



State of Rhode Island and Providence Plantations
Department of State - Business Services Division
 148 W. River Street, Providence, Rhode Island 02904-2615
 Phone: (401) 222-3040 | Email: corporations@sos.ri.gov | Website: www.sos.ri.gov

RECEIVED STATE
 SECRETARY OF STATE
 CORPORATIONS DIV
 2017 DEC -1 AM 11:31

Application for Certificate of Authority
Non-Profit Corporation
 Filing Fee: \$50.00

Pursuant to the provisions of RIGL 7-6-74, 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:		
Crohn's & Colitis Foundation, Inc.		
If this name is unavailable in Rhode Island, the corporation's elected name is:		
2. It is incorporated under the laws of:	12/17/1965	
3. The date of its incorporation is: New York	12/17/1965	
And the period of its duration is: CHECK ONLY ONE BOX		
<input checked="" type="checkbox"/> Perpetual (on-going)		
<input type="checkbox"/> Date certain for dissolution _____		
4. The address of its principal place of business is:		
733 Third Avenue, Suite 510, New York, NY 10017		
5. The name and address of the initial registered agent/office in Rhode Island is:		
Agent Name The Prentice-Hall Corporation System, Inc.		
Street Address (NOT a P.O. Box) 222 Jefferson Boulevard, Suite 200		
City/Town Warwick	State RHODE ISLAND	Zip Code 02888
6. List the specific purposes for transacting business in Rhode Island:		
Cure and prevent Crohn's disease and Ulcerative Colitis through research- Charitable		
Check the box to indicate an attachment. <input checked="" type="checkbox"/>		

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BY JB 318864

7. The names and respective addresses of its directors and officers are:		
OFFICE	NAME	ADDRESS
Director	Vance Gibbs	733 Third Avenue, ste 510, New York, NY 10017
Director	Scott Snapper	733 Third Avenue, ste 510, New York, NY 10017
Director	D. Brent Polk	733 Third Avenue, ste 510, New York, NY 10017
President	Michael Osso	733 Third Avenue, ste 510, New York, NY 10017
Vice President	Ronald Goldsman	733 Third Avenue, ste 510, New York, NY 10017
Treasurer	Donald Burke	733 Third Avenue, ste 510, New York, NY 10017
Secretary	Andrew Stern	733 Third Avenue, ste 510, New York, NY 10017

Check the box to indicate an attachment.

8. This application must be accompanied by Certified Copies of its Articles of Incorporation and ALL Amendments issued by the proper officer of the state or country under the laws of which it is incorporated that is dated within 60 days of the filing of this document.

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

Signature of <input type="checkbox"/> President or <input type="checkbox"/> Vice President ^{COO} <i>Robert Territo</i> SIGNATURE HERE	Type or Print Name of Officer <i>Robert Territo</i> [REDACTED]	Date <i>10/28/17</i> [REDACTED]
Signature of <input type="checkbox"/> Secretary or <input checked="" type="checkbox"/> Assistant Secretary <i>Donald Burke</i> SIGNATURE HERE	Type or Print Name of Officer <i>Ronald Goldsman</i> [REDACTED]	Date <i>10/28/17</i> [REDACTED]

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.

Our Mission and Core Values

The mission of the Crohn's & Colitis Foundation is to cure Crohn's disease and ulcerative colitis, and to improve the quality of life of children and adults affected by these diseases. Crohn's disease and ulcerative colitis are collectively known as inflammatory bowel diseases (IBD).

The Foundation sponsors basic and clinical research of the highest quality. We also offer a wide range of educational programs for patients and healthcare professionals, while providing supportive services to help people cope with these chronic intestinal diseases. These programs are supported solely through our donors, grants, fundraising efforts, and sponsors.

Our areas of focus include:

- **Research Programs**—The Crohn's & Colitis Foundation has provided more than \$267 million for research on the treatment and cures of IBD. We fund a set of priority research initiatives: multi-institutional, multi-disciplinary, collaborative research projects targeting areas of science with a high probability of advancing treatment. Foundation-sponsored research has led to breakthrough discoveries in the role that genetics and the human microbiome play in IBD onset and progression, and we are establishing the largest research and information exchange ever created to accelerate the development of better treatments and cures. Our grants and fellowships nurture and enable researchers at every stage of their careers.
- **Education Programs**—The Crohn's & Colitis Foundation provides information and education for the more than 1.6 million IBD patients and their families through a variety of channels at the national and local level. Our webcasts, support groups, IBD Help Center, and printed materials provide accurate and up-to-date information. The Foundation also offers professional education through our professional journal, *Inflammatory Bowel Diseases*, as well as through health professional workshops, and our annual Advances in IBD Conference.
- **Support Services**—The Crohn's & Colitis Foundation support services are delivered through local chapters, which offer more than 200 support groups annually, as well as through Camp Oasis (our summer camps for children living with IBD), and a wide range of educational and training programs for communities nationwide.
- **Advocacy**—The Crohn's & Colitis Foundation recruits and organizes IBD patients, as well as their family members, friends, caregivers and doctors, to raise their voices and become actively involved in advancing our public policy goals (i.e., better access to insurance and medication) and increased research funding (i.e., National Institutes of Health, Food and Drug Administration). Our Crohn's and Colitis Caucus engages active members of Congress, and our special events (i.e., Day on the Hill) and special communications campaigns (i.e., Crohn's & Colitis Awareness Week, PSAs, etc.) build awareness and support.
- **Quality of Care**—IBD Qorus™ is the Crohn's & Colitis Foundation's national quality of care initiative that seeks to identify, implement, and improve standard practices for treating patients with Crohn's disease and ulcerative colitis. The initiative's innovative model of patient-provider collaboration and co-facilitation of treatment is designed to lead to enhanced health outcomes, as well as a better quality of life, for millions of IBD patients.
- **Clinical Trials Community**—The Crohn's & Colitis Foundation is educating and supporting patients interested in participating in clinical trials, an essential step in the drug development process, to accelerate time to market and expand the number of treatment options for IBD patients. In addition to patients, our Clinical Trials Community includes gastroenterology professionals and researchers working together to increase clinical trial awareness and improve efficiencies and enrollment.

- **Fundraising Initiatives**—Essential to the Crohn's & Colitis Foundation's mission, our ongoing fundraising efforts enable us to fund further research, as well as educational and patient support activities. Last year, we raised more than \$80 million through memberships, fundraising events, sponsorships, and other programs. Local Foundation Chapters generate revenue through Take Steps, Team Challenge, spin4 crohn's & colitis cures and other special events; and innovative commercial partnerships with aligned businesses (i.e., pharmaceutical, nutrition) are providing new sources of revenue to fund mission-critical programming. Find out how you can support the Crohn's & Colitis Foundation.

2017 List of Officers and Trustees

Officers

733 Third Avenue, Suite 510
New York, NY 10017

Michael Osso, *President & CEO*
Robert Territo, *Chief Operating Officer/Chief Financial Officer*
Ronald Goldsman, *Vice President of Finance, Assistant Secretary*

Board of Trustees

733 Third Avenue, Suite 510
New York, NY 10017

Vance Gibbs, Esq., Chairman
Scott Snapper, MD, PhD, NSAC Chairman
D. Brent Polk, MD, Chair-Elect NSAC
Andrew Stern, Esq., Secretary
Donald Burke, Treasurer
Shelby Modell, *Co-Founder*
Amber Backhaus
Noel Brown
Christopher Collette
The Honorable Ander Crenshaw
Alessandro DiNello
Alex Funderburg
Paula J Hilbert
Michele Kissous-Hunt, PA-C
Don Kortz
Matt Leavitt, DO, FAOCD
David N. Levenson
Mark Murray, PhD
Marcy Nanus
Joe Nemmers
Jennifer O'Neill
Maria Oliva-Hemker, MD
Robert Pulley
Joel Rosh, MD, FAAP, FACG, AGAF
Eric M. Stone
Bishop Walter Thomas

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
September 18, 2017.



A handwritten signature in black ink, appearing to read "B. Fitzgerald", written over a horizontal line.

Brendan Fitzgerald
Executive Deputy Secretary of State

State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of CROHN'S & COLITIS FOUNDATION, INC. was filed on 12/17/1965, under the name of FOUNDATION FOR RESEARCH IN ILEITIS, INC., as a Not-for-Profit Corporation and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Certificate of Amendment FOUNDATION FOR RESEARCH IN ILEITIS, INC., changing its name to FOUNDATION FOR ILEITIS AND COLITIS, INC., was filed 09/21/1967.

A Certificate of Amendment FOUNDATION FOR ILEITIS AND COLITIS, INC., changing its name to NATIONAL FOUNDATION FOR ILEITIS AND COLITIS, INC., was filed 10/05/1970.

A Certificate of Amendment NATIONAL FOUNDATION FOR ILEITIS AND COLITIS, INC., changing its name to CROHN'S & COLITIS FOUNDATION OF AMERICA, INC., was filed 11/15/1990.

A Certificate of Amendment CROHN'S & COLITIS FOUNDATION OF AMERICA, INC., changing its name to CROHN'S & COLITIS FOUNDATION, INC., was filed 02/16/2017.

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R.I. DEPT. OF STATE
DIVISION OF STATE

WITNESS my hand and the official seal of the Department of State at the City of Albany, this 15th day of September two thousand and seventeen.



Brendan W. Fitzgerald
Executive Deputy Secretary of State

914301

RESTATED CERTIFICATE OF INCORPORATION
OF

NATIONAL FOUNDATION FOR ILEITIS AND COLITIS, INC.

(Under Section 805 of the Not-For-Profit Corporation Law)

The undersigned, being respectively the President and Secretary of the NATIONAL FOUNDATION FOR ILEITIS AND COLITIS, INC., hereby certify:

(1) The name of the corporation is "NATIONAL FOUNDATION FOR ILEITIS AND COLITIS, INC." and the name under which it was formed is "FOUNDATION FOR RESEARCH IN ILEITIS, INC."

(2) The Certificate of Incorporation was filed by the Department of State on December 17, 1965.

(3) The amendments effected hereby are an increase in the maximum number of the Trustees of the corporation, the addition of the disease Colitis in paragraph "2", the deletion of a requirement that the corporation distribute its income for each year, the deletion of the prohibition of certain acts enumerated in paragraph "2" of the Certificate of Incorporation and the substitution of the corresponding sections of the Not-For-Profit Corporation Law and Social Services Law in place of the Membership Corporation Law and Social Welfare Law in paragraph "2" and "6(E)" of the Certificate of Incorporation.

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DEPARTMENT OF LAW
NEW YORK CITY OFFICE

(4) The text of the Certificate of Incorporation as heretofore and hereby further amended is herein restated and set forth in full as follows:

1. The name of the corporation is NATIONAL FOUNDATION FOR ILEITIS AND COLITIS, INC.

2. The purposes for which it is formed are:

To conduct, support, stimulate, develop, promulgate, encourage and further research programs in connection with the prevention and cure of the diseases known as Ileitis and Colitis with the intent of ameliorating those diseases, but not to engage in the practice of medicine.

To publish or cause to be published or otherwise disseminate information of a general or specific character with respect to the nature, prevention and cure of Ileitis and Colitis to doctors, nurses and others in the medical profession or to the general public.

To operate exclusively for such charitable purposes as shall be in the furtherance of the public welfare and shall tend to promote the well-being of mankind and in connection therewith, to accept, hold, administer, invest, disburse and donate to needy individuals or organizations for charitable, religious and educational purposes such funds, securities and any other assets whatsoever as from time to time may be given

to it by any person, persons or corporations; to make voluntary grants of funds or to voluntarily assist in any other manner any needy individuals (or any organizations which are exempt from Federal income taxation under section 501 (c) (3) of the Internal Revenue Code of 1954, as the same may be amended) in furtherance of these purposes; and to buy, sell, hold, pledge and hypothecate all manner of securities.

To acquire, receive, purchase, take by gift, grant, devise, bequest or otherwise acquire or dispose of real, personal and mixed property of every kind and description, whatsoever the same may be situated and without limit as to amount, including, without limiting the generality of the foregoing, money, lands, buildings, mortgages, shares, stocks, debentures, bonds, securities, including the stocks, bonds, debentures or other securities of any donor, bills, notes, claims or any evidences of indebtedness and any interest in any property which may be necessary or convenient for the conduct of this foundation, and to hold, assign, invest, reinvest, use, mortgage, pledge, sell, lease, give, exchange, transfer or otherwise dispose of the same at pleasure; to maintain and insure all real and personal property held by the foundation, and to develop, repair, remodel, alter, build on, improve, rebuild or reconstruct any or all real property held by the foundation, either by building,

constructing or erecting new buildings or by repairing, remodeling, altering, rebuilding or reconstructing existing buildings; with respect to any stock or securities held by the foundation, to exercise all voting rights, either in person or by proxy, and to enter into any dissolution, liquidation, consolidation, recapitalization, reorganization, merger or other change in capital structure in connection with the ownership of stock of other corporations or business enterprises, and to make exchanges of stock and securities and to enter into agreements with respect thereto, to borrow money from any person, firm or corporation, and to issue notes or obligations of the foundation from time to time for any of the objects or purposes of the foundation and secure the same by lawful means; to enter into, make, perform and carry out contracts of any kind or nature for any of the objects or purposes of the foundation without limit as to amount; and to have one or more offices to carry on all or any of the operations and the exercise of any of the powers of the foundation.

In furtherance of its charitable objects and purposes set forth in the foregoing paragraphs of this article "2" but not for any other objects or purposes, the corporation may exercise the following powers to the extent permitted by Law:

To solicit, accept, hold and administer funds exclusively for its aforesaid objects and purposes and, to that end,

take and receive, by request, devise, gift or benefit of trust, and purchase, construct upon or lease, any property, tangible or intangible, wheresoever located and without limitation as to amount or value;

To hold, sell, convey and dispose of any property, so received, purchased or otherwise acquired, and invest and reinvest the principal thereof, and receive the income therefrom, add any such income to principal, and deal with, use, expend, convey, donate, assign or otherwise transfer the property of the corporation, whether principal or income, for the objects and purposes set out in article "2"; provided, however, that the corporation may not exercise any power, either express or implied, in such manner as to disqualify the corporation from exemption from income tax under section 501 (c) (3) of the United States Internal Revenue Code of 1954, as the same may be amended.

The corporation shall be a "Type B" Not-For-Profit corporation.

Nothing herein contained shall authorize the corporation to undertake or carry on any of the activities specified in section 404 of the Not-For-Profit Corporation Law or Section 35 of the Social Services Law of the State of New York.

3. *The territory in which the operations of the corporation will principally be conducted is the State of New York.*

take and receive, by request, devise, gift or benefit of trust, and purchase, construct upon or lease, any property, tangible or intangible, wheresoever located and without limitation as to amount or value;

To hold, sell, convey and dispose of any property, so received, purchased or otherwise acquired, and invest and reinvest the principal thereof, and receive the income therefrom, add any such income to principal, and deal with, use, expend, convey, donate, assign or otherwise transfer the property of the corporation, whether principal or income, for the objects and purposes set out in article "2"; provided, however, that the corporation may not exercise any power, either express or implied, in such manner as to disqualify the corporation from exemption from income tax under section 501 (c) (3) of the United States Internal Revenue Code of 1954, as the same may be amended.

The corporation shall be a "Type B" Not-For-Profit corporation.

Nothing herein contained shall authorize the corporation to undertake or carry on any of the activities specified in section 404 of the Not-For-Profit Corporation Law or Section 35 of the Social Services Law of the State of New York.

3. The territory in which the operations of the corporation will principally be conducted is the State of New York.

4. The office of the corporation shall be located in the City of New York, County of New York and State of New York.

5. The number of directors, to be known as trustees, shall be not less than three (3) nor more than one hundred (100).

6. It is the intention of this corporation at all times to qualify and remain qualified as exempt from income tax under section 501 (c) (3) of the United States Internal Revenue Code of 1954, as the same may be amended.

Accordingly:

(A) The corporation shall not be conducted or operated for profit, and no part of the net earnings of the corporation shall inure to the benefit of any member or individual nor shall any of such net earnings nor any of the property or assets of the corporation be used other than for the objects and purposes of the corporation set forth in article "2" of this certificate of incorporation.

(B) No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the corporation participate in or intervene in (by the publishing or distributing of statements or otherwise) any political campaign on behalf of any candidate for public office.

(C) Subject to the approval of the Supreme Court, in the event of liquidation, dissolution, termination or

winding up of the corporation (whether voluntary, involuntary or by operation of law), the property or other assets of the corporation and any proceeds thereof, insofar as permitted by law, shall be distributed in accordance with the purposes set forth in article "2" hereof to such non-profit corporations, associations or foundations which qualify as exempt from income tax under Section 501 (c) (3) of the United States Internal Revenue Code of 1954, as amended, as the members of the corporation, by majority vote thereof, shall determine, and none of such property or assets or proceeds shall be distributed to or divided among any members of the corporation.

(D) No contract or transaction entered into by the corporation shall permit:

- (1) a loan, which shall not bear interest or other charges, of any part of its income or corpus without the receipt of adequate security to;
- (2) payment of any compensation in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered to;
- (3) making any part of its services available on a preferential basis to;

(4) making any substantial purchase of securities or any other property for more than an adequate consideration in money or money's worth from;

(5) selling any substantial part of its securities or other property for less than an adequate consideration in money or money's worth to; or

(6) engaging in any other transaction which results in a substantial diversion of its income or corpus to

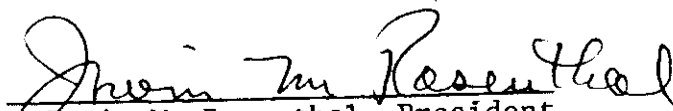
any person who is an incorporator or a member of director of the corporation; any person who has made a substantial contribution to the corporation; a member of the family (as defined in section 267 (c) (4) of the United States Internal Revenue Code of 1954, as the same may be amended) of any individual who is one of the incorporators, members or directors of the corporation or who has made a substantial contribution to the corporation; or a corporation controlled by any such persons through the ownership, directly or indirectly, of fifty percent (50%) or more of the total combined voting power of all classes of voting stock or fifty percent (50%) or more of the total value of shares of all classes of stock of such corporation; provided, however, that the aforesaid acts or actions shall be solely for the


purpose or purposes for which this corporation is organized.

(E) Nothing herein contained shall be deemed to authorize the corporation to establish or maintain in the State of New York any institution or agency mentioned in section 404 of the Not-For-Profit Corporation Law of the State of New York or in section 35 of the Social Services Law of the State of New York, or in such corresponding section or sections as may from time to time be in force.

(4) This restated Certificate of Incorporation has been authorized by a unanimous vote of the Board of Trustees of the Corporation.

IN WITNESS WHEREOF, the undersigned have executed this Certificate and affirm that the statements contained herein are true under penalties of perjury, this 19 day of May, 1971.

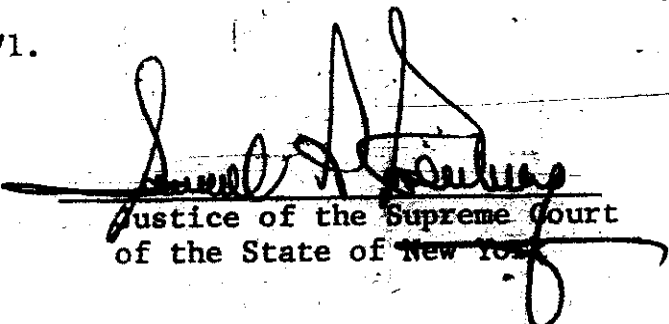

Irwin M. Rosenthal, President


Michael J. Lazar, Secretary

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I, **SAMUEL R. ROSENBERG**, a Justice of the
Supreme Court of the State of New York, First Judicial
District, do hereby approve the foregoing Restated Cer-
tificate of Incorporation of NATIONAL FOUNDATION FOR ILEITIS
AND COLITIS, INC. and consent that it be filed.

Dated: JUN 7 1971, 1971.


Justice of the Supreme Court
of the State of New York

Notice of Application waived
(This is not to be deemed an
approval on behalf of any
Department or Agency of the
State of New York, nor an
authorization of activities not
otherwise licensed by law.)

Dated: JUNE 1, 1971
LOUIS J. BIEK WITZ
Attorney General

By: Edward J. Kwalick
Assistant Attorney General

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Memo

RESTATED CERTIFICATE

OF

INCORPORATION

OF

NATIONAL FOUNDATION FOR ILEITIS

AND COLITIS, INC.

(Under Section 805 of the Not-For-Profit Corporation Law)

Assignment

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Foundation for Ileitis and Colitis, Inc

12/17/65

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STATE OF NEW YORK
DEPARTMENT OF STATE

DATED JUN 14 1971

TAX \$ *0.00*
FILING FEE \$ *30*

John P. Zimmig

Secretary of State

John

31 May
Tyler B

WEISS BRONSTON ROSENTHAL HELLER & SCHWARTZMAN
295 MADISON AVENUE
NEW YORK, N. Y. 10017

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State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, 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:

December 01, 2017 11:31 AM

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive, written in a professional style.

Nellie M. Gorbea
Secretary of State

