

RESTATED
ARTICLES OF INCORPORATION
OF
ARROW INTERNATIONAL, INC.

FIRST: The name of the corporation is Arrow International, Inc.

SECOND: The location and post office address of the registered office of the corporation in this Commonwealth is 3000 Bernville Road, Reading, Pennsylvania 19612.

THIRD: The corporation is incorporated under the Business Corporation Law of the Commonwealth of Pennsylvania, act of May 5, 1933 (P.L. 364), for the following purpose or purposes:

The corporation shall have unlimited power to engage in and to do any lawful act concerning any or all business for which corporations may be incorporated under the Business Corporation Law of the Commonwealth of Pennsylvania.

FOURTH: The term for which the corporation is to exist is perpetual.

FIFTH: (a) The aggregate number of shares of capital stock which the corporation shall have authority to issue is fifty-five million (55,000,000), of which five million (5,000,000) shares shall be Preferred Stock, no par value, and fifty million (50,000,000) shares shall be Common Stock, no par value.

(b) The Board of Directors of the corporation is hereby expressly authorized, at any time or from time to time, to, by resolution, divide any or all of the authorized shares of Preferred Stock into one or more series, and in the resolution or resolutions establishing a particular series, before issuance of any of the shares thereof, to fix and determine the designation and the number of shares of such series, so as to distinguish it from the shares of all other series and classes, and to fix and determine the voting rights, preferences, limitations and special rights, if any, of the shares of Preferred Stock or such series, to the fullest extent now or hereafter permitted by the laws of the Commonwealth of Pennsylvania, including, but not limited to, the variations between different issues in the following respects:

- (1) the distinctive designation of such series and the number of shares which shall constitute

such series, which number may be increased or decreased (but not below the number of shares thereof then outstanding) from time to time by the Board of Directors;

- (2) the annual dividend rate for such series, and the date or dates from which dividends shall commence to accrue;
- (3) the price or prices at which, and the terms and conditions on which, the shares of such series may be made redeemable;
- (4) the purchase or sinking fund provisions, if any, for the purchase or redemption of shares of such series;
- (5) the preferential amount or amounts payable upon shares of such series in the event of the liquidation, dissolution or winding up of the corporation;
- (6) the voting rights, if any, of shares of such series;
- (7) the terms and conditions, if any, upon which shares of such series may be converted and the class or classes or series of shares of the corporation or other securities into which such shares may be converted;
- (8) the relative seniority, parity or junior rank of such series as to dividends or assets with respect to any other classes or series of stock then or thereafter to be issued; and
- (9) such other terms, qualifications, privileges, limitations, options, restrictions, and special or relative rights and preferences, if any, of shares of such series as the Board of Directors may, at the time of such resolution or resolutions, lawfully fix and determine under the laws of the Commonwealth of Pennsylvania.

All shares of any one series of Preferred Stock shall be alike in every particular, except with respect to the accrual of dividends prior to the date of issuance.

(c) Except for and subject to those rights expressly granted to the holders of Preferred Stock or any series thereof by resolution or resolutions adopted by the Board of Directors pursuant to paragraph (b) of this Article Fifth and except as may be provided by the laws of the Commonwealth of Pennsylvania, the holders of Common Stock shall have exclusively all other rights of shareholders.

(d) Each holder of record of Common Stock shall have the right to one vote for each share of Common Stock standing in his or her name on the books of the Corporation. Except for and subject to those rights expressly granted to the holders of Preferred Stock or any series thereof by resolution or resolutions adopted by the Board of Directors pursuant to paragraph (b) of this Article Fifth and except as may be provided by the laws of the Commonwealth of Pennsylvania, the holders of Preferred Stock having voting rights and holders of Common Stock shall vote together as one class.

SIXTH: The shareholders of the corporation shall not have the right to cumulative voting in the election of directors.

SEVENTH: Except for and subject to those rights expressly granted to the holders of Preferred Stock or any series thereof by resolution or resolutions adopted by the Board of Directors pursuant to paragraph (b) of Article Fifth hereof, no holder of any class or series of stock of the corporation shall be entitled as such, as a matter of right, to have any preemptive or preferential right to subscribe for or purchase any part of any new or additional issue of stock of any class or series or of securities convertible into any stock of any class or series, whether now or hereafter authorized and whether issued for cash or other consideration or by way of dividend, and the corporation may issue shares, option rights or securities having option or conversion rights without first offering them to holders of any class or series.

EIGHTH: The business and affairs of the corporation shall be managed by a Board of Directors comprised as follows:

- (1) The Board of Directors shall consist of not less than four nor more than twelve persons, the exact number to be fixed from time to time by the Board of Directors pursuant to a resolution adopted by a majority vote of the directors then in office;

- (2) Directors shall, from and after the annual meeting of shareholders next held after April 1, 1992, continue to be classified with respect to the time for which they shall severally hold office by dividing them into four classes, as nearly equal in number as possible. At such meeting and at each succeeding annual meeting of shareholders, the class of directors then being elected shall be elected to hold office for a term of four years. Each director shall hold office for the term for which elected and until his or her successor shall have been elected and qualified;
- (3) Subject to the rights of the holders of any series of Preferred Stock then outstanding, any director, any class of directors, or the entire Board of Directors, may be removed from office by vote of the shareholders entitled to vote thereon only for cause; provided, however, that the entire Board of Directors may be removed at any time with or without cause by the unanimous vote of shareholders entitled to vote thereon.
- (4) Subject to the rights of the holders of any series of Preferred Stock then outstanding, vacancies in the Board of Directors, including vacancies resulting from an increase in the number of directors, shall be filled only by a majority vote of the remaining directors then in office, though less than a quorum. A director elected to fill a vacancy shall hold office until the next election of the class for which such director has been chosen, and until his or her successor shall have been elected and qualified. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

NINTH: Subject to the rights of the holders of any series of Preferred Stock then outstanding, nominations for the election of directors may be made by the Board of Directors, or a committee appointed by the Board of Directors, or by any shareholder entitled to vote in the election of directors generally. However, any shareholder entitled to vote in the election of directors generally may nominate one or more persons for election, as directors at a meeting only if written notice of such shareholder's intent

to make such nomination or nominations has been delivered to the secretary of the corporation, at the registered office of the corporation, not later than (i) with respect to an election to be held at an annual meeting of shareholders, sixty days prior to the date one year from the date of the immediately preceding annual meeting of shareholders, and (ii) with respect to an election to be held at a special meeting of shareholders for the election of directors, the close of business on the tenth day following the date on which notice of such meeting is first given to shareholders. Each such notice shall set forth: (a) the name and address of the shareholder who intends to make the nomination and of the person or persons to be nominated; (b) a representation that the shareholder is a holder of record of stock of the corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice; (c) a description of all arrangements or understandings between the shareholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the shareholder; (d) such other information regarding each nominee proposed by such shareholder as would be required to be included in a proxy statement filed pursuant to the proxy rules of the Securities and Exchange Commission, had the nominee been nominated, or intended to be nominated, by the Board of Directors; and (e) the consent of each nominee to serve as a director of the corporation if so elected. The presiding officer at the meeting may refuse to acknowledge the nomination of any person not made in compliance with the foregoing procedure.

TENTH: All actions required or permitted to be taken by the shareholders shall be taken at the annual meeting of the shareholders, or at a special meeting of the shareholders, or of the class of shareholders entitled to take action, called by the Board of Directors or the President of the corporation, and no action required or permitted to be taken by the shareholders or a class of the shareholders may be taken by written consent without such a meeting. The shareholders shall not be entitled to call a special meeting of the shareholders, except when such right is expressly granted by statute and not permitted to be modified by these Articles of Incorporation. Shareholders shall not be permitted to participate in any meeting of the shareholders by means of conference telephone or similar communicating equipment by means of which all persons participating in the meeting can hear each other.

ELEVENTH: (a) The shareholders shall not be entitled to propose any amendment to the Articles of Incorporation.

(b) No proposal for a shareholder vote on any other matter shall be submitted by a shareholder to the corporation's shareholders unless the shareholder submitting such proposal has filed a written notice setting forth with particularity (i) the name and business address of the shareholder submitting such proposal and all persons acting in concert with such shareholder; (ii) the name and address of the persons identified in clause (i), as they appear on the corporation's books (if they so appear); (iii) the class and number of shares of the corporation beneficially owned by the persons identified in clause (i); (iv) a description of the proposal containing all material information relating thereto; and (v) such other information as the Board of Directors reasonably determines is necessary or appropriate to enable the Board of Directors and shareholders of the corporation to consider such proposal. The written notice of a shareholder proposal shall be delivered to the secretary of the corporation, at the registered office of the corporation, not later than (i) with respect to a shareholder proposal to be submitted at an annual meeting of shareholders, sixty days prior to the date one year from the date of the immediately preceding annual meeting of shareholders, and (ii) with respect to a shareholder proposal to be submitted at a special meeting of shareholders, the close of business on the tenth day following the date on which notice of such meeting is first given to shareholders. The presiding officer at any shareholders meeting may determine that any shareholder proposal was not permissible under or was not made in accordance with the procedures prescribed in these Articles of Incorporation or is otherwise not in accordance with law, and if he should so determine, he shall so declare at the meeting and the shareholder proposal shall be disregarded.

TWELFTH: (a) A director or officer of the corporation shall stand in a fiduciary relation to the corporation and shall perform his or her duties as a director or officer, including his or her duties as a member of any committee of the Board of Directors upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director or officer shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following: (1) one or more officers or employees of the corporation whom the director or officer reasonably believes to be reliable and

competent with respect to the matters presented; (2) counsel, public accountants or other persons as to matters that the director or officer reasonably believes to be within the professional or expert competence of such person; or (3) committee of the Board of Directors upon which the director or officer does not service, duly designated in accordance with law, as to matters within its designated authority, which committee the director or officer reasonably believes to merit confidence. A director or officer shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or officer of the corporation or any failure to take any action shall be presumed to be in the best interests of the corporation.

(b) Except as provided in Section 1713(b) of the Business Corporation Law of the Commonwealth of Pennsylvania, a director of the corporation shall not be personally liable as such, for monetary damages (including without limitation, any judgment, amount paid in settlement, penalty, punitive damages or expense of any nature, including without limitation attorneys' fees and disbursements) for any action taken, or any failure to take action unless (1) the director has breached or failed to perform the duties of his or her office under paragraph (a) of this Article Twelfth; and (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(c) To the extent permitted by applicable law, an officer of the corporation shall not be personally liable, as such, to the corporation or its shareholders for monetary damages (including without limitation, any judgment, amount paid in settlement, penalty, punitive damages or expense of any nature, including without limitation attorneys' fees and disbursements) for any action taken, or any failure to take any action, unless (1) the officer has breached or failed to perform the duties of his or her office under paragraph (a) of this Article Twelfth; and (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Notwithstanding the foregoing, this paragraph (c) shall in no event govern or otherwise affect any liability of an officer pursuant to any criminal statute or the liability of an officer for the payment of taxes pursuant to local, State or Federal law.

(d) Any repeal or modification of this Article Twelfth or adoption of any provision inconsistent with

Article Twelfth shall not adversely affect any limitation on the personal liability of a director or officer of the corporation existing at the time of such repeal or modification or the adoption of such inconsistent provision, as the case may be.

THIRTEENTH: (a) The corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that he is or was a director, officer or employee of the corporation, or is or was serving at the request of the corporation as a director, officer or employee of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement (with or without court approval) actually and reasonably incurred by him in connection with such action or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that he reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer or employee of the corporation, or is or was serving at the request of the corporation as a director, officer or employee of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, provided that no indemnification shall be made in respect of

any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the corporation is located or the court in which such action was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court of common pleas or such other court shall deem proper.

(c) To the extent that a director, officer or employee of the corporation has been successful on the merits or otherwise in defense of any action or proceeding referred to in paragraphs (a) and (b) of this Article Thirteenth, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under paragraphs (a) and (b) of this Article Thirteenth (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer or employee is proper in the circumstances because he has met the applicable standard of conduct set forth in such paragraphs (a) and (b). Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the shareholders.

(e) Expenses (including attorneys' fees) incurred in defending any action or proceeding referred to in this Article Thirteenth may be paid by the corporation in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of the director, officer or employee to repay such amount if it shall be ultimately determined that he is not entitled to be indemnified by the corporation as authorized in this Article Thirteenth.

(f)(i) The indemnification and advancement of expenses provided by, or granted pursuant to, the other subsections of this Article Thirteenth shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled

under any law, provision of the corporation's Articles of Incorporation, by-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. The corporation may create a fund of any nature, which may, but need not be under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this paragraph (f) or otherwise.

(ii) Indemnification pursuant to subparagraph (i) of this paragraph (f) shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

(iii) Indemnification pursuant to subparagraph (i) of this paragraph (f) may be granted for any action taken or any failure to take any action and may be made whether or not the corporation would have the power to indemnify the person under any provision of law other than Section 1746 of the Pennsylvania Business Corporation Law except as provided in this paragraph (f) and in Section 1746 of the Pennsylvania Business Corporation Law and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the corporation.

(g) The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer or employee of the corporation, or is or was serving at the request of the corporation as a director, officer or employee of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article Thirteenth.

(h) For purposes of this Article Thirteenth, references to "the corporation" include all constituent corporations absorbed in a consolidation, merger or division, as well as the surviving or new corporations surviving or resulting therefrom, so that any person who is or was a director, officer or employee of such, constituent, surviving or new corporation, or is or was serving at the request of such constituent, surviving or new

corporation as a director, officer or employee of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article Thirteenth with respect to the surviving or new corporation as he would if he had served the surviving or new corporation in the same capacity, references to "other enterprises" shall include employee benefit plans; references to "serving at the request of the corporation" shall include any service as a director, officer or employee of the corporation which imposes duties on, or involves services by, such director, officer or employee with respect to an employee benefit plan, its participants or beneficiaries; excise taxes assessed on a person with respect to any employee benefit plan pursuant to applicable law shall be deemed "fines"; and action with respect to an employee benefit plan taken or omitted in good faith by a director, officer or employee of the corporation in a manner he reasonably believed to be in the interest of the participants and beneficiaries of the plan shall be deemed to be action in a manner that is not opposed to the best interests of the corporation.

(i) The indemnification and advancement of expenses provided by, or granted pursuant to, this Article Thirteenth shall continue as to a person who has ceased to be a director, officer or employee and shall inure to the benefit of the heirs and personal representatives of that person. Any repeal or modification of this Article Thirteenth or adoption of any provision inconsistent with this Article Thirteenth shall not adversely affect any indemnification right of a director, officer or employee of the corporation existing at the time of such repeal or modification or the adoption of such inconsistent provision, as the case may be.

EXHIBIT 22

Arrow International Subsidiaries

1. Arrow International Export Corporation, a U.S. Virgin Islands Corporation.
2. Arrow International Investment Ccrp., a Delaware Corporation.
3. Arrow Medical Products, Ltd., a Pennsylvania corporation, qualified to do business in Canada.
4. Arrow-Japan K.K. (Arrow-Japan, Ltd.. English translation), a company organized under the laws of Japan.
5. Arrow Deutschland, G.m.b.h., a limited liability corporation organized under the laws of Germany.
6. Arrow France S.A., a corporation organized under the laws of France.