$50.00
Filing fee: ~~$20.00~~

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is Interhospital Organ Bank, Inc.

SECOND: The name which it elects to use in Rhode Island is Interhospital Organ Bank, Inc.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Massachusetts

FOURTH: The date of its incorporation is December 20, 1968 and the period of its duration is indefinite

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is P. O. Box 306, Boston, Massachusetts 02114

SIXTH: The address of its proposed registered office in Rhode Island is 164 Summit Avenue, Providence, R. I. 02906 and the name of its proposed registered agent in Rhode Island at that address is Robert P. Davis

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

For charitable purposes to promote and implement the donation of human organs for transplantation; to receive, collect and disseminate information on the availability and location of human organs for transplantation; to receive, preserve, store, distribute and supply human organs for transplantation; to collect, solicit, receive and otherwise obtain funds to finance the purposes of the corporation; to take action and exercise powers to accomplish the foregoing purposes in the Commonwealth of Massachusetts, the States of New Hampshire and Rhode Island and in the United States; and upon liquidation or dissolution, to distribute its assets and property only to charitable hospitals incorporated in Massachusetts.

EIGHTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
	Director	
	Director	
	Director	
John Mannick	President	University Hospital, B.U. School of Med., Boston, Mass.
	Vice President	
Benjamin A. Barnes	Secretary	Massachusetts General Hospital, Boston, Mass.
Robert P. Davis	Treasurer	The Miriam Hospital, Providence, R. I.

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
None			

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series. if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
None			

ELEVENTH: The amount of its stated capital as defined by §7-1.1-2 of the General Laws, 1956, as amended, is $ less than $5,000

TWELFTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is $ less than $5,000

THIRTEENTH: An estimate of the value of its property to be located within Rhode Island during such year is $ none

FOURTEENTH: An estimate of the gross amount of business to be transacted by it during such year is $ 100,000

FIFTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is $ 10,000

SIXTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated September 21 , 19 72

Interhospital Organ Bank, Inc.
[Exact Corporate Name of Corporation Making Application]

By John A. Mannick
Its President
and Benjamin A. Barnes
Its Secretary

STATE OF Rhode Island
COUNTY OF Providence } Sc.

At Rhode Island in said County on the 21st day of September 1972, before me personally appeared John Mannick and Benjamin Barnes, who being by me first duly sworn, declared that they are ~~he is~~ the President and Secretary of Interhospital Organ Bank, Inc. that he signed the foregoing document as such President and Secretary of the corporation, and that the statements therein contained are true.

Frances S. Pritchard
Notary Public

(NOTARIAL SEAL)

"I 16-72 ... 337 CO***510

A. F. [illegible]

OCT 16 1972

045
043
043

FORM CD-180-s.7-1 2500-12/81-D907815

The Commonwealth of Massachusetts

FEDERAL IDENTIFICATION

OFFICE OF THE SECRETARY OF STATE
ONE ASHBURTON PLACE, BOSTON, MA 02108

NO. ______

Michael Joseph Connolly, *Secretary*

RESTATED ARTICLES OF ORGANIZATION

General Laws, Chapter 180, Section 7

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of members or stockholders adopting the restated articles of organization. The fee for filing this certificate is $30. Make check payable to the Commonwealth of Massachusetts.

We, Donald Leeber, M.D., ~~President~~ Chairman and Robert L. Kirkman, M.D., ~~Clerk/Assistant Clerk~~ Secretary of

NEW ENGLAND ORGAN BANK, INC.

(Name of Corporation)

located at 138 Harvard Street, Brookline, MA 02146

do hereby certify that the following restatement of the articles of organization of the corporation was duly adopted at a meeting held on February 3, 1989, by vote of 12 members ~~stockholders~~ being at least two thirds of its members legally qualified to vote in meetings of the corporation (or, in the case of a corporation having capital stock, by the holders of at least two thirds of the capital stock having the right to vote thereon):

1. The name by which the corporation shall be known is -

   NEW ENGLAND ORGAN BANK, INC.

2. The purposes for which the corporation is formed are as follows:

   To promote and implement the donation of human organs and human tissue for transplantation and research; to receive, collect and disseminate information on the availability and location of human organs and human tissue; to receive, preserve, store, distribute and supply human organs and human tissue for transplantation and research; to collect, solicit, receive and otherwise obtain funds to finance the purposes of the corporation; to promote and conduct medical education and research in furtherance of organ transplantation for the benefit of the general public; and to have and exercise all powers necessary or convenient to accomplish the foregoing purposes.

P.C.
9

NOTE: If provisions for which the space provided under Articles 2, 3 and 4 is not sufficient additions should be set out on continuation sheets to be numbered 2A, 2B, etc. Indicate under each Article where the provision is set out. Continuation sheets shall be on 8½" x 11" paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.