

Internal Revenue Service

Department of the Treasury

District  
Director

10 MetroTech Center  
625 Fulton St., Brooklyn, NY 11201

▷

National Hemophilia  
Foundation  
116 West 32nd Street  
11th Floor  
New York, NY 10001-3212

Date: **SEP 17 1998**  
Person to Contact:  
Patricia Holub  
Contact Telephone Number:  
(718) 488-2333  
EIN: 13-5641857

• Dear Sir or Madam:

Reference is made to your request for verification of the tax exempt status of National Hemophilia Foundation.

A determination or ruling letter issued to an organization granting exemption under the Internal Revenue Code remains in effect until the tax exempt status has been terminated, revoked or modified.

Our records indicate that exemption was granted as shown below.

Sincerely yours,

*Patricia Holub*

Patricia Holub  
Manager, Customer  
Service Unit

Name of Organization: National Hemophilia Foundation

Date of Exemption Letter: July 1954

Exemption granted pursuant to section 501(c)(3) of the Internal Revenue Code.

Foundation Classification (if applicable): Not a private foundation as you are an organization described in sections 509(a)(1) and 170(b)(1)(A)(vi) of the Internal Revenue Code.

This organization is tax exempt under the group ruling of the above named organization. The Group Exemption Number is 1248.

**GOODKIND LABATON RUDOFF & SUCHAROW LLP**

100 Park Avenue  
New York, NY 10017

Voice: 212/907-0700  
Fax: 212/818-0477

**PLEASE DELIVER AS SOON AS POSSIBLE TO:**

RECIPIENT	COMPANY	FAX NO.	PHONE NO.
1. Gary Widlund	National Hemophilia Foundation	212-328-3795	212-328-3737

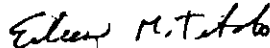
FROM: Eileen M. TitoloDATE: October 12, 2004PHONE: (212) 907-0784CLIENT/MATTER #: 014868/0002

Total number of pages including this page: 7  
If you do not receive all the pages, please call (212) 907-0700.

Dear Mr. Widlund:

Attached is a copy of the certified copy of the Restated Certificate of Incorporation of *The National Hemophilia Foundation*, which was filed with the New York Department of State on October 4, 2004.

Very truly yours,



Eileen M. Titolo  
Paralegal

Attachment

Cc: Edmond M. Collier, Esq.

**ATTENTION RECIPIENT:**

IF YOU DO NOT RECEIVE ALL PAGES, PLEASE CALL BACK AS SOON AS POSSIBLE. MY NUMBER IS (212) 907-0700.

PLEASE FORWARD THE ATTACHED TO THE APPROPRIATE PERSON IN YOUR FIRM AS SOON AS POSSIBLE.

THE INFORMATION CONTAINED IN THIS FACSIMILE MESSAGE IS ATTORNEY-CLIENT PRIVILEGED AND/OR CONFIDENTIAL INFORMATION INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION, OR COPYING OF THIS COMMUNICATION IS PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE, AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE.

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(10/12/2004 13:07)  
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RESTATED CERTIFICATE OF INCORPORATION

OF

THE NATIONAL HEMOPHILIA FOUNDATION

Under and Pursuant to Section 805 of the Not-For-Profit Corporation Law of the State of New York

2004 OCT -1 AM 12:24

FILED

*Handwritten initials and signature*

Goodkind Labaton Rudoff & Sucharow LLP  
100 Park Avenue  
12th Floor  
New York, NY 10017

*Handwritten initials JCC*

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED OCT 04 2004

TAX \$ \_\_\_\_\_  
BY: *Handwritten signature*

*Handwritten initials ny*

Customer Ref. #: NATIO1525R

RECEIVED

RECEIVED

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2004 OCT -1 PH 2:11

DRAWDOWN

*Handwritten number 4*

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041004000

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**RESTATED CERTIFICATE OF INCORPORATION****OF****THE NATIONAL HEMOPHILIA FOUNDATION****(UNDER SECTION 805 OF THE NOT-FOR-PROFIT CORPORATION LAW)**  
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The undersigned, a natural person over the age of eighteen years, hereby certifies:

1. The name of the corporation is The National Hemophilia Foundation (the "Corporation").
2. The Certificate of Incorporation of the Corporation was filed by the Department of State on June 15, 1948 under the name The Hemophilia Foundation, Inc.
3. The Certificate of Incorporation of the Corporation is being amended to add a new Article "SIXTH" designating the post office address to which copies of process are to be sent by the Secretary of State.
4. The Certificate of Incorporation of the Corporation is being further amended to delete Article "SEVENTH" thereof regarding the names, citizenship and residence of the subscribers of the original Certificate of Incorporation.
5. The Certificate of Incorporation of the Corporation is being further amended to add a new Article "SEVENTH" thereto, to limit the liability of directors of the Corporation pursuant to Section 719 of the Not-For-Profit Corporation Law of the State of New York.
6. The Certificate of Incorporation of the Corporation is being further amended to add a new Article "EIGHTH" thereto, providing for the indemnification of directors and officers of the Corporation.
7. The Certificate of Incorporation of the Corporation is being further amended to add a new Article "NINTH" thereto, confirming that the Corporation is a corporation as defined in Section 102(a)(5) of the Not-for-Profit Corporation Law.
8. The Certificate of Incorporation of the Corporation is being further amended to add a new Article "TENTH" thereto, setting forth that the Corporation is a Type B corporation pursuant to Section 201 of the Not-for-Profit Corporation Law.
9. The Certificate of Incorporation, as amended, is hereby restated to read in its entirety as follows:

**FIRST:** The name of the corporation is The National Hemophilia Foundation (the "Corporation").

**SECOND:** The purposes for which it is to be formed:

To make grants and donations for research and clinical study of hemophilia, abnormal blood conditions and similar ailments; to publish information and knowledge relating to the prevention and treatment of these diseases; to provide medical scholarship; to grant funds to or for persons suffering from hemophilia and kindred ailments.

To solicit, collect and otherwise raise money for the foregoing charitable, philanthropic benevolent purposes.

Nothing herein contained in this certificate shall be deemed to authorize this Corporation to establish or maintain any institution or agency mentioned in Section II of the Membership Corporation Law or in Section 35 of the Social Welfare Law of New York State.

**THIRD:** The territory in which its operations are to hereafter be conducted is all of the United States.

**FOURTH:** The city and county in which its office is to be located are New York, New York.

**FIFTH:** The number of its directors shall be not less than three (3).

**SIXTH:** The Secretary of State of the State of New York is designated as the agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is: The National Hemophilia Foundation, 116 West 32nd Street, 11th Floor, New York, New York 10001.

**SEVENTH:** No person serving as a director of the Corporation shall be personally liable to the Corporation or its members for breach of his or her fiduciary duty as a director, provided, however, that the foregoing shall not eliminate or limit the liability of a director of the Corporation for whom a judgment or other final adjudication adverse to the director establishes (i) that his or her acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of the law, (ii) that he or she personally gained in fact a financial profit or other advantage to which he or she was not entitled, or (iii) that his or her acts violated Section 719 of the Not-For-Profit Corporation Law of the State of New York.

**EIGHTH:** The Corporation shall, to the fullest extent permitted by Article 7 of the Not-For-Profit Corporation Law of the State of New York, as the same may be amended and supplemented, indemnify the officers and directors under said

Article from and against any and all of the expenses, liabilities, or other matters referred to in, or covered by, said Article. The Corporation shall advance expenses to the fullest extent permitted by said Article. Such right of indemnification and advancement of expenses provided for herein shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which any person may be entitled under any by-laws, resolution of shareholders, resolution of directors, agreement, or otherwise, as permitted by said Article, as to action in any capacity in which he served at the request of the Corporation. Neither the amendment nor repeal of this Article, nor the adoption of any provision of this certificate inconsistent with this Article, shall adversely affect any right or protection existing under this Article at the time of such amendment or repeal.

NINTH: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 (Definitions) of the Not-for-Profit Corporation Law.

TENTH: The Corporation is a Type B corporation pursuant to Section 201 of the Not-for-Profit Corporation Law.

10. This restatement of the certificate of incorporation of the Corporation was authorized by the requisite votes of the Board of Directors and members of the Corporation.

IN WITNESS WHEREOF, I hereunto sign my name and affirm that the statements made herein are true under the penalties of perjury, this 30<sup>th</sup> day of September, 2004.

/s/ Richard Metz, M.D.  
 Name: Richard Metz, M.D.  
 Title: President

FILING RECEIPT

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ENTITY NAME: THE NATIONAL HEMOPHILIA FOUNDATION

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DOCUMENT TYPE: AMENDMENT (DOMESTIC NFP) TYPE: B COUNTY: NEWY  
PROCESS NFP TYPE PROVISIONS RESTATED

SERVICE COMPANY: UNITED CORPORATE SERVICES SERVICE CODE: 37

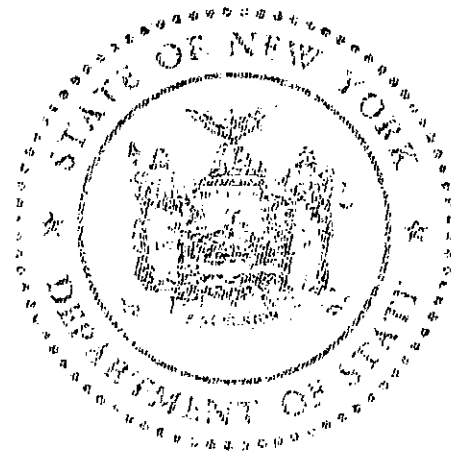
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FILED:10/04/2004 DURATION:\*\*\*\*\* CASH#:041004000354 FILM #:041004000341

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ADDRESS FOR PROCESS  
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THE CORPORATION  
116 WEST 32ND ST., 11TH FL.  
NEW YORK, NY 10001

REGISTERED AGENT  
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FILER	FEES		PAYMENTS	
-----		90.00		90.00
	FILING	30.00	CASH	0.00
	TAX	0.00	CHECK	0.00
GOODKIND LABATON RUDOFF & SUCHAROW	CERT	0.00	CHARGE	0.00
100 PARK AVE., 12TH FL.	COPIES	10.00	DRAWDOWN	90.00
	HANDLING	50.00	BILLED	0.00
NEW YORK, NY 10017			REFUND	0.00
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DOS-1025 (11/89)

State of New York )  
Department of State ) *ss:*

*I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

**October 04, 2004**



A handwritten signature in black ink, appearing to read "R. A. S.", is written over the printed title.

*Secretary of State*