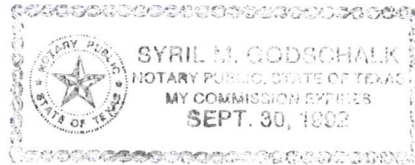
BY Ann Brinkerhoff
Ann Brinkerhoff
Chairman

BY Barbara L. Devetski
Barbara L. Devetski
Assistant Secretary/Treasurer

STATE OF TEXAS)
)
COUNTY OF HARRIS)

This instrument was sworn to before me on March 31,
1992 by Ann Brinkerhoff, Chairman and Barbara Devetski, Assistant
Secretary/Treasurer.

Sybil M. Godschalk
Notary Public, State of Texas



ARTICLES OF INCORPORATION

OF

THE WOMEN'S FUND FOR
FEMALE ENRICHMENT

We, the undersigned natural persons of the age of eighteen (18) years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the Corporation is and shall be THE WOMEN'S FUND FOR FEMALE ENRICHMENT.

ARTICLE II

NON-PROFIT CORPORATION

The Corporation is a non-profit corporation.

ARTICLE III

DURATION

The period of the Corporation's duration shall be perpetual.

ARTICLE IV

PURPOSES

4.1 The purpose or purposes for which the Corporation is organized are to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof to provide financial support for teaching and research in the fields of reproductive endocrinology and gynecology to alleviate female disorders and enhance and enrich the lives of women.

4.2 No part of the net earnings of the Corporation shall inure to the benefit of any Trustee of the Corporation, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no Trustee or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propoganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

4.3 The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws (hereinafter "the Code").

4.4 The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

4.5 The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

4.6 The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

4.7 Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and its Regulations as they now exist or may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or may hereafter be amended.

4.8 Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, scientific, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 7575 San Felipe, Suite 150, Houston, Texas 77063, and the name of the initial registered agent of the Corporation is Jacqueline R. Goettsche.

ARTICLE VI

BOARD OF TRUSTEES

The number of Trustees constituting the initial Board of Trustees of the Corporation is three (3), and the names and addresses of the persons to serve as the initial Trustees are:

<u>Name</u>	<u>Address</u>
Jacqueline R. Goettsche	7575 San Felipe, Suite 150 Houston, Texas 77063
Raymond H. Kaufman, M.D.	6720 Bertner Houston, Texas 77030
Veasy C. Buttram, Jr., M.D.	6720 Bertner Houston, Texas 77030

ARTICLE VII

INCORPORATORS

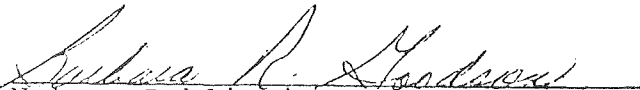
The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Jacqueline R. Goettsche	7575 San Felipe, Suite 150 Houston, Texas 77063

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared RAYMOND H. KAUFMAN, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, and in the capacity therein stated.


GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 7th day of December, 1978.


Notary Public in and for
Harris County, Texas

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared VEASY C. BUTTRAM, JR., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 7th day of December, 1978.


Notary Public in and for
Harris County, Texas