



The Commonwealth of Massachusetts
William Francis Galvin

Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512
Telephone: (617) 727-9640

Special Instructions

Articles of Organization
(General Laws, Chapter 180)

Federal Identification Number: 201945347

ARTICLE I

The name of the corporation is:
CARING FOR CARCINOID FOUNDATION, INC.

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

THE PURPOSE OF THIS CORPORATION IS TO SUPPORT CARCINOID CANCER RESEARCH IN THE PUBLIC INTEREST. THIS CORPORATION IS ORGANIZED EXCLUSIVELY FOR ONE OR MORE OF THE PURPOSES AS SPECIFIED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, INCLUDING, FOR SUCH PURPOSES, THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualifications and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

THIS CORPORATION SHALL HAVE NO MEMBERS.

ARTICLE IV

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows: *(If there are no provisions state "NONE")*

UPON THE DISSOLUTION OF THIS CORPORATION, ITS ASSETS REMAINING AFTER PAYMENT, OR PROVISION FOR PAYMENT, OF ALL DEBTS AND LIABILITIES OF THIS CORPORATION SHALL BE DISTRIBUTED FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR SHALL BE DISTRIBUTED TO THE FEDERAL GOVERNMENT, OR TO A STATE OR LOCAL GOVERNMENT, FOR A PUBLIC PURPOSE.

NO SUBSTANTIAL PART OF THE ACTIVITIES OF THIS CORPORATION SHALL CONSIST OF CARRYING ON PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION (EXCEPT AS OTHERWISE PROVIDED BY SECTION 501(H) OF THE INTERNAL REVENUE CODE), AND THIS 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.

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 THIS 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 THESE ARTICLES.

NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THIS 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 INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR (B) BY A CORPORATION CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

NO OFFICER OR DIRECTOR OF THE CORPORATION SHALL BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS AN OFFICER OR DIRECTOR NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY, PROVIDED HOWEVER THAT THIS PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF AN OFFICER OR DIRECTOR, TO THE EXTENT THAT SUCH LIABILITY IS IMPOSED BY APPLICABLE LAW (A) FOR ANY BREACH OF THE OFFICER'S OR DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION, (B) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW, OR (C) FOR ANY TRANSACTION FROM WHICH THE OFFICER OR DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT. THIS PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF AN OFFICER OR DIRECTOR FOR ANY ACT OR OMISSION OCCURRING PRIOR TO THE DATE UPON WHICH THIS PROVISION BECOMES EFFECTIVE. NO AMENDMENT OR REPEAL OF THIS PROVISION SHALL APPLY TO OR HAVE ANY EFFECT ON THE LIABILITY OR ALLEGED LIABILITY OF ANY OFFICER OR DIRECTOR FOR OR WITH RESPECT TO ANY ACTS OR OMISSIONS OF SUCH OFFICER OR DIRECTOR OCCURRING PRIOR TO SUCH AMENDMENT OR REPEAL.

Note: The preceding four (4) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

Later Effective Date:

ARTICLE VII

The information contained in Article VII is not a permanent part of the Articles of Organization

a. The street address (*post office boxes are not acceptable*) of the principal office of the corporation in Massachusetts is:

No. and Street: 83 CAMBRIDGE PARKWAY
W-511

City or Town: CAMBRIDGE **State:** MA **Zip:** 02142 **Country:** USA

b. The name, residential address and post office address of each director and officer is as follows:
(A president, treasurer, clerk, and at least one director are required.)

Title: DIRECTOR		Expiration of Term: None
First Name: NANCY	Middle Name:	Last Name: O'HAGAN
Residential Address: 83 CAMBRIDGE PARKWAY, W-511		
City: CAMBRIDGE	State: MA	Zip: 02142
Country: USA		
Post Office Address: 83 CAMBRIDGE PARKWAY, W-511		
City: CAMBRIDGE	State: MA	Zip: 02142
Country: USA		
Title: PRESIDENT		Expiration of Term: None
First Name: NANCY	Middle Name:	Last Name: O'HAGAN
Residential Address: 83 CAMBRIDGE PARKWAY, W-511		
City: CAMBRIDGE	State: MA	Zip: 02142
Country: USA		
Post Office Address: 83 CAMBRIDGE PARKWAY, W-511		
City: CAMBRIDGE	State: MA	Zip: 02142
Country: USA		
Title: VICE PRESIDENT		Expiration of Term: None
First Name: PATRICK	Middle Name:	Last Name: O'HAGAN
Residential Address: 83 CAMBRIDGE PARKWAY, W-511		
City: CAMBRIDGE	State: MA	Zip: 02142
Country: USA		
Post Office Address: 83 CAMBRIDGE PARKWAY, W-511		
City: CAMBRIDGE	State: MA	Zip: 02142
Country: USA		
Title: TREASURER		Expiration of Term: None
First Name: PATRICK	Middle Name:	Last Name: O'HAGAN
Residential Address: 83 CAMBRIDGE PARKWAY, W-511		
City: CAMBRIDGE	State: MA	Zip: 02142
Country: USA		
Post Office Address: 83 CAMBRIDGE PARKWAY, W-511		
City: CAMBRIDGE	State: MA	Zip: 02142
Country: USA		
Title: DIRECTOR		Expiration of Term: None
First Name: PATRICK	Middle Name:	Last Name: O'HAGAN
Residential Address: 83 CAMBRIDGE PARKWAY, W-511		
City: CAMBRIDGE	State: MA	Zip: 02142
Country: USA		
Post Office Address: 83 CAMBRIDGE PARKWAY, W-511		
City: CAMBRIDGE	State: MA	Zip: 02142
Country: USA		

Title: CLERK

Expiration of Term: None

First Name: PATRICK

Middle Name:

Last Name: O'HAGAN

Residential Address: 83 CAMBRIDGE PARKWAY, W-511

City: CAMBRIDGE

State: MA

Zip: 02142

Country: USA

Post Office Address: 83 CAMBRIDGE PARKWAY, W-511

City: CAMBRIDGE

State: MA

Zip: 02142

Country: USA

c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month: December

d. The name and business address of the resident agent, if any, of the corporation is:

Name: PATRICK O'HAGAN

No. and Street: 83 CAMBRIDGE PARKWAY

W-511

City or Town: CAMBRIDGE

State: MA

Zip: 02142

Country: USA

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain:

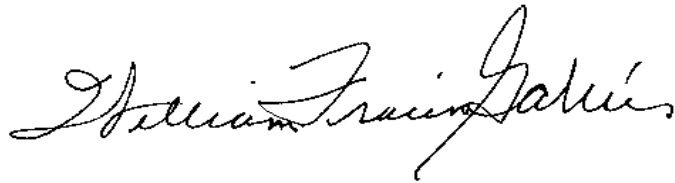
IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Law, Chapter 156B and do hereby sign these Articles of Organization as incorporator(s) this 2nd day of December, 2004

(If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state of other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.)

NANCY O'HAGAN, PATRICK O'HAGAN

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, prominent initial "W".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth