

CERTIFICATE OF INCORPORATION

OF

NATIONAL HEART ASSIST AND TRANSPLANT FUND INC.

FIRST: The name of this corporation shall be:

NATIONAL HEART ASSIST AND TRANSPLANT FUND INC.

SECOND: Its registered office in the State of Delaware is to be located at 4305 Lancaster Pike, in the City of Wilmington, County of New Castle, and its registered agent is:

CORPORATION SERVICE COMPANY
4305 Lancaster Pike
Wilmington, Delaware

THIRD: The nature of the objects and purposes to be promoted and carried on are to do any and all of the things herein mentioned as fully and to the same activity as natural persons might or could do, and in any part of the world, viz:

1. To engage in research on the use of heart ^{assist and implant devices} transplants as a remedy for various heart conditions.

2. To assist and foster research into organ transplants, their efficacy, the results of such operation and the effect upon the patients who have gone through these procedures.

3. To provide information to the public and the medical and related professions concerning the results of any investigation or research into the above field.

4. To organize, plan, manage and carry on seminars, workshops, lectures and discussions concerning this field and the continuing progress being made therein.

5. To assist individuals, institutions, medical schools, hospitals, and other interested institutions in carrying out programs of heart and other organ transplants and to keep them advised as to the latest information in the field.

6. To cooperate with any other organization, foundation, governmental agency, hospital, research center or other entity operating in this or a related field of study and research.

FOURTH: This corporation is not organized for a profit and is not to have authority to issue capital stock. The conditions of membership shall be as stated in the by-laws.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on the other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation the contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

No part of the income of this association shall inure to the benefit of any individual and in the event of dissolution all assets shall be distributed exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized exclusively for charitable, educational, scientific, or other exempt purposes as at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code.

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1954 as amended; and the Corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (b) retain any excess business holdings as defined in Section 4943(c) of the Code; (c) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or (d) make any taxable expenditures as defined in Section 4945(d) of the Code.

FIFTH: The name and mailing address of each of the incorporators is as follows:

| NAME | MAILING ADDRESS |
|----------------------|---------------------------------------------|
| JACQUELINE N. CASPER | 4305 Lancaster Pike Wilmington, DE 19805 |

SIXTH: The powers of the incorporators shall terminate upon the filing of this Certificate of Incorporation, and the names and mailing addresses of the persons who are to serve as directors until the first annual meeting and until their successors are elected and qualify are:

| NAME | MAILING ADDRESS |
|---------------------------------------|-------------------------------------------------------------------------------|
| KOLFF JACK COLFF, M.D. | Temple University Hospital 3401 N. Broad Street Philadelphia, PA- 19140 |
| KOLFF PATRICIA M. COLFF | 1125 Bryn Lawn Road Villanova, PA 19085 |
| G. MICHAEL DEEB, M.D. | Temple University Hospital 3401 N. Broad Street Philadelphia, PA 19140 |

SEVENTH: In furtherance and not in limitation of the powers conferred by laws of the State of Delaware, the board of directors is expressly authorized:

To make, also, amend and repeal the by-laws;

To designate, by resolution passed by a majority of the whole board, one or more committees, each to consist of two or more directors, which committees, to the extent provided in such resolution or in the by-laws of the corporation, shall have and may exercise any or all of the powers of the board of directors

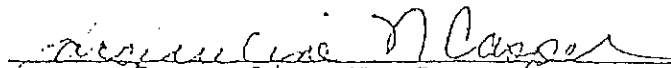
in the management of the business and affairs of this corporation and have power and authorize the seal of this corporation to be affixed to all papers which may require it;

This corporation may in its by-laws confer powers additional to the foregoing upon the directors, in addition to the powers and authorities expressly conferred upon them by law.

EIGHTH: If the by-laws so provide, the members and directors shall have power to hold their meetings, to have an office or offices and to keep the books of this corporation (subject to the provisions of the statute) outside of the State of Delaware at such places as may from time to time be designated by the by-laws or by resolution of the directors.

NINTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law and all rights conferred on officers, directors and members herein are granted subject to this resolution.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, has executed, signed and acknowledged this certificate of incorporation this thirtieth day of September, A.D. 1983.



Jacqueline N. Casper

CERTIFICATE OF AMENDMENT

OF

NATIONAL HEART ASSIST AND TRANSPLANT FUND INC.

National Heart Assist and Transplant Fund, Inc. a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

(1) That the Board of Directors of said corporation, at a meeting duly convened and held on the 1st day of February, 1996, at 9:30 o'clock a.m., duly proposed amendments to its Certificate of Incorporation and at said meeting duly passed a resolution setting forth the amendments proposed, declaring their advisability and calling a meeting of the Board of Directors of said corporation for the consideration hereof, said meeting being called on a date not earlier than fifteen days and not later than sixty days from the meeting at which the aforementioned resolution had been passed.

(2) That thereafter on the 27th day of February, 1996, at 9:00 o'clock a.m., pursuant to such call and to due and written notice thereof given to each of the Board of Directors more than 15 days prior to such date, all as required by the Bylaws of the corporation, a special meeting of the Board of Directors was held and there were present at such meeting at least two-thirds of the whole number of said Board of Directors of the Corporation, to wit: 3 out of 3.

(3) That at said meeting a vote of the Board of Directors was taken for and against the amendments to the Certificate of Incorporation, said Amendments being as follows:

RESOLVED that ARTICLE FIRST of the Certificate of Incorporation be amended to read as follows:

FIRST: The name of this corporation shall be:

NATIONAL TRANSPLANT ASSISTANCE FUND

IT WAS FURTHER RESOLVED, that ARTICLE THIRD of the Certificate of Incorporation be amended to read as follows:

THIRD: The purposes for which this Corporation is formed are as follows:

A) To provide financial, social and emotional support to patients needing organ transplantation.

B) To establish restricted funds for patients needing financial help and acting as a trustee assuring fiscal accountability and appropriate distribution of those funds for medically related expenses.

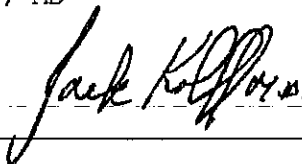
C) To foster public education as to the need for increased organ donor awareness.

D) To provide information to the public and professional community concerning any new research, drug therapy, insurance coverage, techniques or other pertinent topics relating to the field of organ transplantation.

E) To cooperate with any other organization, foundation, government agency, hospital, research center or other entity operating, conducting research or working towards the advancement in any area to expand the knowledge of transplantation and assist devices.

(4) That at said meeting of the Board of Directors 3 out of 3 directors of the corporation voted in favor of said amendment.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed by Jacob Kolff, MD
this 31st day of March, 1996.



Jacob Kolff, MD

Internal Revenue Service

Department of the Treasury

District
Director

Baltimore District

31 Hopkins Plaza, Baltimore, Md. 21201

▷ November 29, 1995

NATIONAL HEART ASSIST AND
TRANSPLANT FUND INC
6 BRYN MAWR AVENUE
P O BOX 258
BRYN MAWR, PA 19010

P.O. Box 13163, Room 817
Baltimore, MD 21203

Employer Identification Number:
52-1322317

Person to Contact:
EP/EO Tax Examiner

Telephone Number:
(410) 962-6058

Dear Sir/Madam:

This is in response to your inquiry dated November 9, 1995, requesting a copy of the letter which granted tax exempt status to the above named organization.

Our records show that the organization was granted exemption from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code effective September, 1983. We have also determined that the organization is not a private foundation because it is described in section(s) 509(a)(1) and 170(b)(1)(A)(vi).

Donors may deduct contributions to you under section 170 of the Code.

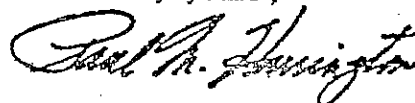
As of January 1, 1984, you are liable for taxes under the Federal Insurance Contributions Act (social security taxes) on remuneration of \$100 or more you pay to each of your employees during the calendar year. You are not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

You are required to file Form 990, Return of Organization Exempt from Income Tax, only if your gross receipts each year are normally more than \$25,000. However, if you receive a Form 990 package in the mail, please file the return even if you do not exceed the gross receipts test. If you are not required to file, simply attach the label provided, check the box in the heading to indicate that your annual gross receipts are normally \$25,000 or less, and sign the return.

A copy of our letter certifying the status of the organization is not available, however, this letter may be used to verify your tax-exempt status.

Because this letter could help resolve any questions about your exempt status, it should be kept in your permanent records.

Sincerely yours,



Paul M. Harrington
District Director

CERTIFICATE OF AMENDMENT

OF

NATIONAL TRANSPLANT ASSISTANCE FUND, INC.

National Transplant Assistance Fund, Inc. a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

(1) That the Board of Directors of said corporation, at a meeting duly convened and held on the 1st day of October, 1999, at 10:00 o'clock a.m., duly proposed amendments to its Certificate of Incorporation and at said meeting duly passed a resolution setting forth the amendments proposed, declaring their advisability and calling a meeting of the Board of Directors of said corporation for the consideration hereof, said meeting being called on a date not earlier than fifteen days and not later than sixty days from the meeting at which the aforementioned resolution had been passed.

(2) That thereafter on the 22nd day of October, 1999, at 10:00 o'clock a.m., pursuant to such call and due and written notice thereof given to each of the Board of Directors more than 15 days prior to such date, all as required by the Bylaws of the corporation, a special meeting of the Board of Directors was held and there were present at such meeting at least two-thirds of the whole number of said Board of Directors of the Corporation, to wit: 3 out of 3.

(3) That at said meeting a vote of the Board of Directors was taken for and against the amendments to the Certificate of Incorporation, said Amendments being as follows:

"RESOLVED, that ARTICLE THIRD of the Certificate of Incorporation be amended to read as follows:

THIRD: The purposes for which this Corporation is formed are as follows:

A) To provide financial, social and emotional support to patients needing organ transplantation and/or patients and their families affected by catastrophic illness.

B) To establish restricted funds for patients needing financial help and acting as a trustee assuring fiscal accountability and appropriate distribution of those funds for medically related expenses.


C) To foster public education as to the need for increased organ donor awareness.

D) To provide information to the public and professional community concerning any new research, drug therapy, insurance coverage, techniques or other pertinent topics relating to the field of organ transplantation and other catastrophic illnesses.

E) To cooperate with any other organization, foundation, government agency, hospital, research center or other entity operating, conducting research or working towards the advancement in any area to expand the knowledge of transplantation and assist devices as well as aid to those persons with catastrophic illnesses."

(4) That at said meeting of the Board of Directors 3 out of 3 directors of the corporation voted in favor of said amendment.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed by its President, Jacob Kolff, M.D. this day of November, 1999.



Jacob Kolff, M.D., President