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CERTIFICATE OF INCORPORATION

of

FRIENDS OF DANIELLE, LTD.

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TYPE B

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STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED NOV 05 1991

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BY: Jaw

WESTCHESTER

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FILED BY:

CAMPBELL, McMILLIAN, BOSCO, PENZEL, DANZIG & MAKER  
271 NORTH AVENUE P.O. BOX 617  
NEW ROCHELLE, NEW YORK 10802

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CERTIFICATE OF INCORPORATION

- OF -

FRIENDS OF DANIELLE, LTD.

UNDER SECTION 402 OF THE NOT-FOR-PROFIT-  
CORPORATION LAW

The undersigned hereby certify:

1. The name of the corporation is FRIENDS OF  
DANIELLE, LTD.

2. The corporation is a corporation as defined in  
subparagraph(a) (5) of Section 102 of the Not-For-Profit  
Corporation Law in that it is not formed for pecuniary profit  
or financial gain, and no part of the assets, income or profit  
of the corporation is distributable to, or inures to the  
benefit of its members, directors or officers or any private  
person except to the extent permissible under the  
Not-For-Profit Corporation Law.

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OCT 9 1991

FRANCIS A. NICOLA  
SUPREME COURT JUSTICE

3. The purposes for which the corporation is formed are to collect and disseminate information concerning the symptoms, diagnosis, treatment and prevention of leukemia; to investigate the conditions under which leukemia is found and to compile statistics in regard thereto.

To cooperate with and promote the work of The American Cancer Society, Inc; to solicit, collect, receive, hold, invest, reinvest, distribute and disburse donations, subscriptions, gifts, bequests and other funds for the purposes of this corporation which shall include the payment of medical and rehabilitation expenses incurred by Westchester County residents suffering from leukemia and other related catastrophic illness.

To aid; in cooperation with state and local medical societies, departments of health, cancer commissions, and other approved and interested health organizations, in the promotion of leukemia programs and projects.

To establish, maintain and administer units, branches, committees, and carry on any other activities within the County of Westchester to effect and carry out the purposes of this corporation; and the doing of any and all things necessary or incidental thereto.

To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers, except as permitted under Article 5 of the Not-for-Profit Corporation Law.

4. In the event of dissolution, the remaining assets and property of the corporation after necessary expenses thereof shall be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or hereafter amended, subject to an order of a Justice of the Supreme Court of the State of New York.

5. The corporation is a Type B corporation under Section 201 of the Not-For-Profit Corporation Law.

6. The office of the corporation is to be located in the County of Westchester, State of New York.

7. The Secretary of State of the State of New York is hereby designated the agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon her as agent of the corporation is Friends of Danielle, Ltd., C/O Rena Ann Scherer, 180 Pennsylvania Avenue, Mount Vernon, New York 10552.

8. The names and addresses of the initial directors until the first annual meeting are:

Rena Ann Scherer, 180 Pennsylvania Avenue, Mount Vernon, New York 10552; Maria Magner, 45 Parkway East, Mount Vernon, New York 10552 and Angela Muzzillo, 60 West Broad Street, Mount Vernon, New York 10552.

9. In the event that in any year the corporation shall be a "private foundation", as that term is defined in Section 509 of The United States Internal Revenue Code of 1986:

(1) The corporation shall distribute such amounts for each taxable year at such time and in such manner as not to subject it to tax on undistributed income under Section 4942 of the Code.

(2) The corporation shall not engage in any act or self-dealing which is subject to tax under Section 4941 of the Code.

(3) The corporation shall not retain any excess business holdings which are subject to tax under Section 4943 of the Code.

(4) The corporation shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code.

(5) The corporation shall not make any taxable expenditures which are subject to tax under Section 4945 of the Code.

10. 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 1986, as the same may from time to time be amended. Accordingly:

(A) The corporation is not to have authority to issue capital stock;

(B) 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 private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in furtherance of one or more of its purposes as permitted under Article 5 of the Not-For-Profit Corporation Law); nor shall any such net earnings nor any of the property or assets of the corporation be used other than for the purposes of the corporation as aforesaid;

(C) No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation (except to the extent authorized by Section 501(h) of the Internal Revenue Code of 1986); nor shall the corporation participate in or

intervene in (by the publishing or distributing of statements or otherwise) any political campaign on behalf of (or in opposition to ) any candidate for public office; and

(D) In the event of a liquidation, dissolution, termination or winding up of the corporation (whether voluntary, involuntary or by operation of law), and after the payment of just debts and liabilities, none of the property or assets of the corporation shall be made available in any way to any private individual, corporation or other organization except to corporations or other organizations described in Section 501(c)(3) of the United States Internal Revenue Code of 1986, as the same may from time to time be amended, in furtherance of the purposes for which the corporation is created, subject to the order of the Supreme Court of the State of New York, as provided by law.

11. This corporation is organized and operated exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Internal Revenue Code Section 501(c)(3) or corresponding provisions of any subsequent tax laws.

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12. Each of the subscribers is of the age of  
eighteen years or over.

IN WITNESS WHEREOF, this certificate has been signed  
by each subscriber this 25th day of July, 1991.



RENA ANN SCHERER  
180 Pennsylvania Avenue  
Mount Vernon, New York 10552

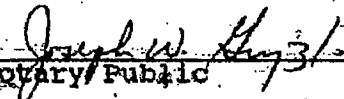
STATE OF NEW YORK                         )  
  ) ss.:

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COUNTY OF WESTCHESTER                 )

On July 25, 1991, before me personally came RENA ANN  
SCHERER, to me known and known to me to be the person  
described in and who executed the foregoing Certificate of  
Incorporation and she duly acknowledged that she independently  
executed the same.

JOSEPH W. GRYZLO  
NOTARY PUBLIC, State of New York  
No. 4939648  
Qualified in Westchester County  
Commission Expires July 11, 1992

  
\_\_\_\_\_  
Notary Public

STATE OF NEW YORK                         )  
  ) ss.:

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COUNTY OF WESTCHESTER                 )

Joseph D. DeSalvo, being duly sworn, deposes and says,  
that he is the attorney for the subscriber to the  
foregoing Certificate of Incorporation and that no previous  
application for the approval of said Certificate by any  
Justice of the Supreme Court has ever been made.

  
\_\_\_\_\_  
JOSEPH D. DESALVO

Sworn to before me ON  
August 3th, 1991.

  
\_\_\_\_\_  
Notary Public

CAROLE GAUTIER  
Notary Public, State of N.Y.  
No. 00-0472829  
Qualified in Westchester Co.  
Commission Expires August 31, 1992

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August 9, 1991

THE UNDERSIGNED HAS NO OBJECTION  
TO THE GRANTING OF JUDICIAL  
APPROVAL HEREON AND WAIVES  
STATUTORY NOTICE.

Dated:

ROBERT ABRAMS, ATTORNEY GEN.  
STATE OF NEW YORK

Robert Abrams  
Attorney General  
State of New York

by Howard Holt

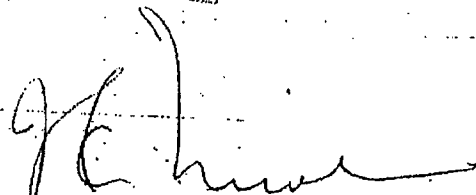
By: \_\_\_\_\_  
Assistant Attorney General

HOWARD HOLT  
Associate Attorney

I, Francis A. Nicolai, a Justice of the Supreme  
Court of the State of New York, 9th Judicial District, do  
hereby approve the foregoing Certificate of Incorporation of  
Friends of Danielle, Ltd., and consent that the same be filed,

Dated: October 9, 1991

Supreme Court, Westchester County



Justice, Supreme Court  
9th Judicial District

**CONSENT IN LIEU OF  
MEETING OF DIRECTORS OF THE  
FRIENDS OF DANIELLE, LTD.**

The undersigned, being the Directors of the FRIENDS OF DANIELLE, LTD.  
(the "Corporation") in accordance with the provisions of the Not-for-Profit Corporation Law of  
the State of New York, do hereby adopt the following resolution:

RESOLVED, that an amendment to the Certificate of Incorporation of the Corporation, dated July 7, 2011, to modify the purpose clause, a copy of which is attached hereto, is hereby approved, ratified and confirmed, and that the officers of the Corporation shall be entitled to take all action required or desirable in connection with the foregoing.

RESOLVED, that all actions heretofore taken on behalf of the Corporation by the Officers and Directors is hereby confirmed and ratified.

Carole Fair 7/18/11

Carole Fair, Director

Dated: 7/18/11

Rena Ann Scherer 7/18/11

Rena Ann Scherer, Director

Dated: 7/18/11

D. Chillemi

Daniel Chillemi, Director

Dated: 7/18/2011

Angela Muzzillo

Angela Muzzillo, Director

Dated: 7/20/11

CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
FRIENDS OF DANIELLE, LTD.

Under Section 803 of the New York Not-For-Profit Corporation Law

1. The name of the corporation is Friends of Danielle, Ltd. (the "Corporation").
2. A certificate of incorporation was filed on November 5, 1991 under the New York Not-For-Profit Corporation Law.
3. The Corporation is a corporation as defined in subparagraph (a) (5) of Section 102 of the New York Not-for-Profit Corporation Law and is a Type B corporation as defined in Section 201 of that law. After this amendment, the Corporation shall be a Type B corporation.
4. The Corporation designates the Secretary of State of New York as its agent upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process served upon him or her is as follows: c/o Friends of Danielle, Ltd., 180 Pennsylvania Avenue, Mount Vernon, New York 10552.
5. Paragraph 3 of the Certificate of Incorporation is deleted and in its place the following is inserted as the new "purpose" clause:

The purposes for which the corporation is formed are to collect and disseminate information regarding the treatment and rehabilitation of persons who have become disabled in whole or in part due to debilitating or catastrophic illness.

To cooperate with and promote the work of other not-for-profit organizations involved in the treatment and rehabilitation of such persons, including but not limited to, soliciting, collecting, receiving, investing, holding, reinvesting, distributing and disbursing donations, gifts, bequests and other funds related thereto to such organizations, but excluding a hospital or facility as defined in Article 28 of the Public Health Law or any facility under Article 31 of the Mental Hygiene Law.

To pay for medical and rehabilitation expenses of such persons who are undergoing a financial hardship as a result of or in connection with such debilitating or catastrophic illnesses.

To aid in cooperation with state and local medical societies, departments of health and other approved and interested health organizations, in the promotion of programs and projects for victims of catastrophic or debilitating illnesses.

To provide funds for therapeutic programs to aid in such persons rehabilitation and recovery and/or to improve the quality of life of such persons, but excluding a hospital or facility as defined in Article 28 of the Public Health Law or any facility under Article 31 of the Mental Hygiene Law.

To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers except as permitted under the New York Not -For -Profit Corporation Law.

6. The above amendment to the Corporation was authorized by the unanimous written consent of the board of directors of the Corporation. The Corporation presently has no members.

Rena Ann Scherer  
Signature

Rena Ann Scherer  
Name of Signer

President  
Title of Signer

State of New York, County of WESTCHESTER, ss:

On the 7<sup>th</sup> day of July in the year 2011, before me, the undersigned, personally appeared RENA ANN SCHERER, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

**MICHAEL K. GETMAN**  
Notary Public, State of New York  
No. 4970970  
Qualified in Westchester County  
Commission Expires

8/20/14

Michael K. Getman

Approved by the Supreme Court  
State of New York, County of Westchester

William J. Giacomo  
J.S.C.

**HON. WILLIAM J. GIACOMO**  
J.S.C.

THE ATTORNEY GENERAL HEREBY APPEARS HEREIN,  
HAS NO OBJECTION TO THE GRANTING OF  
JUDICIAL APPROVAL HEREON, ACKNOWLEDGES  
RECEIPT OF STATUTORY NOTICE AND DEMANDS  
SERVICE OF ALL PAPERS SUBMITTED HEREIN  
INCLUDING ALL ORDERS, JUDGMENTS AND  
ENDORSEMENTS OF THE COURT. SAID NO OBJECTION  
IS CONDITIONED ON SUBMISSION OF THE MATTER  
TO THE COURT WITHIN 90 DAYS HEREAFTER.

Jay S. Brown 8/11/11  
ASSISTANT ATTORNEY GENERAL DATE