

AMENDED ARTICLES OF INCORPORATION

OF

BIOMET, INC.

APPROVED

AND

FILED

JUL 27 1982

*Edmund J. Jones*  
SECRETARY OF STATE, INDIANA

The undersigned officers of Biomet, Inc. (hereinafter referred to as the "Corporation") existing pursuant to the provisions of the Indiana General Corporation Act, as amended, (hereinafter referred to as the "Act") desiring to give notice of corporate action effectuating amendment of its Articles of Incorporation by the adoption of new Amended Articles of Incorporation to supercede and take the place of its heretofore existing Articles of Incorporation, as previously amended, certify the following facts:

ARTICLE I

Text of the Amendment

The exact text of the entire Articles of Incorporation of the Corporation, as amended, (hereinafter referred to as the "Amended Articles") now is as follows:

AMENDED  
ARTICLES OF INCORPORATION  
OF  
BIOMET, INC.

ARTICLE I

Name

The name of the Corporation is Biomet, Inc.

ARTICLE II

Purposes and Powers

Section 2.1. Purposes. The purposes for which the Corporation is formed are:

a. To manufacture and distribute surgical implants and orthopedic support devices.

b. In general, to transact any and all lawful business for which corporations may be incorporated under The Indiana General Corporation Act, as amended (the "Act").

Section 2.2. Powers. Subject to any limitation or restriction imposed by law or any provision of these Articles of Incorporation, the Corporation shall have the power:

a. To do everything necessary, convenient or expedient to accomplish the purposes hereinbefore set forth; and

b. To exercise and enjoy in furtherance of the purposes hereinbefore set forth all the rights, privileges and powers granted to the Corporation by these Amended Articles of Incorporation, the Act, as now or hereafter amended, and the common law.

ARTICLE III

Term of Existence

The Corporation shall have perpetual existence.

#### ARTICLE IV

##### Resident Agent and Principal Office

Section 4.1. Resident Agent. The name and post office address of the resident agent of the Corporation are Niles L. Nolitt, Airport Industrial Park, P.O. Box 587, Warsaw, Indiana 46580.

Section 4.2. Principal Office. The post office address of the principal office of the Corporation is Airport Industrial Park, P.O. Box 587, Warsaw, Indiana 46580.

#### ARTICLE V

##### Authorized Shares

Section 5.1. Number. The total number of shares which the Corporation shall have authority to issue is one million five hundred five thousand two hundred fifty (1,505,250) shares.

Section 5.2. Classes. The authorized shares of the Corporation shall be divided into the following classes:

a. Preferred Shares, consisting of five thousand two hundred fifty (5,250) shares with par value of \$100.00 per share (the "Preferred Shares"); and

b. Common Shares, consisting of one million five hundred thousand (1,500,000) shares without par value (the "Common Shares").

##### Section 5.3. Relative Rights.

a. Preferred Shares. The Preferred Shares may be issued in one or more series. The board of directors shall have the authority to determine by resolution the relative rights, preferences, limitations and restrictions of any series of Preferred Shares, prior to the issuance thereof. All shares within each series of Preferred Shares shall have the same rights, preferences, limitations and restrictions.

b. Common Shares. All Common Shares shall have the same rights, preferences, limitations and restrictions.

Section 5.4. Voting Rights of Shares.

a. Common Shares. Each holder of Common Shares shall be entitled to one (1) vote for each share owned of record on the books of the Corporation on each matter submitted to a vote of the holders of Common Shares.

b. Preferred Shares. Holders of Preferred Shares shall have only such voting rights as may be specified by the board of directors pursuant to Section 5.3 hereof or by the Act.

ARTICLE VI

Stated Capital

The amount of stated capital of the Corporation at the time of filing of these Amended Articles of Incorporation is at least One Thousand Dollars (\$1,000.00).

ARTICLE VII

Directors

Section 7.1. Number. The by-laws of the Corporation shall specify from time to time the number of directors of the Corporation. In the absence of a by-law fixing the number of directors, the number shall be nine (9).

Section 7.2. Board of Directors.

The names and post office addresses of the board of directors of the Corporation at the time of the adoption of these Amended Articles of Incorporation are:

<u>Name</u>	<u>Post Office Address</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
Dane A. Miller	P. O. Box 587	Warsaw	Indiana	46580
Jerry L. Ferguson	P. O. Box 587	Warsaw	Indiana	46580
M. Ray Harroff	P. O. Box 587	Warsaw	Indiana	46580

Niles L. Noblitt	P. O. Box 587	Warsaw	Indiana	46580
Jerry L. Miller	248 W. Michigan Ave.	Kalamazoo	Michigan	49007
Kenneth V. Miller	616 Industrial State Bank Building	Kalamazoo	Michigan	49007
Mack B. Solomon, Jr.	1802 Tupelo Trail	Holt	Michigan	48842
Gordon E. Medlock	202 S. Michigan Suite 1104	South Bend	Indiana	46601
Michael G. Hall	7104 Wythe Hill Place	Prospect	Kentucky	40059

Section 7.3. Classes of Directors. The by-laws of the Corporation may provide that the board of directors shall be divided into classes whose terms of office expire at different times, under terms and conditions consistent with the Act.

#### ARTICLE VIII

##### Officers

The names and post office addresses of the president and secretary of the Corporation are:

<u>Name</u>	<u>Post Office Address</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
Dane A. Miller, President	P. O. Box 587	Warsaw	Indiana	46580
Niles L. Noblitt, Secretary	P. O. Box 587	Warsaw	Indiana	46580

#### ARTICLE IX

##### Provisions for Regulation of Business and Conduct of Affairs of the Corporation

Section 9.1. Issuance of Shares. Authorized but unissued shares and treasury shares of the Corporation may be issued or sold from time to time upon such terms

and conditions, for such consideration, and to such persons, corporations or other legal entities as the board of directors may determine without authorization or approval of the shareholders. Shares having a par value may be sold at less than their par value.

Section 9.2. Place of Meetings. Meetings of the shareholders and meetings of the board of directors shall be held at such places, either within or without the State of Indiana, as shall be specified in the respective calls and notices or waivers of notice of such meetings given in accordance with the by-laws.

Section 9.3. Indemnification of Directors and Officers.

(a) As used in this section:

- (1) "Director" means any person who is or was a director of this Corporation and any person who, while a director of this Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise or employee benefit plan.
- (2) "Expenses" include attorneys' fees.
- (3) "Official capacity" means
  - (A) when used with respect to a director, the office of director in the Corporation, and
  - (B) when used with respect to a person other than a director, as contemplated in subsection (1), the elective or appointive office in the Corporation held by the officer or the employment or agency relationship undertaken by the employee or agent in behalf of the Corporation, but in each case does not include service for any other foreign or domestic corporation or any partnership, joint venture, trust, other enterprise, or employee benefit plan.

- (4) "Party" includes a person who was, is, or is threatened to be made, a named defendant or respondent in a proceeding.
  - (5) "Proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative.
- (b) The Corporation shall have power to indemnify any person made a party to any proceeding by reason of the fact that he is or was a director if
- (1) he conducted himself in good faith; and
  - (2) he reasonably believed
    - (A) in the case of conduct in his official capacity with the Corporation, that his conduct was in its best interest, and
    - (B) in all other cases, that his conduct was at least not opposed to its best interests; and
  - (3) in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful.

Indemnification may be made against judgments, penalties, fines, settlements and reasonable expenses, actually incurred by the person in connection with the proceeding; except that if the proceeding was by or in the right of the Corporation, indemnification may be made only against such reasonable expenses and shall not be made in respect of any proceeding in which the person shall have been adjudged to be liable to the Corporation. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, be determinative that the person did not meet the requisite standard of conduct set forth in this subsection (b).

- (c) A director shall not be indemnified under subsection (b) in respect of any proceeding charging improper personal benefit to him, whether or not involving action in his official capacity, in which he shall have been adjudged to be liable on the basis that personal benefit was improperly received by him.

- (d) (1) A director who has been wholly successful, on the merits or otherwise, in the defense of any proceeding referred to in subsection (b) shall be indemnified against reasonable expenses incurred by him in connection with the proceeding; and
- (2) a court of appropriate jurisdiction, upon application of a director and such notice as the court shall require, shall have authority to order indemnification in the following circumstances:
- (A) if it determines a director is entitled to reimbursement under clause (1), the court shall order indemnification, in which case the director shall also be entitled to recover the expenses of securing such reimbursement; or
- (B) if it determines that the director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he has met the standard of conduct set forth in subsection (b) or has been adjudged liable in the circumstances described in subsection (c), the court may order such indemnification as the court shall deem proper, except that indemnification with respect to any proceeding by or in the right of the Corporation or in which liability shall have been adjudged in the circumstances described in subsection (c) shall be limited to expenses.

A court of appropriate jurisdiction may be the same court in which the proceeding involving the director's liability took place.

- (e) No indemnification under subsection (b) shall be made by the Corporation unless authorized in the specific case after a determination has been made that indemnification of the director is permissible in the circumstances because he has met the standard of conduct set forth in subsection (b). Such determination shall be made:



- (1) by the board of directors by a majority vote of a quorum consisting of directors not at the time parties to the proceeding; or
- (2) if such a quorum cannot be obtained, then by a majority vote of a committee of the board, duly designated to act in the matter by a majority vote of the full board (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; or
- (3) by special legal counsel, selected by the board of directors or a committee thereof by a majority vote of the full board (in which designation directors who are parties may participate), or, if the requisite quorum of the full board cannot be obtained therefor and such committee cannot be established, by a majority vote of the full board (in which selection directors who are parties may participate); or
- (4) by the shareholders.

Authorization of indemnification and determination as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination as to reasonableness of expenses shall be made in a manner specified in clause (3) in the preceding sentence for the selection of such counsel. Shares held by directors who are parties to the proceeding shall not be voted on the subject matter under this subsection (e).

- (f) Reasonable expenses incurred by a director who is a party to a proceeding may be paid or reimbursed by the Corporation in advance of the final disposition of such proceeding upon receipt by the Corporation of
  - (1) a written affirmation by the director of his good faith belief that he has met the standard of conduct necessary for indemnification by the Corporation as authorized in this section, and

- (2) a written undertaking by or on behalf of the director to repay such amount if it shall ultimately be determined that he has not met such standard of conduct, and

after a determination that the facts then known to those making the determination would not preclude indemnification under this section. The undertaking required by clause (2) shall be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment. Determinations and authorizations of payments under this subsection (f) shall be made in the manner specified in subsection (e).

- (g) The Corporation shall have the power to pay or reimburse expenses incurred by a director in connection with his appearance as a witness in a proceeding at a time when he has not been made a named defendant or respondent in the proceeding.
- (h) For purposes of this section, the Corporation shall be deemed to have requested a director to serve an employee benefit plan whenever the performance by him of his duties to the Corporation also imposes duties on, or otherwise involves services by, him to the plan or participants or beneficiaries of the plan; excise taxes assessed on a director with respect to an employee benefit plan pursuant to applicable law shall be deemed "fines"; and action taken or omitted by him with respect to an employee benefit plan in the performance of his duties for a purpose reasonably believed by him to be in the interest of the participants and beneficiaries of the plan shall be deemed to be for a purpose which is not opposed to the best interests of the Corporation.
- (i) (1) An officer of the Corporation shall be indemnified as and to the same extent provided in subsection (d) for a director and shall be entitled to the same extent as a director to seek indemnification pursuant to the provisions of subsection (d);
- (2) the Corporation shall have the power to indemnify and to advance expenses to an officer, employee or agent of the Corporation to the same extent that it may indemnify and advance expenses to directors pursuant to this section; and

- (3) the Corporation, in addition, shall have the power to indemnify and to advance expenses to an officer, employee or agent who is not a director to such further extent, consistent with law, as may be provided by these Articles of Incorporation, the by-laws, general or specific action of its board of directors, or contract.
- (j) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who, while a director, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, 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 section.
- (k) Any indemnification of, or advance of expenses to, a director in accordance with this section, if arising out of a proceeding by or in the right of the Corporation, shall be reported in writing to the shareholders with or before the notice of the next shareholders' meeting.
- (l) The provisions of this Section 9.3 shall not limit any other rights of indemnification to which a director may be entitled by law.

Section 9.4. Powers of Board of Directors.

Subject to any limitation or restriction imposed by law or by these Amended Articles of Incorporation, the board of directors may exercise, in furtherance of the purposes of the Corporation, all the powers of the Corporation without authorization or approval of the shareholders.

Section 9.5. Distributions upon Shares.

The board of directors shall have authority to authorize and direct the payment of dividends and the making of other distributions by the Corporation in respect of its shares at such times, in such amounts and forms, from such sources (specifically including, but not

limited to, the unrestricted and unreserved capital surplus of the Corporation) and upon such terms and conditions as it may, from time to time, determine, subject to such restrictions, limitations, conditions and requirements as may be imposed by law or by these Amended Articles of Incorporation.

Section 9.6. Acquisition of Shares. The board of directors shall have authority to authorize and direct the acquisition by the Corporation of its shares at such times, in such amounts, from such persons, for such consideration, from such sources (specifically including, but not limited to, the unrestricted and unreserved capital surplus of the Corporation) and upon such terms and conditions as it may from time to time determine, subject to such restrictions, conditions, and requirements as may be imposed by law or by these Amended Articles of Incorporation.

Section 9.7. Executive Committee and Other Committees. The powers and duties conferred or imposed upon the board of directors by law and by these Amended Articles of Incorporation may be exercised or performed by an executive committee or by one or more such other committees as may from time to time be designated in a manner and to the extent specified in the by-laws.

Section 9.8. Voting Requirements. The affirmative vote of the holders of not less than seventy-five percent (75%) of the outstanding Common Shares entitled to vote shall be required:

a. To amend, alter, change or repeal any provision of these Amended Articles of Incorporation, except that an amendment to Section 5.1 or Section 5.2 shall be adopted for the purpose of increasing the number of authorized shares of the Corporation upon receipt of the affirmative vote of not less than a majority of the outstanding Common Shares entitled to vote.

b. To authorize a "special corporate transaction" as defined in the Act (IC 23-1-6-1).

c. To approve any merger or consolidation pursuant to the Act (IC 23-1-5) to which the Corporation is a party.

## ARTICLE II

### Manner of Adoption and Vote

#### Section 1. Action by Directors.

The Board of Directors of the Corporation, at a meeting thereof, duly called, constituted and held on July 15, 1982, at which a quorum of such Board of Directors was present, duly adopted a resolution proposing to the shareholders of the Corporation entitled to vote in respect of the Amended Articles that the provisions and terms of its Articles of Incorporation be amended so as to read as set forth in the Amended Articles; and a meeting of such shareholders was called to be held July 15, 1982, to adopt or reject the Amended Articles unless the same were so approved prior thereto by unanimous written consent.

Section 2. Action by Shareholders. The shareholders of the Corporation entitled to vote in respect of the Amended Articles, at a meeting thereof, duly called, constituted and held on July 15, 1982, at which a quorum of such shareholders was present, adopted the Amended Articles by unanimous vote.

Section 3. Compliance with Legal Requirements. The manner of the adoption of the Amended Articles, and the vote by which they were adopted, constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Corporation.

ARTICLE III

Statement of Changes Made With Respect to Any Increase  
In The Number of Shares Heretofore Authorized

Aggregate Number of Shares Previously Authorized	1,005,250
Increase	<u>500,000</u>
Aggregate Number of Shares To Be Authorized After Effect of This Amendment	1,505,250

IN WITNESS WHEREOF, the undersigned officers execute these Amended Articles of Incorporation of the Corporation, and certify to the truth of the facts herein stated, this 15th day of July, 1982.

  
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Niles L. Noblitt, Secretary

  
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Dale A. Miller, President