Filing Fee: $50.00 **ID Number:** ____________

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-6-74 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is The Warren Alpert Foundation
2. It is incorporated under the laws of Delaware
3. The date of its incorporation is December 18, 1986
4. The address of its principal office in the state or country under the laws of which it is incorporated is: 2711 Centerville Road, Suite 400 Wilmington, DE 19808
5. The address of its proposed registered office in Rhode Island is 27 Warren Way (Street Address, ***not*** P.O. Box) Providence (City/Town), RI 02905 (Zip Code) and the name of its proposed registered agent in Rhode Island at that address is Warren Equities, Inc. (Name of Agent)
6. The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are: To encourage and promote progress in medical science through awards to persons who in the judgment of the Corporation have made significant medical discoveries or achieved major advances in scientific knowledge relating to the prevention, treatment or cure of human diseases, disorders infirmities, and illnesses. A. To aid or cooperate with other associations, institutions or corporations, which are themselves founded for or are committed or dedicated to purposes which are consonant with the purposes of this Corporation. B. To own, maintain, improve, and create all resources necessary or appropriate for its purposes. C. To acquiare by purchase, grant, gift, devise or bequest, either absolutely or in trust real and/or personal property and hold and dispose of such property as the purposes of the Corporation shall require. D. In general to possess and exercise all the powers and privileges granted by the General Corporation Law of Delaware or by any other law of Delaware, together with such powers and privileges incidental thereto as are necessary or convenient to the conduct, promotion or attainment of the objects of the Corporation.

FILED
APR 18 2011
BY 142576 10:03

7. The names and respective addresses of its directors and officers are:

	NAME	ADDRESS
Director	Herbert M. Kaplan	60 East End Avenue, New York, NY 10028
Director	Bevin Kaplan	60 East End Avenue, New York, NY 10028
Director	Jeffrey A. Walker	70C Baldpate Road, Boxford, MA 01921
President	Herbert M. Kaplan	60 East End Avenue, New York, NY 10028
Vice President	Jordan L. Golding	228 Allandale Road 2B, Chestnut Hill, MA 02467
Treasurer	John Dziedzic	2 Gail Driv, Bristol, RI 02809
Secretary	Jeffrey A. Walker	70C Baldpate Road, Boxford, MA 01921

8. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Under penalty of perjury, we declare and affirm that we have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: March 31, 2011

The Warren Alpert Foundation
Print Exact Name of Corporation Making Application

By ______________________
☑ President or ☐ Vice President (check one)

AND

By ______________________
☑ Secretary or ☐ Assistant Secretary (check one)

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE WARREN ALPERT FOUNDATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF FEBRUARY, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS A NON-PROFIT AND NON-STOCK CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "THE WARREN ALPERT FOUNDATION" WAS INCORPORATED ON THE EIGHTEENTH DAY OF DECEMBER, A.D. 1986.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

SECRETARY OF STATE
1776 DELAWARE 1970

Jeffrey W Bullock, Secretary of State

2111580 8300C

AUTHENTICATION: 8559280

110154660

DATE: 02-14-11

Delaware

The First State

A.D. 1997, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTIETH DAY OF JANUARY, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE SIXTH DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2004, AT 10:51 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE ELEVENTH DAY OF AUGUST, A.D. 2005, AT 5:44 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2010, AT 12:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "THE WARREN ALPERT FOUNDATION".

SECRETARY OF STATE · DELAWARE · 1776 · 1793

Jeffrey W. Bullock, Secretary of State

2111580 8100H

AUTHENTICATION: 8667213

110372750

DATE: 04-04-11

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "THE WARREN ALPERT FOUNDATION" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE EIGHTEENTH DAY OF DECEMBER, A.D. 1986, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE FOURTEENTH DAY OF JUNE, A.D. 1988, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 1990, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE SEVENTH DAY OF NOVEMBER, A.D. 1991, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE SEVENTH DAY OF FEBRUARY, A.D. 1992, AT 1:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTIETH DAY OF AUGUST, A.D. 1993, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE FOURTEENTH DAY OF JUNE, A.D. 1996, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTEENTH DAY OF JUNE,

2111580 8100H

110372750

You may verify this certificate online at corp.delaware.gov/authver.shtml

SECRETARY OF STATE · DELAWARE · 1776 · 1970

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 8667213

DATE: 04-04-11

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/24/1990
903615005 – 2111580

Certificate of Amendment of Certificate of Incorporation

of

THE WARREN ALPERT FOUNDATION
(Pursuant to Section 242)

It is hereby certified that:

1. The name of the Corporation (hereinafter called the "Corporation") is THE WARREN ALPERT FOUNDATION.

2. The Certificate of Incorporation of the Corporation is hereby amended by striking out the first paragraph of Article THIRD thereof and by substituting in lieu of said Article the following new Article:

THIRD: The purposes for which this Corporation is formed are to receive moneys and disburse same for the encouragement and promotion of medical science through grants to (i) individuals whose research appears likely to result in a medical breakthrough in the prevention, treatment or cure of diseases, disorders, infirmities, illnesses or other maladies which afflict mankind, and (ii) charitable organizations defined under Internal Revenue Code § 170 (c)(2) which are engaged in the field of medicine.

Executed at New York, New York on December 14th, 1990.

Warren Alpert
Warren Alpert, President

(corporate seal)

Attest:

Benjamin Alpert
Benjamin Alpert, Secretary

STATE OF NEW YORK)
) SS.
COUNTY OF NEW YORK)

BE IT REMEMBERED that on December 14, 1990, before me, a Notary Public duly authorized by law to take acknowledgment of deeds, personally came Warren Alpert, President of THE WARREN ALPERT FOUNDATION, a Corporation of the State of Delaware, who duly signed the foregoing instrument before me and acknowledged that such signing is his free act and deed, that such instrument as executed is the act and deed of said Corporation, and that the facts stated therein are true.

GIVEN under my hand on December 14, 1990.

Rose M. DeVita

Notary Public
My Commission Expires:

ROSE M. DeVITA
NOTARY PUBLIC, State of New York
No. 31-7762635
Qualified in New York County
Commission Expires March 30, 1992

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 11/07/1991
751311054 - 2111580

**CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION
OF
THE WARREN ALPERT FOUNDATION**

(Pursuant to Section 242)

It is hereby certified that:

1. The name of the Corporation (hereinafter called the "Corporation") is THE WARREN ALPERT FOUNDATION.

2. The Certificate of Incorporation of the Corporation is hereby amended by striking out Article Seventh A. thereof as previously amended and by substituting in lieu of said Article the following new Article:

SEVENTH: A. The name and address of the person who shall serve as the founding member of the Corporation is:

NAME	**ADDRESS**
Warren Alpert	**c/o Warren Equities, Inc. Ten East 53rd Street New York, New York 10022**

The name and address of the person who shall serve as an additional member of the Corporation is:

NAME	**ADDRESS**
Benjamin Alpert	**c/o Alpert And Eastman 50 Congress Street Boston, MA 02109**

The number of members of the Corporation shall be not less than two nor more than four. If the founding member of the Corporation dies or for any other reason ceases to serve as a member of the Corporation, he may name not more than three persons to serve in his stead as member or members by inter vivos instrument filed with the Secretary of the Corporation or by Last Will and Testament. If Benjamin Alpert dies or otherwise ceases to be a member of the Corporation, Gordon M. Alpert is appointed as a member in Benjamin Alpert's stead. In the event that no successor or successors are so named by the founding member, or in the event that any member of the Corporation other than the founding member or Benjamin Alpert dies or for any other reasons ceases to serve as a member of the Corporation, then the remaining members shall elect a member to fill the vacancy thereby created, either at a special meeting called for that purpose or without a meeting on written consent of all the members entitled to vote thereon. No persons shall be entitled to become a member of the Corporation unless he

is named as a founding member or otherwise named herein or elected as a successor member in accordance with this Article SEVENTH.

Executed at New York, New York on October 14, ~~1991~~

Warren Alpert

Warren Alpert, President

(corporate seal)

Attest:

Benjamin Alpert

Benjamin Alpert, Secretary

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

BE IT REMEMBERED that on October 14, 1991 before a Notary Public duly authorized by law to take acknowledgment of deeds, personally came Warren Alpert, President of THE WARREN ALPERT FOUNDATION a corporation of the State of Delaware, who duly signed the foregoing instrument before me and acknowledged that such signing is his act and deed, that such instrument as executed is the act and deed of said Corporation, and that the facts stated therein are true.

GIVEN under my hand on October 14, 1991.

Rose M. DeVita

Notary Public
My Commission Expires:

ROSE M. DeVITA
NOTARY PUBLIC, State of New York
No. 31-7782635
Qualified in New York County
Commission Expires March 30, 1992

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:30 PM 02/07/1992
752038055 - 2111580

Certificate of Amendment of the Certificate of Incorporation
of

THE WARREN ALPERT FOUNDATION

Under Section 242 of the General Corporation Law
of the State of Delaware

It is hereby certified that:

First: The name of the corporation is THE WARREN ALPERT FOUNDATION (the "Corporation").

Second: The Certificate of Incorporation is hereby amended by striking out the first paragraph of Article THIRD thereof, as heretofore amended, and by substituting in lieu thereof the following new paragraph:

> THIRD: The primary purposes for which this corporation is formed are to receive funds for the encouragement and promotion of medical science through grants to individuals and institutions that have achieved medical breakthroughs (1) in the prevention, treatment or cure of diseases, disorders, infirmities, illnesses or other maladies that afflict mankind or (2) through the delivery of health care services.

Third: This amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, The Warren Alpert Foundation has caused this certificate to be signed by its President and Secretary, this 28th day of January, 1992.

By: Warren Alpert
Warren Alpert, President

Attest:
Benjamin Alpert
Benjamin Alpert, Secretary

State of New York)
: ss.
County of New York)

On the 28th day of January, 1992, before me personally came Warren Alpert, the President of The Warren Alpert Foundation, to me known and known to me to be the individual who signed the foregoing instrument before me and acknowledged that his signing of such instrument as executed is the act and deed of The Warren Alpert Foundation and that the facts stated therein are true.

Rose M. DeVita

Notary Public

(Notarial Seal)

ROSE M. DeVITA
NOTARY PUBLIC, State of New York
No. 31-7782635
Qualified in New York County
Commission Expires March 30, 1992

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 08/20/1993
753232144 - 2111580

Certificate of Amendment of the Certificate of Incorporation of

THE WARREN ALPERT FOUNDATION

Under Section 242 of the General Corporation Law of the State of Delaware

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It is hereby certified that:

First: The name of the corporation is THE WARREN ALPERT FOUNDATION (the "Corporation").

Second: The Certificate of Incorporation is hereby amended by striking out paragraph A of Article SEVENTH thereof, as heretofore amended, and by substituting in lieu thereof the following new paragraph:

SEVENTH: The name and address of the person who shall serve as the founding member of the Corporation is:

NAME	ADDRESS
Warren Alpert	c/o Warren Equities, Inc. 375 Park Avenue New York, NY 10152

The name and address of the persons who shall serve as additional Members of the Corporation are:

NAME	ADDRESS
Benjamin Alpert	Warren Equities, Inc. Law Department 50 Congress Street Boston, MA 02109
Jordan L. Golding	1 Boston Place Boston, MA 02108

John H. McArthur	Harvard Graduate School of Business Soldiers Field, MA 02163
Edward M. Cosgrove	c/o Warren Equities, Inc. 1 Warren Way 375 Allens Avenue Providence, RI 02907
Herbert Kaplan	c/o Warren Equities, Inc. 1 Warren Way 375 Allens Avenue Providence, RI 02907

In the event that any member of the Corporation dies or for any other reason ceases to serve as a member of the Corporation, then the remaining members shall elect a member to fill the vacancy thereby created, either at a special meeting called for that purpose or without a meeting on written consent of all the members entitled to vote thereon. No person shall become a member of the Corporation unless he is named herein or elected as a successor member in accordance with this Article SEVENTH.

Third: This amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, The Warren Alpert Foundation has caused this certificate to be signed by its President and Secretary, this 19 day of August, 1993.

By: Warren Alpert
Warren Alpert

Attest:

Benjamin Alpert
Benjamin Alpert, Secretary

STATE OF New York)
: ss.:
COUNTY OF New York)

On the 19th day of August, 1993, before me personally came WARREN ALPERT, to me known and known to me to be the individual described in and who executed the foregoing instrument, and duly acknowledged to me that he executed the same.

Notary Public

(Notarial Seal)

WILLIAM E. DONOVAN, Notary Public
State of New York, No. 31-4074175
Qualified in New York County
Commission Expires October 31, 1994

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 06/14/1996
960173774 - 2111580

Certificate of Amendment of the Certificate of Incorporation
of

THE WARREN ALPERT FOUNDATION

Under Section 242 of the General Corporation Law
of the State of Delaware

It is hereby certified that:

First: The name of the corporation is **THE WARREN ALPERT FOUNDATION** (the "Corporation").

Second: The Certificate of Incorporation is hereby amended by striking out the first paragraph of Article THIRD thereof, as heretofore amended, and by substituting in lieu thereof of the following new paragraph:

> THIRD: The primary purpose for which this Corporation is formed is generally to make distributions for any of the exempt purposes described in section 501(c)(3) of the Internal Revenue Code, and in particular to establish and maintain a fund to support the awarding of grants to individuals and institutions (a) for the promotion of medical science, particularly in areas which offer promise of, or which have achieved, significant medical breakthroughs in the prevention, treatment or cure of human diseases, disorders, infirmities and illnesses generally; (b) for the expanded or more effective delivery of health care services; (c) for the promotion and enrichment of the creative education of young people, whether in arts or sciences, particularly in the development and expansion of innovative programs which are designed to supplement the core curriculum of elementary and secondary education and to add value, beyond their cost, to the basic programs generally offered, all with a view to encouraging individuals to become economically self-sufficient beyond their personal needs, for the ultimate benefit of themselves and others; and (d) to develop on state and national levels programs, including occupational training, to create meaningful employment opportunities for individuals. Incidental to such purposes, the Corporation may engage in any of the activities described in the remaining clauses of this Article.

Third: This amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, The Warren Alpert Foundation has caused this certificate to be signed by its President and Secretary, this 9 , day of May , 1996.

By: Warren Alpert
Warren Alpert

Attest:

Benjamin Alpert
Benjamin Alpert, Secretary

163505-1

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On the 9th day of May, 1996, before me personally came WARREN ALPERT, to me known and known to me to be the individual described in and who executed the foregoing instrument, and duly acknowledged to me that he executed the same.

Richard B. Covey
Notary Public

(Notarial Seal)

RICHARD B. COVEY
Notary Public, State of New York
No. 31-0783760
Qualified in New York County
Commission Expires April 30, 1997

163505-1

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION

OF

THE WARREN ALPERT FOUNDATION

Under Section 242 of the General Corporation Law of the State of Delaware

---

It is hereby certified that:

First: The name of the corporation is THE WARREN ALPERT FOUNDATION (the "Corporation").

Second: The Certificate of Incorporation is hereby amended by striking out paragraph A of Article SEVENTH thereof, as heretofore amended, and by substituting in lieu thereof the following new paragraph:

SEVENTH: The name and address of the person who shall serve as the founding member of the Corporation is:

NAME	ADDRESS
Warren Alpert	c/o Warren Equities, Inc. 375 Park Avenue New York, NY 10152

The name and address of the persons who shall serve as additional members of the Corporation are:

NAME	ADDRESS
Benjamin Alpert	c/o Warren Equities, Inc. Law Department 470 Totten Pond Road Waltham, MA 02154
Herbert M. Kaplan	c/o Warren Equities, Inc. 355 Allens Avenue Providence, RI 02905 Waltham, MA 02154
Jeffrey A. Walker, Esq.	c/o Warren Equities, Inc. Law Department 470 Totten Pond Road Waltham, MA 02154

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 06/13/1997
971195646 – 2111580

John H. McArthur	Harvard Graduate School of Business Soldiers Field, MA 02163
Edward M. Cosgrove	c/o Warren Equities, Inc. 355 Allens Avenue Providence, RI 02905
Jordan L. Golding	c/o KPMG Peat Marwick 99 High Street Boston, MA 02110

In the event that any member of the Corporation dies or for any other reason ceases to serve as a member of the Corporation, then the remaining members shall elect a member to fill the vacancy thereby created, either at a special meeting called for that purpose or without a meeting on written consent of all the members entitled to vote thereon. No person shall become a member of the Corporation unless he is named herein or elected as a successor member in accordance with this Article SEVENTH.

Third: This amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, The Warren Alpert Foundation has caused this certificate to be signed by its President and Secretary, this 30 day of May, 1997.

By: Warren Alpert
Warren Alpert

Attest:

Benjamin Alpert
Benjamin Alpert, Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 01/20/2000
001031239 – 2111580

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION OF THE WARREN ALPERT FOUNDATION

Under Section 242 of the General Corporation Law Of the State of Delaware

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It is hereby certified that:

First: The name of the corporation is THE WARREN ALPERT FOUNDATION (the "Corporation").

Second: The Certificate of Incorporation is hereby amended by striking out paragraph A of Article SEVENTH thereof, as heretofore amended, and by substituting in lieu thereof the following new paragraph:

SEVENTH: The name and address of the person who shall serve as the founding member of the Corporation is:

Name	Address
Warren Alpert	c/o Warren Equities, Inc. 375 Park Avenue New York, NY 10152

The name and address of the persons who shall serve as additional members of the corporation are:

Name	Address
Herbert M. Kaplan	c/o Warren Equities, Inc. Law Department 20 Mall Road, Suite 230 Burlington, MA 01803
Jeffrey A. Walker, Esq.	c/o Warren Equities, Inc. Law Department 20 Mall Road, Suite 230 Burlington, MA 01803
Edward M. Cosgrove	c/o Warren Equities, Inc. 355 Allens Avenue Providence, RI 02905

State of Rhode Island and Providence Plantations
A. Ralph Mollis
Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island and Providence Plantations, hereby certify that this document, duly executed in accordance with the provisions of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this office on this day:

April 18, 2011 10:03 AM

A. RALPH MOLLIS

Secretary of State

SEAL OF THE STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
HOPE
1636