

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, October 18, 2004

This is to certify that the certificate of incorporation of

International WAGR Syndrome Association

was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business. Effective date: October 18, 2004



State Corporation Commission

Attest:

Joel H. Pesh
Clerk of the Commission

ARTICLES OF INCORPORATION

OF

INTERNATIONAL WAGR SYNDROME ASSOCIATION

The undersigned, desiring to form a non-profit corporation pursuant to Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended, states as follow:

- (1) The name of the corporation is International WAGR Syndrome Association (the "corporation").
- (2) The corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"). More specifically, the purposes of the corporation shall be to raise, receive and administer funds to educate the public regarding WAGR syndrome, to stimulate research relating to WAGR syndrome, to promote awareness of WAGR syndrome and to reach out to those affected by WAGR syndrome in an effort to improve their lives.
- (3) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, 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 (2) hereof. No substantial part of the activities of the corporation shall be the carrying on the 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
- (4) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County of Fairfax, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
- (5) To the fullest extent permissible under state law, each person who is now or hereafter a director, officer, employee or volunteer of the corporation (and his heirs, executors

and administrators) shall be indemnified by the corporation against all claims, liabilities, judgments, settlements, costs and expenses, including all attorneys' fees, imposed upon or reasonably incurred by him in connection with or resulting from any action, suit, proceeding or claim to which he is or may be a party by reason of his being or having been a director, officer, employee, or volunteer (whether or not a director, officer, employee, or volunteer at the time such costs or expenses are incurred by or imposed upon him) except in relation to matters as to which he shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duties as such director, officer, employee, or volunteer. The indemnification shall be made only if the corporation shall be advised by the Board of the corporation, or by independent counsel to be appointed by the Board of Directors, that in its or his opinion such director, officer, employee, or volunteer was not guilty of gross negligence or willful misconduct in the performance of his duty, and in the event of a settlement, that such settlement was or is in the best interest of the corporation. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent counsel. Such right of indemnification shall not be deemed exclusive of any rights to which he may be entitled under any by-law, agreement, or otherwise.

(6) The corporation shall have no members.

(7) The five initial Directors of the corporation shall be appointed by the incorporator and shall serve until the first annual meeting or until their successors are duly elected and qualified. Except for the initial directors, the directors shall be elected by the directors at the annual meeting.

(8) Names and addresses of initial Directors:

Catherine Luis
273 Franklin Avenue
Cliffside Park, NJ 55436

Anne Marie Prusakiewicz
2063 Regina
Lincoln Park, MI 48146

RoseMarie Mallon
25 Youle Street
Melrose, MA 02176

Karen Rose
45 Katrina Circle
Bethel, CT 06801

Kimberly Pillow
9273 Thornwood Lane
Manassas, VA 20110

(9) The post office address of the initial registered office is: 9273 Thornwood Lane, Manassas, Virginia 20110. The name of the city in which the initial registered office is located is the City of Manassas. The name of the registered agent is Kimberly Pillow, who is a resident of Virginia and an initial director of the Corporation whose business office is the same as the registered office of the corporation.

(10) If at any time the Corporation shall be a private foundation (as defined under the Code), the following provisions shall apply:

(a) The Corporation will distribute its income for each tax at such time in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code or corresponding section of any future federal tax code;

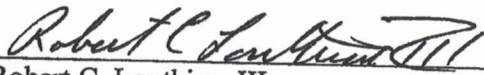
(b) The Corporations will not engage in any act of self-dealing as defined in Section 4941 (d) of the Code or corresponding section of any future federal tax code;

(c) The Corporation will not retain any excess business holdings as defined in Section 4943 (c) of the Code or corresponding section of any future federal tax code;

(d) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding section of any future federal tax code; and

(e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the code or corresponding section of any future federal tax code.

11) INCORPORATOR:



Robert C. Louthian, III

Dated: October 12, 2004

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, OCTOBER 18, 2004

The State Corporation Commission has found the accompanying articles submitted on behalf of
International WAGR Syndrome Association

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it
is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of
the Commission, effective October 18, 2004.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By

Mark L. Christie

Commissioner

CORPACPT
CIS0436
04-10-15-0058