

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, RI 02905 and the name of its proposed registered agent in
(City/Town) (Zip Code)
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 acquire 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:

	<u>NAME</u>	<u>ADDRESS</u>
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.

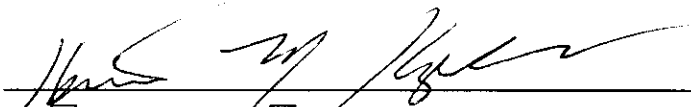
Under penalty of perjury, we declare and affirm that we have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

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

PAGE 1

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.

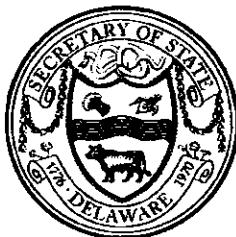
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "THE WARREN ALPERT FOUNDATION" WAS INCORPORATED ON THE EIGHTEENTH DAY OF DECEMBER, A.D. 1986.

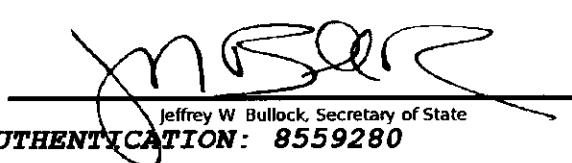
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

2111580 8300C

110154660

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8559280

DATE: 02-14-11

Delaware

PAGE 2

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.

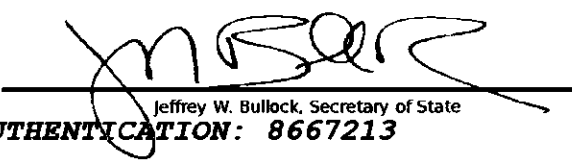
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "THE WARREN ALPERT FOUNDATION".

2111580 8100H

110372750

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8667213

DATE: 04-04-11

Delaware

PAGE 1

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.

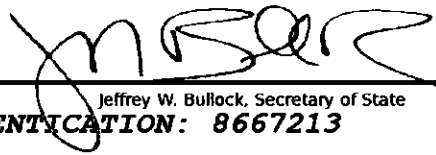
CERTIFICATE OF AMENDMENT, FILED THE THIRTEENTH DAY OF JUNE,



2111580 8100H

110372750

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


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, President

(corporate seal)

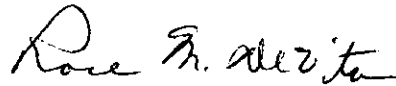
Attest:


Benjamin Alpert, Secretary

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

BE IT REMEMBERED that on December 14th, 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 14th, 1990.



Notary Public
My Commission Expires:

ROSE M. DeVITA
NOTARY PUBLIC, State of New York
No. 31-7782835
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 24, 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 24, 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 24, 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

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").

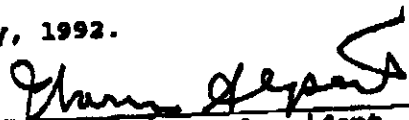
Second: The Certificate of Incorporation is hereby
amended by striking out the first paragraph of Article THIRD
thereof, as heretofore amended, and by substituting in lieu
thereof the following new paragraph:

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, President

Attest:


Benjamin Alpert, Secretary

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

On the 18th 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. 31-7782835
Qualified in New York County
Commission Expires March 30, 1992 ✓

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:

<u>NAME</u>	<u>ADDRESS</u>
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:

<u>NAME</u>	<u>ADDRESS</u>
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

Edward M. Cosgrove

Herbert Kaplan

Harvard

Harvard Graduate School
of Business
Soldiers Field, MA 02163

c/o Warren Equities, Inc.
1 Warren Way
375 Allens Avenue
Providence, RI 02907

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 19th day of August, 1993.

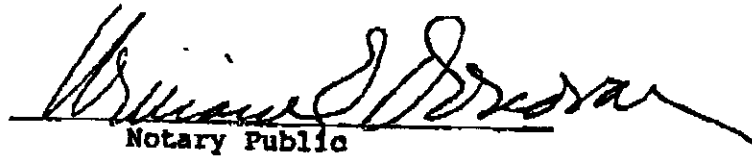
By: 
Warren Alpert




Benjamin Alpert, Secretary

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

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. 31-6074175
Qualified in New York County, N.Y.
Commission Expires *October 24, 1994*

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.

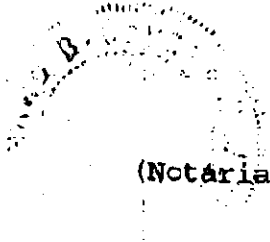
By: Warren Alpert
Warren Alpert

Attest:

Benjamin Alpert
Benjamin Alpert, Secretary

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

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.



(Notarial Seal)

Richard B. Covey
Notary Public

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

**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

Warren Alpert

ADDRESS

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

Benjamin Alpert

ADDRESS

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

**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
Warren Alpert

Address
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
Herbert M. Kaplan

Address
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:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

