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OFFICE OF RECORDER OF DEEDS, D. C.

Corporation Division  
Sixth and D Streets, N. W.  
Washington, D. C. 20001

CERTIFICATE

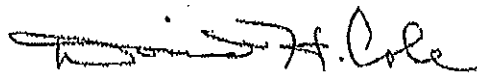
*THIS IS TO CERTIFY* that all provisions of the District of Columbia  
Non-profit Corporation Act have been complied with and ACCORD-  
INGLY this Certificate of Incorporation

is hereby issued to the CANDLELIGHTERS FOUNDATION

as of the date hereinafter mentioned.

Date May 17, 1976

PETER S. RIDLEY,  
Recorder of Deeds, D. C.



David H. Cole  
Superintendent of Corporations

FILING FEE  
INDEXING FEE

\$ 10.00  
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2.00  
\$ 12.00

ARTICLES OF INCORPORATION  
OF  
CANDLELIGHTERS FOUNDATION

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation, adopt the following Articles of Incorporation of such corporation pursuant to the District of Columbia Nonprofit Corporation Act.

FIRST: The name of the corporation is CANDLELIGHTERS FOUNDATION.

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which the corporation is organized are as follows:

A. To operate exclusively for charitable, educational, and scientific purposes, including:

(1) to encourage and support research and the application of that research seeking to control, cure, and prevent all types of cancer, with particular emphasis upon encouraging and supporting research and its application to

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... [Signature] ...

the control, cure, and prevention of cancer in children;

(2) to increase the public awareness of the problems related to cancer and the efforts being undertaken to control, cure, and prevent cancer; and

(3) to understand the special problems created for individuals having cancer, and for the families of such individuals, and to provide encouragement and hope to those individuals and their families.

B. To exercise all the powers conferred upon corporations formed under the District of Columbia Nonprofit Corporation Act in order to accomplish the corporation's charitable, educational, and scientific purposes, including but not limited to the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated.

FOURTH: The corporation shall issue no capital stock and shall have no members.

FIFTH: Except for the initial Board of Directors, whose names are set forth in these Articles of Incorporation, the Board of Directors shall be elected or appointed as provided in the Bylaws.

SIXTH: Provisions for the regulation of the internal affairs of the corporation, except as provided in these Articles, shall be determined and fixed by the Bylaws as adopted by the Board of Directors.

SEVENTH: At all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the corporation, voluntary or involuntary or by operation of law, or any other provisions hereof:

A. The corporation shall not possess or exercise any power or authority, whether expressly, by interpretation, or by operation of law, that will or might prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the

Internal Revenue Code of 1954 (hereinafter referred to as "the Code"), contributions to which are deductible for federal income tax purposes; nor shall the corporation engage directly or indirectly in any activity that might cause the loss of such qualification under Section 501(c)(3) of the Code.

B. No part of the assets or net earnings of the corporation shall ever be used, nor shall the corporation ever be organized or operated, for purposes that are not exclusively charitable, educational, or scientific within the meaning of Section 501(c)(3) of the Code.

C. The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

D. No substantial part (and during such time or times that the corporation is a private foundation within the meaning of Section 509 of the Code, no part) of the activities of the corporation shall consist of attempting to influence legislation (including action by Congress, any state legislature, any local council or similar governing body, or the public in referendum, initiative, constitutional amendment, or similar procedure) through

propaganda or otherwise (including contacting, or urging the public to contact, members of a legislative body for the purpose of proposing, supporting, or opposing legislation, or advocating the adoption or rejection of legislation). Nor shall the corporation, directly or indirectly, participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

E. At no time shall the corporation engage in any activities that are unlawful under the laws of the United States, the District of Columbia, or any other jurisdiction where its activities are carried on.

F. No solicitation of contributions to the corporation shall be made, and no gift, bequest, or devise to the corporation shall be accepted, upon any condition or limitation that in the opinion of the corporation may cause the corporation to lose its federal income tax exemption.

G. Pursuant to the prohibition contained in Section 501(c)(3) of the Code, no part of the net earnings, current or accumulated, of the corporation shall ever inure to the benefit of any private individual.

H. Notwithstanding any other provision of these Articles, if at any time or times the corporation is a private foundation within the meaning of Section 509 of the Code, then during such time or times:

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

(2) The corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code;

(3) The corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Code;

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

(5) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

EIGHTH: Upon the termination, dissolution, or winding up of the corporation in any manner or for any reason, voluntary or involuntary, its assets, if any, remaining after the payment or provision for payment of all liabilities of the corporation, shall be distributed to, and only to, one or more organizations described in Section 501(c)(3) of the Code.

NINTH: The private property of the officers and directors of the corporation shall not be subject to payment of corporate debts to any extent whatever.

TENTH: The corporation shall indemnify any director or officer or former director or officer of the corporation, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The indemnification provided by this



Article TENTH shall not be deemed exclusive of any other rights to which such director or officer may be entitled under any bylaw, agreement, vote of board of directors, or otherwise. In no case, however, shall the corporation indemnify or reimburse any person for any federal excise taxes imposed on such individual under Chapter 42 of the Code. Further, if at any time or times the corporation is a private foundation within the meaning of Section 509 of the Code, then, during such time or times, no payment shall be made under this Article TENTH if such payment would constitute an act of self-dealing (as defined in Section 4941(d) of the Code), or a taxable expenditure (as defined in Section 4945(d) of the Code).

ELEVENTH: All references contained in these Articles to the Internal Revenue Code of 1954, or to "the Code," shall be deemed to refer to the Internal Revenue Code of 1954, and the Regulations established pursuant thereto, as they now exist or as they may hereafter be amended. Any reference contained in these Articles to a specific section or chapter of the Code shall be deemed to refer to such section or chapter and the Regulations established pursuant thereto as they now exist or as they

may hereafter be amended; and to any corresponding provision of any future United States Internal Revenue law and any Regulations established pursuant thereto.

TWELFTH: The address of the initial registered office of the corporation and the name of its initial registered agent at such address are:

Grace Powers Monaco  
123 C Street, S.W.  
Washington, D.C. 20003

The number of directors constituting the initial Board of Directors of the corporation is three. The names and addresses of the persons who are to serve on the initial Board of Directors are:

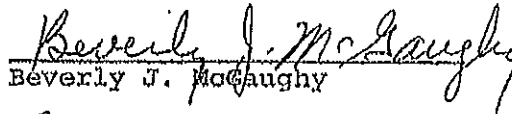
Beverly McGaughy  
1428 Juniper Street, N.W.  
Washington, D.C. 20012

David Cohn  
10400 Great Arbor Drive  
Potomac, Maryland 20854

Dorothy Koltnow  
9210 Fernwood Road  
Bethesda, Maryland 20034

IN WITNESS WHEREOF, we have signed and acknowledged these Articles of Incorporation this 30th day of April, 1976.

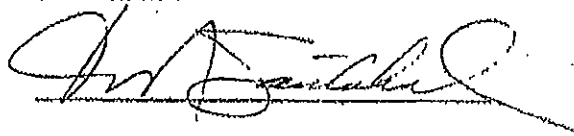
  
\_\_\_\_\_  
Arnold H. Weiss

  
\_\_\_\_\_  
Beverly J. McGaughey

  
\_\_\_\_\_  
Grace Powers Monaco

District of Columbia, ss:

I, José R. Santiballa, a Notary Public, hereby certify that on the 30th day of April, 1976, personally appeared before me Arnold H. Weiss, Beverly J. McGaughey, and Grace Powers Monaco, who signed the foregoing document as incorporators, and declared that the statements contained therein are true.

  
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My Commission Expires:

July 31, 1978