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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

NON-PROFIT CORPORATION

ID Number: 141168

JUN 28

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FILED

JUN 28 2004

By 10P-320474

ARTICLES OF INCORPORATION

(To Be Filed In Duplicate Original)

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Gertrude B. Elion Foundation

2. The period of its duration is (if perpetual, so state) perpetual

3. The specific purpose or purposes for which the corporation is organized are:

See Exhibit A attached hereto and made a part hereof.

4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:

See Exhibit B attached hereto and made a part hereof.

5. The address of the initial registered office of the corporation is 2800 Financial Plaza
(Street Address, not P.O. Box)
Providence, RI 02903, and the name of its initial registered agent at such
(City/Town) (Zip Code)
address is Richard G. Small, Esq.
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is -3-
(not less than three directors)
and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
<u>Jonathan L. Elion</u>	<u>2255 Commodore Perry Hwy., Wakefield, RI 02879</u>
<u>Kathleen R. Elion</u>	<u>2255 Commodore Perry Hwy., Wakefield, RI 02879</u>
<u>Gary D. Elion</u>	<u>1204 Ojo Verde, Santa Fe, NM 87501</u>
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7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Scott J. Pinarchick, Esq.</u>	<u>c/o Edwards & Angell, LLP</u>
<u></u>	<u>2800 Financial Plaza</u>
<u></u>	<u>Providence, RI 02903</u>
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8. Date when corporate existence is to begin upon filing of these Articles of Incorporation
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: June 28, 2004

Scott Pinarchick

Signature of each Incorporator

EXHIBIT A

GERTRUDE B. ELION FOUNDATION

ARTICLES OF INCORPORATION

3. The specific purpose or purposes for which the corporation is organized are:

Said corporation is organized without capital stock and is organized and shall be operated exclusively for the purposes specified 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"), and specifically as a private foundation as specified under Section 509 of the Code. Such purposes shall be furthered by activities, which include but are not limited to, protecting the name, work and legacy of Gertrude B. Elion and supporting the advancement of the scientific research and the promotion of the performing arts.

EXHIBIT B

GERTRUDE B. ELION FOUNDATION

ARTICLES OF INCORPORATION

4. Provisions, (if any), not inconsistent with the law, which the incorporator elects to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

a. This corporation is organized and shall be operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code. No part of the net earnings of this 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 3 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 (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 (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. In the event that the corporation is a private foundation as that term is defined in Section 509 of the Code, then notwithstanding any other provisions of the Articles of Incorporation or the by-laws of the corporation, the following provisions shall apply:

The corporation shall distribute the income of each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Code; nor retain any excess business holdings as defined in Section 4943(c) of the Code, nor make any investments in such manner as to incur tax liability under Section 4944 of the Code; nor make any taxable expenditures as defined in Section 4945(d) of the Code.

b. Without in any way limiting the foregoing, the corporation shall have those powers granted by Section 7-6-5 of the General Laws of Rhode Island, 1956, as amended (the "Rhode Island General Laws").

c. The corporation shall not be a membership corporation and shall have no authority to issue capital stock.

The affairs and business of the corporation shall be managed by a Board of Directors. Each member of the Board of Directors shall have one vote. The Directors and officers of the corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the by-laws of the corporation.

d. Upon dissolution, after paying or making provision for the payment of all of the liabilities of the corporation, the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or a state or local government, exclusively for a public purpose.

e. The corporation shall have the power to indemnify, to pay expenses to, and to purchase and maintain insurance for its Directors, officers, and other persons to the full extent permitted by the law of the State of Rhode Island, but only to the extent that the status of the corporation as a corporation exempt under Section 501(c)(3) of the Code shall not be affected thereby. A Director of the corporation shall not be personally liable to the corporation or to its

members for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the corporation or its members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the Director derived an improper personal benefit.