

CERTIFICATE OF INCORPORATION

of

COMMUNITY BLOOD COUNCIL OF GREATER NEW YORK, INC.

(Pursuant to the Membership Corporations Law)

KNOW ALL MEN BY THESE PRESENTS that we, J. CLARENCE CHAMBERS, JR., M.D., AUGUST H. GROESCHEL, M.D., AARON KILLNER, M.D., WILLIAM MARKEL, M.D., CHARLES WAISALA, and EZRA WOLFF, M.D., being desirous of forming ourselves into a membership corporation under the provisions of Article II, Chapter 35, of The Consolidated Laws of the State of New York for benevolent and charitable services DO HEREBY CERTIFY as follows:

I

That the name and title by which said membership corporation shall be known is "Community Blood Council of Greater New York, Inc."

155586

II

That this corporation is a non-profit advisory organization incorporated for the purpose of coordinating and improving human blood procurement, distribution and utilization services in Greater New York and planning the development of these services in relation to community needs.

Nothing herein contained shall authorize this corporation to operate any institution or institutions

155586-1

or to engage in any activity or activities enumerated in Subdivision 1, 1-b and 11 of Section 11 of the Membership Corporation Law or in Section 35 of the Social Welfare Law.

III

That the territory in which the operations of the said corporation are to be primarily conducted is the metropolitan area of the City of New York.

IV

That the city in which the principal offices of the said corporation is to be located is the City and County of New York.

V

That the number of directors of said corporation shall be not less than six nor more than twenty-one.

VI

That the names and places of residences of the directors of the said corporation, until the first annual meeting of the members thereof, are:

<u>Names:</u>	<u>Addresses:</u>
J. Clarence Chambers, Jr., M.D.	121 Washington Place New York 14, N. Y.
August H. Groeschel, M.D.	525 East 68th Street New York 21, N. Y.
Aaron Kellner, M.D.	254 Hollywood Avenue Crestwood, N. Y.
William Markel, M.D.	521 East 14th Street New York 9, N. Y.

Charles Waisala

83-15 Third Avenue
Brooklyn 9, N. Y.

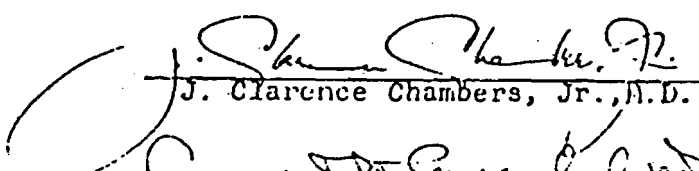
Ezra Wolff, M.D.

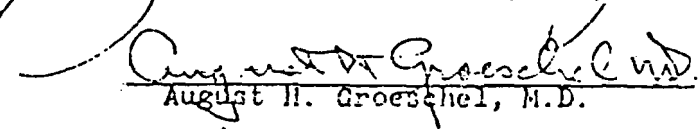
108-23 Jumel Avenue
Forest Hills 15, N. Y.

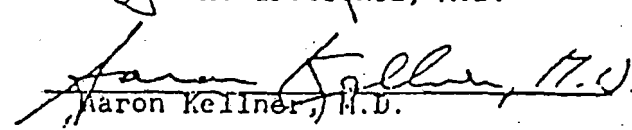
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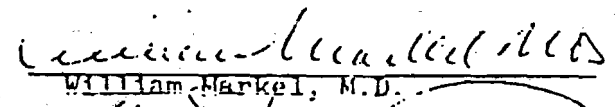
That all of the subscribers to the Certificate of Incorporation of this corporation and all of the directors named in paragraph VI of this Certificate are of full age, citizens of the United States and residents of the State of New York.

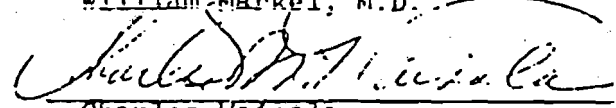
IN WITNESS WHEREOF, we have to this Certificate in triplicate respectfully signed our names the 16th day of January, 1959, in the City of New York.

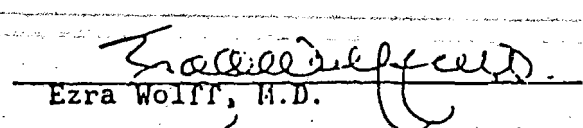

J. Clarence Chambers, Jr., M.D.


August H. Groeschel, M.D.


Aaron Kellner, M.D.


William Markel, M.D.


Charles Waisala


Ezra Wolff, M.D.

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.:

J. CLARENCE CHAMBERS, JR., M.D., AUGUST H. GROESCHIEL, M.D., AARON KELLNER, M.D., WILLIAM MARKEL, M.D., CHARLES WAISALA, and EZRA WOLFF, M.D., each being duly sworn, depose and say, and each for himself deposes and says, that he is one of the persons described in and who executed the foregoing Certificate of Incorporation and that he is of full age, a citizen of the United States and a resident of the State of New York.

J. Clarence Chambers, Jr.
J. Clarence Chambers, Jr., M.D.

August H. Groeschel
August H. Groeschel, M.D.

Aaron Kellner
Aaron Kellner, M.D.

William Markel
William Markel, M.D.

Charles Waisala
Charles Waisala

Ezra Wolff
Ezra Wolff, M.D.

Sworn to before me this

16th day of January, 1959.

[Signature]
Notary Public

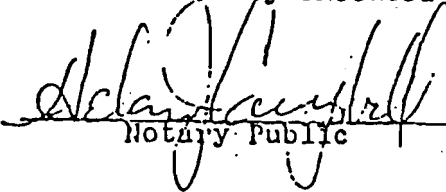


Notary Public

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STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On the 16th day of January, 1959, before me personally came CHARLES WAISALA, EZRA WOLFF, M.D., J. CLARENCE CHAMBERS, JR., M.D., AUGUST H. GROESCHL, M.D., AARON KELLNER, M.D., and WILLIAM MARKEL, M.D., to me known and known to me to be the individuals described in and who executed the foregoing certificate and they duly severally acknowledged to me that they executed the same.


Notary Public

HELEN J. CAMPBELL
Notary Public State of New York
No. 31074
Qualified in New York
Commission Expires March 29, 1962

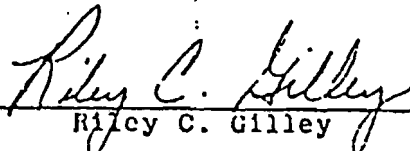
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STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

RILEY C. GILLEY, being duly sworn, deposes and says:

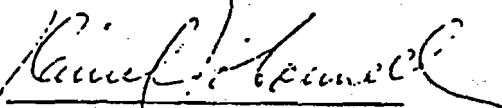
That he is an attorney-at-law, associated with the firm of Breed, Abbott & Morgan, attorneys for the subscribers to the annexed Certificate of Incorporation of COMMUNITY BLOOD COUNCIL OF GREATER NEW YORK, INC.; and

That no previous application for the approval of such Certificate of Incorporation by a Justice of the Supreme Court has ever been made.



Riley C. Gilley

Sworn to before me this
3rd day of April, 1959.



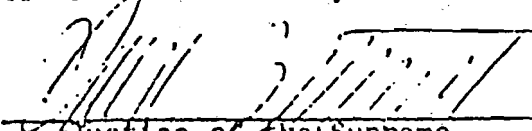
Notary Public

DANIEL F. O'CONNELL
NOTARY PUBLIC, State of New York
No. 3, 7152500
Qualified in New York County
Commission expires March 31, 1960

NY 56-6

CERTIFICATE OF JUSTICE

I, a Justice of the First Judicial District,
hereby approve the foregoing Certificate of Incorporation
of Community Blood Council of Greater New York, Inc.


Justice of the Supreme
Court
OF THE STATE OF NEW YORK
SAUL S. STRLIN

Dated: April 6, 1959.

155586-7

Nyles D. Amend
~~CHAIRMAN~~
CHAIRMAN

STATE BOARD OF SOCIAL WELFARE



STATE OF NEW YORK,
DEPARTMENT OF SOCIAL WELFARE

112 STATE STREET

ALBANY

RAYMOND W. HOUSTON
COMMISSIONER

FELIX INFAUSTO
COUNSEL AND BOARD SECRETARY

March 24, 1959

Riley C. Gilley, Esq.
Breed, Abbott and Morgan, Esqs.
15 Broad Street
New York 5, New York

Re: COMMUNITY BLOOD COUNCIL OF GREATER
NEW YORK

Dear Mr. Gilley:

Returned herewith is executed original proposed certificate of incorporation of the above. This certificate has been given careful consideration and I am of the opinion that, with purposes as stated therein, the approval of the State Board of Social Welfare is not required under the provisions of the statutes. If otherwise in proper form, it will undoubtedly be received for filing by the Secretary of State, provided the approval of a Justice of the Supreme Court is endorsed thereupon or annexed thereto. The statement of purposes appears in the certificate as follows:

"II That this corporation is a non-profit advisory organization incorporated for the purpose of coordinating and improving human blood procurement, distribution and utilization services in Greater New York and planning the development of these services in relation to community needs.

Nothing herein contained shall authorize this corporation to operate any institution or institutions or to engage in any activity or activities enumerated in Subdivision 1, 1-b and II of Section 11 of the Membership Corporation Law or in Section 35 of the Social Welfare Law."

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State of New York }
DEPARTMENT OF STATE } ss.:

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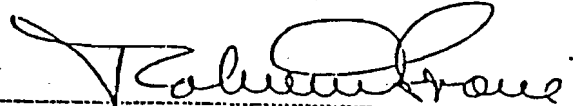
I CERTIFY That I have compared the preceding copy with the original
Certificate of Incorporation of

"Community Blood Council of Greater New York, Inc.",

filed in this department on the 13th day of April, 1959, and that such
copy is a correct transcript therefrom and of the whole of such original.

Witness my hand and the official seal of the Department of State at the
City of Albany, this fourteenth day
of April, one thousand nine hundred
fifty-nine.

Caroline K. Simon
Secretary of State

By 

Executive Deputy Secretary of State

Riley C. Gilley, Esq.#2

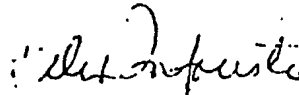
This letter is not to be construed as an approval by the State Board of Social Welfare, the State Department of Social Welfare, the Commissioner of Social Welfare or any officer of the Board or of the Department, but as a statement that the approval of the State Board of Social Welfare is not required. When it is apparent on the face of a certificate that approval of the Board is not required under the statutes, it has been the policy of the Board for the Department to return the certificate to the incorporators without either approval or disapproval.

Enclosed herewith is copy of Article 10-A of the Social Welfare Law and Article 24 of the Rules of the State Board of Social Welfare with respect to the registration of charitable organizations for the solicitation of contributions, together with a form letter addressed to Charitable Organizations and related forms.

Sincerely yours,

STATE BOARD OF SOCIAL WELFARE

BY:



FELIX INFALUSTO
Secretary

Encs.

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15. 2

CERTIFICATE OF INCORPORATION

of

COMMUNITY BLOOD COUNCIL OF GREATER NEW YORK, INC.

(Pursuant to the Membership Corporations Law)

155583

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED APR 13 1959

TAX \$ none
FILING FEE \$ 40

Caroline K. Simon
Secretary of State

BY J. T. [Signature]

155583-10

BREED, ABBOTT & MORGAN
15 BRAD STREET
NEW YORK 2 N.Y.

State of New York }
Department of State } ss.:

9800

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

APR 4 1977

Frank M. Wilson
Secretary of State

020-504 (10/76)



The University of the State of New York

STATE OF NEW YORK:

: SS.

COUNTY OF ALBANY :


Consent is hereby given to the change of name of COMMUNITY BLOOD COUNCIL OF GREATER NEW YORK, INC. to NEW YORK BLOOD CENTER, INC. and the restatement of the text of the certificate of incorporation as set forth in the annexed restated certificate of incorporation made under and pursuant to the provisions of Section 804 of the Not-For-Profit Corporation Law.

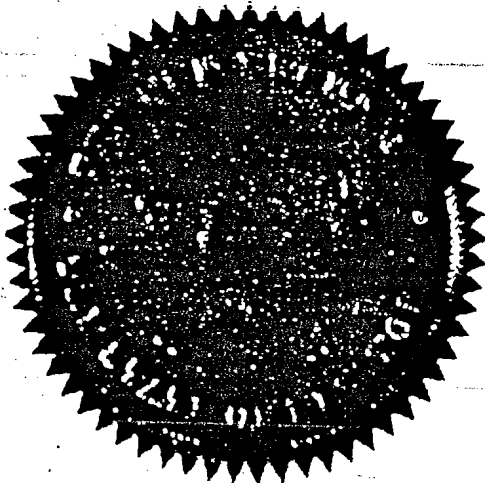
This consent to filing, however, shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such corporation, nor shall it be construed as giving the officers or agents of such corporation the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 4th day of March, 1977.

Ewald B. Nyquist
Commissioner of Education

By:


Lawrence W. Reich
Associate Attorney



RESTATED CERTIFICATE OF INCORPORATION

OF

COMMUNITY BLOOD COUNCIL OF GREATER NEW YORK, INC.

UNDER SECTION 805 OF THE NOT-FOR-PROFIT CORPORATION LAW

We, the undersigned, being the President and the Secretary of Community Blood Council of Greater New York, Inc., do hereby certify:

(1) The name of the corporation is Community Blood Council of Greater New York, Inc.

(2) The certificate of incorporation of Community Blood Council of Greater New York, Inc. was filed by the Department of State on the thirteenth day of April, 1959. The said corporation was formed under the Membership Corporations Law.

(3) Community Blood Council of Greater New York, Inc. is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law and is a Type B corporation under Section 201 of said law.

(4) The certificate of incorporation of Community Blood Council of Greater New York, Inc. is hereby amended to effect the following changes pursuant to Section 801 of the Not-For-Profit Corporation Law which were authorized by

majority vote at a meeting of the members pursuant to Section 802(a)(1) of the Not-For-Profit Corporation Law.

(a) To modify Article I of said certificate of incorporation by deleting the material enclosed in brackets and adding the material underlined, to read in full as follows:

[I

That the name and title by which said membership corporation shall be known is "Community Blood Council of Greater New York, Inc."]

FIRST: The name of the corporation is New York Blood Center, Inc.

(b) To add a new paragraph defining the type of corporation under the Not-For-Profit Corporation Law which the corporation will be, to wit:

SECOND: The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law.

(c) To modify the purposes of the corporation contained in Article II of said certificate of incorporation as previously amended by deleting the material enclosed in brackets and adding the material underlined, to read in full as follows:

[II

That this corporation is a non-profit organization incorporated for the purpose of -

coordinating and improving human blood procurement, distribution and utilization services in Greater New York and planning the development of these services in relation to community needs, including providing and operating facilities for the extraction, collection, processing, storage and distribution of human blood and plasma, preparing and having available supplies of human blood and plasma;

supplying or furnishing hospitals, first aid stations, ambulances and clinics with human blood and plasma;

furnishing charitable assistance, exclusive of medical or surgical service or advice, to persons in need of blood transfusions;

classifying as to types prospective blood donors and collecting information in regard to the same;

conducting investigations, experiments and research generally to improve blood procurement, distribution and utilization;

soliciting and obtaining contributions to the extent deemed necessary; from time to time providing for non-contractual charges to participating groups upon such minimum basis as may be sufficient to meet any expenses incurred in the operation of the corporation;

engaging in public information programs and research activities in connection with the processing of human blood or for the storage and use thereof;

acquiring, maintaining and operating public information facilities and equipment;

entering into, making, performing and carrying out contracts of every kind for any lawful purpose with any person, firm, association or corporation, municipality, county, state, territory, government, or other municipal or governmental subdivision;

maintaining the general organization to carry out such purposes without pecuniary profit;

erecting, leasing or taking title to real and personal property for such purposes and performing any and all corporate acts incidental or necessary to the accomplishment of any of such purposes; and

participating in any business or enterprise to procure funds for any of such purposes, and performing and carrying on any activity whatsoever which may be deemed proper or convenient in connection with any of the foregoing purposes, or which may be calculated, directly or indirectly, to promote the existence of this corporation or to enhance or further the accomplishment of any of its powers, purposes and objects.

Nothing herein contained shall authorize this corporation to operate any institution or institutions or to engage in any activity or activities enumerated in Subdivision 1, 1(b) and 11 of Section 11 of the Membership Corporation Law or in Section 35 of the Social Welfare Law.

Nothing herein contained shall authorize this corporation to operate other than exclusively for charitable, scientific or for educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting, to influence legislation, and which does not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.]

THIRD: The corporation is organized and operated exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). The particular purposes of this corporation shall be as follows:

A. To coordinate and improve human blood procurement, distribution and utilization services, and to plan the development of these services, in the State of New York, in other states and territories and in foreign countries. Without limiting the generality of

the foregoing, the corporation shall have the specific objectives of:

1. Acquiring, maintaining and operating facilities for the extraction, collection, processing, storage and distribution of human blood, plasma and blood derivatives;

2. Engaging in the extraction and processing of human blood derivatives;

3. Participating in and encouraging the formation of blood exchange and conservation programs with hospital blood banks and other organizations;

4. Supplying or furnishing hospitals, clinics, physicians, first aid stations, ambulances and others providing health care services with human blood, plasma, and blood derivatives;

5. Classifying as to types prospective blood donors and collecting information in regard to, and otherwise working with, the same;

6. Maintaining and operating inspection services relating to the foregoing for hospitals, clinics, physicians, first aid stations, and others providing health care services.

B. To coordinate and improve the donation, recovery, preservation, evaluation, storage and implantation of organs and tissues and to plan for the development of these techniques in the State of New York, in other states and territories and in foreign countries. Without limiting the generality of the foregoing, the corporation shall have the specific objectives of:

1. Acquiring, maintaining and operating facilities for the recovery, preservation, evaluation, storage and distribution of organs and tissues;

2. Participating in and encouraging the formation of exchange, conservation and matching

programs relating to organs and tissues with other organizations;

3. Supplying or furnishing hospitals, clinics, physicians and others providing health services with organs and tissues;

4. Collecting information in regard to, and otherwise working with, prospective organ and tissue donors.

C. To carry on scientific study and research in the State of New York, in other states or territories and in foreign countries, in the following and any other subjects:

1. The extraction, processing, preservation, storage and distribution of blood, plasma, blood derivatives and other tissues;

2. The isolation and purification of plasma proteins;

3. The identification, prevention and cure of hepatitis, leukemia and other diseases affecting blood;

4. The normal and abnormal coagulation of blood;

5. Problems in genetics;

6. The development of methods, systems and devices for improving the techniques of blood transfusion;

7. The recovery, preservation, storage, evaluation and implantation of organs and tissues;

8. The development of methods, systems and devices for improving the technique of organ and tissue transplantation.

D. To establish, maintain and operate institutes and educational programs under which selected persons can be provided with an opportunity for training and

7

research in the fields of interest and expertise of the corporation.

E. To do any other act or thing incidental to or connected with the foregoing purposes and objectives or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, or officers except as permitted by Article NINTH.

(d) To add a new paragraph defining the powers of the corporation:

FOURTH: In furtherance of its corporate purposes, the corporation shall have all the general powers enumerated in Section 202 of the Not-For-Profit Corporation Law, together with the power to solicit grants and contributions for corporate purposes.

(e) To add a new paragraph defining the type of corporation the corporation will be under the Not-For-Profit Corporation Law:

FIFTH: The corporation is a type B corporation under Section 201 of the Not-For-Profit Corporation Law.

(f) To modify Article III of said certificate of incorporation as previously amended by deleting the material enclosed in brackets and adding the material underlined, to read in full as follows:

[III

That the territory in which the operations of the said corporation are to be principally conducted is the City of New York and the surrounding metropolitan area commonly known as Greater New York.]

8

SIXTH: The activities of the corporation are to be conducted principally within the State of New York.

(g) To modify Article IV of said certificate of incorporation pertaining to the principal office of the corporation and to add a statement as to the post office address to which the Secretary of State shall mail a copy of any notice required by law by deleting the material enclosed in brackets and adding the material underlined, to read in full as follows:

[IV

That the city in which the principal offices of the said corporation is to be located is the City and County of New York.]

SEVENTH: The office of the corporation is to be located in the Borough of Manhattan, in the City, County, and State of New York, and the post office address to which the Secretary of State shall mail a copy of any notice required by law is New York Blood Center, Inc., 310 East 67th Street, New York, New York 10021.

(h) To add a new paragraph limiting the corporate purposes:

EIGHTH: Nothing herein shall authorize this corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in Sections 404(b) through (c), (e) through (n), or (p) through (q) of the Not-For-Profit Corporation Law or Section 757 of the Executive Law and nothing herein contained shall authorize the corporation to operate a hospital or to provide hospital service or health-related service as defined in Article 28 of the Public Health Law.

(i) To add a new paragraph limiting the distribution of the income or assets of the corporation:

NINTH: No part of the income of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

(j) To add a new paragraph limiting the activities of the corporation:

TENTH: No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and no part of the activities of the corporation shall be participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

(k) To add a new paragraph limiting the expenditure or distribution of corporate income and governing other financial activities, to wit:

ELEVENTH: The corporation shall expend or distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1954, as amended, and the corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (b) retain any excess business holdings as defined in Section 4943(c) of the Code; (c) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or (d) make any taxable expenditures as defined in Section 4945(d) of the Code.

10

(1) To modify Article VIII of said certificate of incorporation as previously amended, pertaining to the distribution of the assets and property of the corporation upon dissolution by deleting the material enclosed in brackets and adding the material underlined, to read in full as follows:

[VIII

That in the event of dissolution and liquidation of the corporation the funds of the corporation shall be distributed by the corporation to some other organization or organizations with similar purposes; such organization or organizations to be selected by the then members of the corporation, subject to the approval of such distribution by a court of competent jurisdiction.]

TWELFTH: In the event of dissolution, all of the remaining assets and property of the corporation, after necessary expenses thereof, shall be applied in the discretion of the directors to accomplish the public, charitable, and educational purposes for which the corporation is organized by distributing such property and assets so as to further the work of institutions with similar purposes and objectives which shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, subject to an order of a Justice of the Supreme Court of the State of New York.

(m) To modify Article V of said certificate of incorporation pertaining to the number of directors of the corporation by deleting the material enclosed in brackets and adding the material underlined, to read in full as follows:

//

[v

That the number of directors of said corporation shall be not less than six (6) nor more than fifty (50).]

THIRTEENTH: The corporation shall be managed by a board of directors composed of not more than twenty-five directors, with the exact number to be determined in accordance with the bylaws.

(n) To delete Article VI of said certificate of incorporation, pursuant to paragraph (c) of Section 805 of the Not-For-Profit Corporation Law.

(o) To delete Article VII of said certificate of incorporation, pursuant to paragraph (c) of Section 805 of the Not-For-Profit Corporation Law.

(p) To add a new paragraph providing that all necessary approvals or consents required by law will be endorsed upon or annexed to the certificate of incorporation:

FOURTEENTH: Prior to delivery of this restated certificate of incorporation to the Department of State for filing, all approvals or consents required by law will be endorsed upon or annexed to this certificate.

The text of the certificate of incorporation, as amended heretofore, is hereby restated as further amended to read as herein set forth in full:

12

CERTIFICATE OF INCORPORATION

OF

NEW YORK BLOOD CENTER, INC.

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

We, the undersigned do hereby certify that:

FIRST: The name of the corporation is New York Blood Center, Inc.

SECOND: The corporation is a corporation as defined in subparagraph (a) (5) of Section 102 of the Not-For-Profit Corporation Law.

THIRD: The corporation is organized and operated exclusively for charitable and educational purposes under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). The particular purposes of this corporation shall be as follows:

A. To coordinate and improve human blood procurement, distribution and utilization services, and to plan the development of these services, in the State of New York, in other states and territories and in foreign countries. Without limiting the generality of the foregoing, the corporation shall have the specific objectives of:

1. Acquiring, maintaining and operating facilities for the extraction, collection, processing, storage and distribution of human blood, plasma and blood derivatives;

2. Engaging in the extraction and processing of human blood derivatives;

3. Participating in and encouraging the formation of blood exchange and conservation programs with hospital blood banks and other organizations;

4. Supplying or furnishing hospitals, clinics, physicians, first aid stations, ambulances and others providing health care services with human blood, plasma, and blood derivatives;

5. Classifying as to types prospective blood donors and collecting information in regard to, and otherwise working with, the same;

6. Maintaining and operating inspection services relating to the foregoing for hospitals, clinics, physicians, first aid stations, and others providing health care services.

B. To coordinate and improve the donation, recovery, preservation, evaluation, storage and implantation of organs and tissues and to plan for the development of these techniques in the State of New York, in other states and territories and in foreign countries. Without limiting the generality of the foregoing, the corporation shall have the specific objectives of:

1. Acquiring, maintaining and operating facilities for the recovery, preservation, evaluation, storage and distribution of organs and tissues;

14

2. Participating in and encouraging the formation of exchange, conservation and matching programs relating to organs and tissues with other organizations;

3. Supplying or furnishing hospitals, clinics, physicians and others providing health services with organs and tissues;

4. Collecting information in regard to, and otherwise working with, prospective organ and tissue donors.

C. To carry on scientific study and research in the State of New York, in other states or territories and in foreign countries, in the following and any other subjects:

1. The extraction, processing, preservation, storage and distribution of blood, plasma, blood derivatives and other tissues;

2. The isolation and purification of plasma proteins;

3. The identification, prevention and cure of hepatitis, leukemia and other diseases affecting blood;

4. The normal and abnormal coagulation of blood;

5. Problems in genetics;

6. The development of methods, systems and devices for improving the techniques of blood transfusion;

7. The recovery, preservation, storage, evaluation and implantation of organs and tissues;

8. The development of methods, systems and devices for improving the technique of organ and tissue transplantation.

D. To establish, maintain and operate institutes and educational programs under which selected persons can be

15

provided with an opportunity for training and research in the fields of interest and expertise of the corporation.

E. To do any other act or thing incidental to or connected with the foregoing purposes and objectives or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, or officers except as permitted by Article NINTH.

FOURTH: In furtherance of its corporate purposes, the corporation shall have all the general powers enumerated in Section 202 of the Not-For-Profit Corporation Law, together with the power to solicit grants and contributions for corporate purposes.

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

SIXTH: The activities of the corporation are to be conducted principally within the State of New York.

SEVENTH: The office of the corporation is to be located in the Borough of Manhattan, in the City, County and State of New York, and the post office address to which the Secretary of State shall mail a copy of any notice required by law is New York Blood Center, Inc., 310 East 67th Street, New York, New York 10021.

16

EIGHTH: Nothing herein shall authorize this corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in Sections 404(b) through (c), (e) through (n), or (p) through (q) of the Not-For-Profit Corporation Law or Section 757 of the Executive Law and nothing herein contained shall authorize the corporation to operate a hospital or to provide hospital service or health-related service as defined in Article 28 of the Public Health Law.

NINTH: No part of the income of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

TENTH: No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and no part of the activities of the corporation shall be participating in, or intervening in (including the publication or

distribution of statements), any political campaign on behalf of any candidate for public office.

ELEVENTH: The corporation shall expend or distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1954, as amended, and the corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (b) retain any excess business holdings as defined in Section 4943(c) of the Code; (c) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or (d) make any taxable expenditures as defined in Section 4945(d) of the Code.

TWELFTH: In the event of dissolution, all of the remaining assets and property of the corporation, after necessary expenses thereof, shall be applied in the discretion of the directors to accomplish the public, charitable, and educational purposes for which the corporation is organized by distributing such property and assets so as to further the work of institutions with similar purposes and objectives which shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as

18

amended, subject to an order of a Justice of the Supreme Court of the State of New York.

THIRTEENTH: The corporation shall be managed by a board of directors composed of not more than twenty-five directors, with the exact number to be determined in accordance with the bylaws.

FOURTEENTH: Prior to delivery of this restated certificate of incorporation to the Department of State for filing, all approvals or consents required by law will be endorsed upon or annexed to this certificate.

IN WITNESS WHEREOF, the undersigned have executed, signed and verified this Certificate this 20 day of December 1976.

Samuel H. Harrison
President

Alice R. Backaak
Secretary

19

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

Alice R. Bachrach , being first duly sworn, deposes and says that she is one of the persons described in and who executed the foregoing certificate and is the Secretary of Community Blood Council Of Greater New York, Inc., that she has read the foregoing certificate and knows the contents thereof and that the statements therein contained are true.

Alice R. Bachrach

Sworn to before me this
22 day of December , 1976.

[Signature]

Notary Public

ANTHONY J. BENDERSKY
New York

Commission Expires March 30, 1978

21

I, **OLIVER C. SUTTON**

, a Justice of the Supreme

Court of the State of New York, First Judicial District, do

hereby approve the foregoing Restated Certificate of

Incorporation of Community Blood Council Of Greater New

York, Inc., and consent that the same be filed.

Dated: *NEW YORK, N.Y.*

MAR 25 1977

Oliver C. Sutton

Justice of the Supreme Court
of the State of New York

OLIVER C. SUTTON

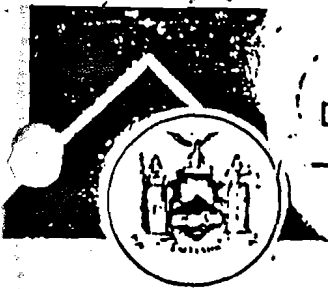
Notice of Application Waived
(This is not to be deemed an
approval on behalf of any
Department or Agency of the
State of New York, nor an
authorization of activities
otherwise limited by law.)

*The Attorney General has no
objection to the granting of
Judicial approval and
waives statutory notice
See attached consent of State
Dept of Education and Public
Health Council*

Dated: *March 17, 1977*

Louis J. Lefkowitz
Attorney General

By *Suzanne M. McKeith*
Assistant Attorney General



STATE OF NEW YORK
DEPARTMENT OF HEALTH
ALBANY 12237

PUBLIC HEALTH COUNCIL

February 1, 1977

Don W. Schmitz, Esq.
Milbank, Tweed, Hadley &
McCloy
1 Chase Manhattan Plaza
New York, New York 10005

RE: Restated Certificate of Incorporation
of Community Blood Council of
Greater New York, Inc., Modifying
the Purposes and Changing the Name
Thereof to New York Blood Center,
Inc., and New Certificate of
Incorporation of New York Blood
Center, Inc.

Dear Mr. Schmitz:

The proposed Certificate of Incorporation of New York Blood Center, Inc., does not require the approval of the Public Health Council, since the purposes set forth in the said certificate do not authorize the corporation to operate a hospital as defined in Article 28 of the Public Health Law and for the further reason that paragraph "Eighth" of said certificate contains a provision that the corporation is not authorized to operate a hospital or to provide hospital service or health related service as defined in Article 28 of the Public Health Law.

Sincerely yours,

Marianne K. Adams
Executive Secretary

sjd

23

COUNCIL

NORMAN S. MOORE, M.D.
CHAIRMAN

BLONEVA P. BOND

GORDON E. BROWN
Joseph R. Fontanetta, M.D.
William Lee Frost

MORTON P. HYMAN

Msgr. Charles Fahey

W. KENNETH RILAND, D.O.

JOHN F. ROACH, M.D.

Kenneth Woodward, M.D.

HOWARD A. RUSK, M.D.
JOHN M. WALSH

COMMISSIONER OF HEALTH
ROBERT P. WHALEN, M.D.
EX OFFICIO

RESTATED CERTIFICATE
OF INCORPORATION

OF

COMMUNITY BLOOD COUNCIL
OF GREATER NEW YORK, INC.

UNDER SECTION 805 OF
THE NOT-FOR-PROFIT
CORPORATION LAW

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED APR 4 1977
TAX \$ none
FILING FEE \$ 30

W. J. Wilson
Secretary of State
By 514

*Don Schmitz
Milbank, Tweed, Hadley & McCloy
1 Chase Manhattan Plaza
New York, N.Y. 10005*

24

MILBANK, TWEED, HADLEY & McCLOY

1 CHASE MANHATTAN PLAZA

NEW YORK, N. Y. 10005

1211 AVENUE OF THE AMERICAS

NEW YORK, N. Y. 10036

(212) 422-2660

CABLE: MILTWEED NEW YORK

TELEX: 12 5595

I. T. T. 422962

ALEXANDRA HOUSE

10 CHATEL ROAD

HONO HONO

TELEPHONE: 5-205201

CABLE: MILTWEED HONO HONO

TELEX: 86035 HX

NIHON PRESS CENTER BUILDING

2-1 UCHISAIWAI-CHO 2-CHOME

CHITODA-KU, TOKYO, JAPAN

TELEPHONE: (03) 504-1050

CABLE: MILTEAST TOKYO

TELEX: 2222992

December 23, 1977

Mrs. Virginia B. Jefferson
New York Blood Center, Inc.
310 East 67th Street
New York, New York

Dear Virginia:

Enclosed herewith is a certified copy of the Certificate of Amendment of the Blood Center which increased the maximum number of Directors from 25 to 30. This document should, of course, be filed with your permanent corporate records.

Best wishes for the holiday season!

Sincerely,



Stanley I. Garnett, II

SIG:jm

Enclosure

BY HAND

Given to Kenneth
Hamilton 12/27/77





The Constitution of the State of New York

STATE OF NEW YORK:

: SS.

COUNTY OF ALBANY :

Consent is hereby given to the filing of the annexed certificate of amendment of the certificate of incorporation of NEW YORK BLOOD CENTER, INC. increasing the number of directors pursuant to the provisions of Section 803 of the Not-For-Profit Corporation Law.

This consent to filing, however, shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such corporation, nor shall it be construed as giving the officers or agents of such corporation the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 1st day of November, 1977

Gordon M. Ambach
Commissioner of Education

Robert D. Stone
Counsel and Deputy Commissioner
for Legal Affairs



The Chancellor of the State of New York

STATE OF NEW YORK:

: SS.

COUNTY OF ALBANY :

Consent is hereby given to the filing of the annexed certificate of amendment of the certificate of incorporation of NEW YORK BLOOD CENTER, INC. increasing the number of directors pursuant to the provisions of Section 803 of the Not-For-Profit Corporation Law.

This consent to filing, however, shall not be construed

State of New York }
Department of State } ss.:

35263

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

DEC 14 1977

Frank Milione
Secretary of State

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
NEW YORK BLOOD CENTER, INC.

UNDER SECTION 803 OF THE NOT-FOR-PROFIT CORPORATION LAW

We, the undersigned, being the Executive Vice President and the Assistant Secretary of New York Blood Center, Inc., do hereby certify:

FIRST: The name of the corporation is New York Blood Center, Inc. The name under which the corporation was formed is Community Blood Council of Greater New York, Inc.

SECOND: The certificate of incorporation of the corporation was filed by the Department of State on the thirteenth day of April, 1959. The corporation was formed under the Membership Corporations Law.

THIRD: The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law. The corporation is a Type B corporation under Section 201 of the Not-For-Profit Corporation Law. The corporate purposes of the corporation will not be enlarged, limited or otherwise changed by this certificate of amendment.

7

FOURTH: The post-office address within the state to which the Secretary of State shall mail a copy of any notice required by law is 310 East 67th Street, New York, New York 10021.

FIFTH: The certificate of incorporation of the corporation is hereby amended to effect the following change pursuant to Section 801 of the Not-For-Profit Corporation Law:

To increase the maximum number of directors from twenty-five to thirty by amending Article Thirteenth of the Certificate of Incorporation by deleting the material enclosed in brackets and adding the material underlined as follows:

"THIRTEENTH: The corporation shall be managed by a board of directors composed of not more than [twenty-five] thirty directors, with the exact number to be determined in accordance with the bylaws."

SIXTH: The amendment of the certificate of incorporation was authorized by a majority vote of the members entitled to vote thereon at a meeting as provided in paragraph (c) of Section 613 of the Not-For-Profit Corporation Law.

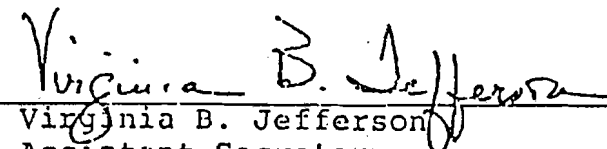
SEVENTH: The consent of the Commissioner of Education of the State of New York, the waiver of approval by the Public Health Council of the State of New York, the

3

approval of a Justice of the Supreme Court of the First Judicial District, and a waiver of notice of the Attorney General of the State of New York were endorsed upon or annexed to the certificate of incorporation as defined in Section 102(a)(3) of the Not-For-Profit Corporation Law, and prior to delivery of this certificate of amendment to the Department of State for filing, the consents, approvals or waivers of such bodies or officers will be endorsed upon or annexed to this certificate of amendment.

IN WITNESS WHEREOF, the undersigned have signed and verified this certificate of amendment this 18th day of October, 1977.


Aaron Kellner
Executive Vice President


Virginia B. Jefferson
Assistant Secretary

4

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

Aaron Kellner, being first duly sworn, deposes and says that he is one of the persons described in and who executed the foregoing certificate and is the Executive Vice President of New York Blood Center, Inc., that he has read the foregoing certificate and knows the contents thereof, and that the statements therein contained are true.

Aaron Kellner

Sworn to before me this
19 day of October, 1977

[Signature]

Notary Public

AMIN J. STEIN
Notary Public, State of New York
No. 17170
Commission Expires March 30, 1978

JB

[Handwritten mark]

NATHANIEL T. HELMAN, a Justice of the
Supreme Court of the State of New York, First Judicial
District, do hereby approve the foregoing Certificate
of Amendment of the Certificate of Incorporation of
New York Blood Center, Inc., and consent that the same
be filed.

Dated: Nov 16, 1977

DEC 1- 1977

Justice of the Supreme Court
of the State of New York
NATHANIEL T. HELMAN

The undersigned has no objection
to the granting of judicial ap-
proval heron and waives statutory
notice.

Dated: December 1, 1977

LOUIS J. LEFKOWITZ
Attorney General
State of New York

FILED
CLERK OF THE SUPREME COURT
OF THE STATE OF NEW YORK
FIRST JUDICIAL DISTRICT
NEW YORK

LOUIS J. LEFKOWITZ
Attorney General
State of New York

By Charles L. Waldman
Deputy Assistant Attorney General

November 14, 1977

Stanley I. Gannett, II
Milbank, Tweed, Hadley
& McCloy
1 Chase Manhattan Plaza
New York, New York 10036

Re: New York Blood Center, Inc.

Dear Mr. Gannett:

The proposed Certificate of Amendment to the Certificate of Incorporation of New York Blood Center, Inc. transmitted under your letter of October 25, 1977 does not require the approval of the Public Health Council since the purposes set forth in the Certificate of Incorporation do not authorize the corporation to operate a hospital as defined in Article 28 of the Public Health Law.

Paragraph Eight of said Certificate contains a provision that the corporation is not authorized to operate a hospital or to provide hospital service or health related service as defined in Article 28 of the Public Health Law.

Sincerely,

Marianne K. Adams
Marianne K. Adams
Executive Secretary

COUNCIL

MORRIS J. MOORE, M.D.
CHAIRMAN
MICHEVA D. BOND
GAIL J. E. BROWN
JOSEPH D. FONTANETTA, M.D.
WILLIAM LEE FROST

MORTON P. HYMAN
MSGR. CHARLES J. FAHEY
W. KENNETH RILAND, D.O.
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JOHN M. WALSH
KENNETH W. WOODWARD, M.D.

COMMISSIONER OF HEALTH
ROBERT P. WHALEN, M.D.
EX OFFICIO

- 8

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
NEW YORK BLOOD CENTER, INC.
UNDER SECTION 803
OF THE
NOT-FOR-PROFIT CORPORATION LAW

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 14 1977

TAX : None

FILING FEE : 3.00

MILBANK, TWEED, HADLEY & MCCLOY
1 CEASE MANHATTAN PLAZA
NEW YORK, N. Y. 10005
212-422-2650

BY [Signature]
Attorneys for

Am. 9/15/77
1040 A 2-24
101
101
2

8



The University of the State of New York

1093614

STATE OF NEW YORK:

: ss.:

COUNTY OF ALBANY :

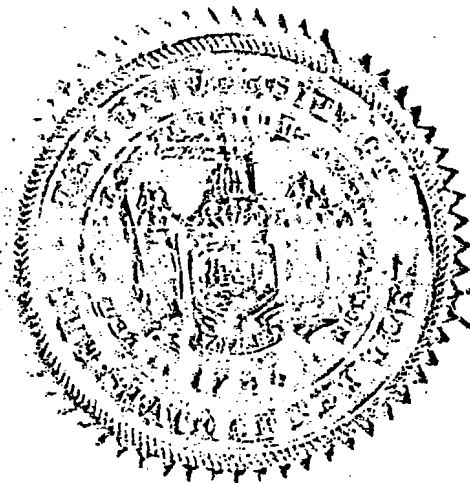
In accordance with the provisions of section 804 of the Not-for-Profit Corporation Law, consent is hereby given to the amendment of the certificate of incorporation of NEW YORK BLOOD CENTER, INC. as set forth in the annexed certificate of amendment.

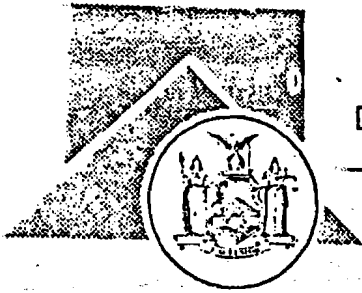
This consent to filing, however, shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such corporation, nor shall it be construed as giving the officers or agents of such corporation the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 14th day of April, 1983.

Gordon M. Ambach
Commissioner of Education

Robert D. Stone
Counsel and Deputy Commissioner
for Legal Affairs





STATE OF NEW YORK
DEPARTMENT OF HEALTH
ALBANY 12237

PUBLIC HEALTH COUNCIL

March 16, 1983

Kent A. Davy
Milbank, Tweed, Hadley & McCloy
1 Chase Manhattan Plaza
New York, New York 10005

Re: New York Blood Center, Inc.

Dear Mr. Davy:

The proposed certificate of amendment of the certificate of incorporation of the above referenced corporation does not require the approval of the Public Health Council for filing with the Department of State, since the certificate neither alters the corporation's purposes under Article 28 of the Public Health Law nor changes its name.

Sincerely yours,

Marion C. LaPoint
Acting Executive Secretary

COUNCIL

KENNETH G. JOHNSON, M.D.

CHAIRMAN

GORDON E. BROWN

MARSHALL COLLINGS, M.D.

JOSEPH R. FONTANETTA, M.D.

WILLIAM LEE FROST

MORTON P. HYMAN

JAMES T. ...

HOWARD A. RUSK, M.D.

KENNETH W. WOODWARD, M.D.

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
NEW YORK BLOOD CENTER, INC.

UNDER SECTION 803 OF THE NOT-FOR-PROFIT CORPORATION LAW

We, the undersigned, being the President and Assistant Secretary of New York Blood Center, Inc., do hereby certify:

FIRST: The name of the corporation is New York Blood Center, Inc. The name under which the corporation was formed is Community Blood Council of Greater New York, Inc.

SECOND: The corporation was formed under the Membership Corporation Law, and the certificate of incorporation of the corporation was filed initially by the Department of State on the thirteenth day of April 1959. A restated certificate of incorporation of the corporation under Section 805 of the Not-For-Profit Corporation Law was filed by the Department of State on the fourth day of April 1977, and such restated certificate of incorporation was amended by a certificate of amendment under Section 803 of the Not-For-Profit Corporation Law which was filed by the Department of State on the fourteenth day of December 1977.

In accordance with Section 102(a)(3) of the Not-For-Profit Corporation Law, the certificate of incorporation of the corporation as so restated and amended is hereinafter referred to as the "Certificate of Incorporation".

THIRD: The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law. The Corporation is a Type B corporation under Section 201(b) of the Not-For-Profit Corporation Law. The corporate purposes of the corporation will not be enlarged, limited or otherwise changed by this certificate of amendment.

FOURTH: The Certificate of Incorporation hereby is amended to effect the following change pursuant to Section 801 of the Not-For-Profit Corporation Law:

To provide that the number of directors of the corporation shall be determined in accordance with the by-laws, provided that the number of directors so determined shall be not less than three, by amending Article Thirteenth of the Certificate of Incorporation by deleting the material enclosed in brackets and adding the material underlined as follows:

"THIRTEENTH: The corporation shall be managed by a board of directors composed of [not more than thirty

directors, with the exact number to] such number of
directors as may be determined in accordance with the by-
laws, provided that the number of directors so determined
shall be not less than three."

FIFTH: The foregoing amendment to the Certificate of Incorporation was authorized by a majority vote of the members entitled to vote thereon at a meeting held on October 20, 1982, at which a quorum was present and acting throughout, as provided in paragraph (c) of Section 613 of the Not-For-Profit Corporation Law.


SIXTH: The consent of the Commissioner of Education of the State of New York, the waiver of approval by the Public Health Council of the State of New York, the approval of the Justice of the Supreme Court of the First Judicial District and a waiver of notice of the Attorney General of the State of New York have been endorsed upon or annexed to the Certificate of Incorporation and prior to delivery of this certificate of amendment to the Department of State any further additional consents, approvals or waivers of such nature as officers will be endorsed upon or annexed to this certificate of amendment.


SIXTH: The Secretary of State of the State of New York hereby is designated the agent of the corporation

5

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 such officer as agent of the corporation is 310 East 67th Street, New York, New York 10021.

IN WITNESS WHEREOF, the undersigned have executed and verified this certificate of amendment this 10th day of February 1983.


Dr. Aaron Kellner,
President


Mrs. Doris Chase
Assistant Secretary

6

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

Mrs. Doris Chase, being first duly sworn, deposes and says that she is one of the persons described in and who executed the foregoing certificate and is the Assistant Secretary of New York Blood Center, Inc., she has read the foregoing certificate and knows the contents thereof and the statements therein contained are to the best of her knowledge true.

Doris Chase

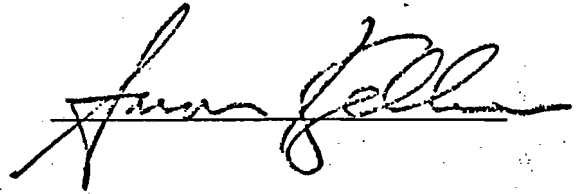
Sworn to before me this
10th day of February 1983

James J. Toner
Notary Public

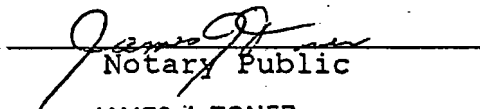
AMES J. TONER
NOTARY PUBLIC, State of New York
No. 41-4515027
Qualified in Queens County
Also Qualified in Nassau County
and New York County
Commission Expires March 30, 1983

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

Dr. Aaron Kellner, being first duly sworn, deposes
and says that he is one of the persons described in and who
executed the foregoing certificate and is the President of
New York Blood Center, Inc., he has read the foregoing
certificate and knows the contents thereof and the
statements therein contained are to the best of his
knowledge true.



Sworn to before me this
16th day of February 1983



Notary Public

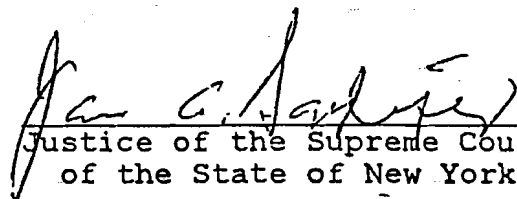
JAMES J. TONER
NOTARY PUBLIC, State of New York
No. 01-615027
Qualified in Queens County
Also Qualified in Nassau County
and New York County
Commission Expires March 20, 1983

8

I, JAYN A. SANDIFER

, a Justice of the Supreme Court of the State of New York, First Judicial District, do hereby approve the foregoing Certificate of Amendment of the Certificate of Incorporation of New York Blood Center, Inc. and consent that the same be filed.

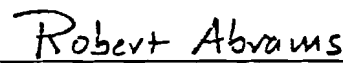
Dated: JUN 17 1983, 1983
New York, New York

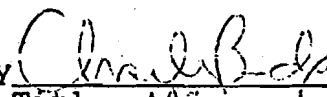

Justice of the Supreme Court
of the State of New York

JAYN A. SANDIFER

The undersigned has no objection to the granting of judicial approval hereon and waives statutory notice.

Dated: May 23, 1983
New York, New York


Attorney General
State of New York

By: 
Title: APB

FILED

JUN 12 1983

NEW YORK COUNTY CLERK'S OFFICE

BILLED

1983614

[Handwritten signature]

*Rec'd 7/1/83
4/14/77
H 4497
March 26
3100
[unclear]*

CT

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

NEW YORK BLOOD CENTER, INC.

4/13/83

Under Section 803 of the Not-for-profit Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUN 24 1983

AMT. OF CHECK \$	100
FILING FEE \$	30
TAX \$	
COUNTY FEE \$	
COPY \$	60
CERT \$	
REFUND \$	
SPEC HANDLE \$	10

FILED

JUN 24 1 23 PM '83

JUN 24 11 11 AM '83

RECEIVED

STATE OF NEW YORK
DEPARTMENT OF STATE
BUREAU OF THE CLERK
CLERK'S OFFICE

JUN 24 1983

[Handwritten signature]

T. J. [unclear]

Milbank Tweed Hadley & McCloy
One Chase Manhattan Plaza
New York, New York 10005

RECEIPT

=====

ENTITY NAME: NEW YORK BLOOD CENTER, INC.

DOCUMENT TYPE: AMENDMENT (DOMESTIC NFP)

COUNTY: NEWY

=====

FILED:01/09/2014 DURATION:***** CASH#:140109000664 FILM #:

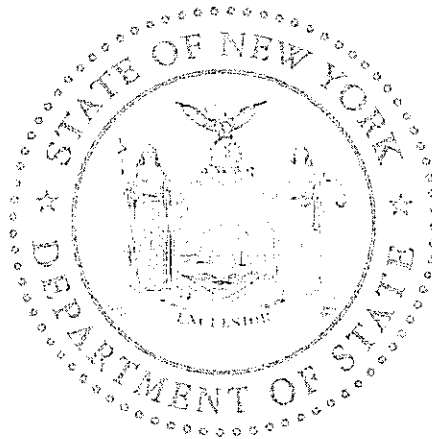
FILER:

MANATT PHELPS, & PHILLIPS, LLP
7 TIMES SQUARE

NEW YORK, NY 10036

ADDRESS FOR PROCESS:

REGISTERED AGENT:



=====

SERVICE COMPANY: NATIONAL CORPORATE RESEARCH, LTD. - 26 SERVICE CODE: 26

FEEs	25.00	PAYMENTS	25.00
	-----		-----
FILING	0.00	CASH	0.00
TAX	0.00	CHECK	0.00
CERT	0.00	CHARGE	0.00
COPIES	0.00	DRAWDOWN	25.00
HANDLING	25.00	OPAL	0.00
		REFUND	0.00

FILING RECEIPT

=====

ENTITY NAME: NEW YORK BLOOD CENTER, INC.

DOCUMENT TYPE: AMENDMENT (DOMESTIC NFP)
PURPOSES PROCESS

COUNTY: NEWY

=====

FILED:01/30/2014 DURATION:***** CASH#:140130000479 FILM #:140130000448

FILER:

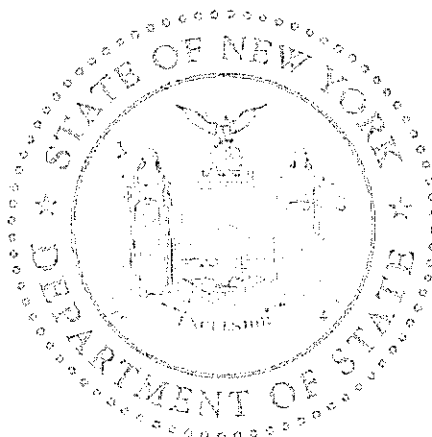
MANATT PHELPS, & PHILLIPS, LLP
7 TIMES SQUARE

NEW YORK, NY 10036

ADDRESS FOR PROCESS:

THE CORPORATION
310 E. 67TH STREET
NEW YORK, NY 10065

REGISTERED AGENT:



=====

SERVICE COMPANY: NATIONAL CORPORATE RESEARCH, LTD. - 26 SERVICE CODE: 26

FEEs	55.00	PAYMENTS	55.00
FILING	30.00	CASH	0.00
TAX	0.00	CHECK	0.00
CERT	0.00	CHARGE	0.00
COPIES	0.00	DRAWDOWN	55.00
HANDLING	25.00	OPAL	0.00
		REFUND	0.00

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 February 3, 2014.



Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
NEW YORK BLOOD CENTER, INC.
UNDER SECTION 803 OF THE
NOT-FOR-PROFIT CORPORATION LAW**

FIRST: The name of the corporation is New York Blood Center, Inc. The name under which the corporation was formed is Community Blood Council of Greater New York, Inc.

SECOND: The certificate of incorporation of the corporation was initially filed by the Department of State on the thirteenth day of April, 1959. The corporation was formed under the Membership Corporations Law. A restated certificate of incorporation of the corporation under Section 805 of the Not-for-Profit Corporation Law was filed by the Department of State on the fourth day of April 1977, and such restated certificate of incorporation was amended by a certificate of amendment under Section 803 of the Not-for-Profit Corporation Law which was filed by the Department of State on the fourteenth day of December, 1977, and a certificate of amendment under Section 803 of the Not-for-Profit Corporation Law which was filed by the Department of State on the twenty-fourth day of June, 1983. In accordance with Section 102(a)(3) of the Not-for-Profit Corporations law, the certificate of incorporation of the corporation as amended is hereinafter referred to as the "certificate of incorporation."

THIRD: The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law. The corporation is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law. The corporate purposes shall be changed by this certificate of incorporation, and the corporation shall continue to be a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.

FOURTH: The certificate of incorporation of the corporation is hereby amended to effect the following changes pursuant to Section 801 of the Not-for-Profit Corporation Law:

(a) To modify the purposes of the corporation contained in Article III of the certificate of incorporation by deleting the geographic references enclosed in brackets in Article III.A and Article III.B, which brackets are found in the text below, and adding the underlined material to read as follows:

THIRD: The corporation is organized and operated exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). The particular purposes of this corporation shall be as follows:

A. To coordinate and improve human blood procurement, distribution and utilization services, and to plan the development of these services, [in the State of New York, in other states and territories and in foreign countries.] Without

limiting the generality of the foregoing, the corporation shall have the specific objectives of:

1. Acquiring, maintaining and operating facilities for the extraction, collection, processing, storage and distribution of human blood, plasma and blood derivatives;
2. Engaging in the extraction and processing of human blood derivatives;
3. Participating in and encouraging the formation of blood exchange and conservation programs with hospital blood banks and other organizations;
4. Supplying or furnishing hospitals, clinics, physicians, first aid stations, ambulances and others providing health care services with human blood, plasma, and blood derivatives;
5. Classifying as to types prospective blood donors and collecting information in regard to, and otherwise working with, the same;
6. Maintaining and operating inspection services relating to the foregoing for hospitals, clinics, physicians, first aid stations, and others providing health care services.

B. To coordinate and improve the donation, recovery, preservation, evaluation, storage and implementation of organs and tissues and to plan for the development of these techniques [in the State of New York, in other states and territories and in foreign countries]. Without limiting the generality of the foregoing, the corporation shall have the specific objectives of:

1. Acquiring, maintaining and operating facilities for the recovery, preservation, evaluation, storage and distribution of organs and tissues;
2. Participating in and encouraging the formation of exchange, conservation and matching programs relating to organs and tissues with other organizations;
3. Supplying or furnishing hospitals, clinics, physicians and others providing health services with organs and tissues;
4. Collecting information in regard to, and otherwise working with, prospective organ and tissue donors.

C. To carry on scientific study and research [in the State of New York, in other states or territories and in foreign countries,] in the following and any other subjects:

1. The extraction, processing, preservation, storage and distribution of blood, plasma, blood derivatives, cells and cellular materials of all types, and other tissues;
2. The study and development of procedures and applications for cellular manipulation and regeneration and for medical applications for cellular therapies;
3. The isolation and purification of plasma proteins;
4. The identification, prevention and cure of hepatitis, leukemia and other diseases affecting blood;
5. The normal and abnormal coagulation of blood;
6. Problems in genetics;
7. The development of methods, systems, and devices for improving the techniques of blood transfusion;
8. The recovery, preservation, storage, evaluation and implantation of organs and tissues;
9. The development of methods, systems and devices for improving the technique of organ and tissue transplantation.

D. To establish, maintain and operate institutes and educational programs under which selected persons can be provided with an opportunity for training and research in the fields of interest and expertise of the corporation.

E. To do any other act or thing not otherwise prohibited by Section 402 of the Not-for-Profit Corporation Law or Section 501(c)(3) of the Internal Revenue Code, as amended, incidental to or connected with the foregoing purposes and objectives or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, or officers except as permitted by Article EIGHTH.

(b) To delete in its entirety Article VI, which provides:

SIXTH: The activities of the corporation are to be conducted principally within the State of New York.

(c) To reflect a change in the corporation's zip code in the address for service of process of the corporation in Article VII (which shall be Article VI as amended hereby), which shall read as amended:

SIXTH: The office of the corporation is to be located in the Borough of Manhattan, in the City, County and State of New York, and the post office address to which the Secretary of State shall mail a copy of any notice required by law is New York Blood Center, Inc., 310 E. 67th Street, New York, New York, 10065.

(d) To delete in its entirety Article VIII, and replace it with the following (which shall be Article VII, as amended hereby):

SEVENTH: Nothing in this Certificate of Incorporation shall authorize the corporation within the State of New York, to (1) provide hospital services or health related services, as such terms are defined in the New York State Public Health Law (PHL); (2) establish operate or maintain a hospital, a home care services agency, a hospice, a managed care organization or a health maintenance organization, as provided for by Articles 28, 36, 40 and 44 respectively, of the PHL and implementing regulations; (3) establish and operate an independent practice association, (4) establish, operate, construct, lease, or maintain an adult home, an enriched housing program, a residence for adults, or an assisted living program, as provided for by Article 7 of the New York State Social Services Law (SSL); (5) establish, operate, construct, lease or maintain an assisted living residence, as provided for by Article 46-B of the PHL; or (6) solicit any funds, contributions or grants, from any source, for the support of a PHL Article 28 facility or a SSL Article 7 facility. Additionally, nothing in this Certificate of Incorporation shall authorize the corporation to, within the State of New York, (a) hold itself out as providing or (b) provide any health care professional services that require licensure or registration pursuant to either Title 8 of the New York State Education Law, or the PHL, including, but not limited to, medicine, nursing, psychology, social work, occupational therapy, speech therapy, physical therapy, or radiation technology. The foregoing shall not prohibit the corporation from engaging in activities that it has otherwise been licensed and/or authorized to perform.

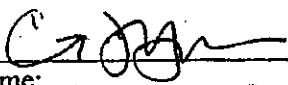
(e) The remaining Articles and provisions shall be renumbered as appropriate.

FIFTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of process accepted on behalf of the corporation is: 310 E. 67th Street, New York, New York, 10065.

SIXTH: This certificate of amendment was authorized by a vote of a majority of the entire board of directors. The corporation has no members.

SEVENTH: The consent of the Commissioner of Education of the State of New York, the waiver of approval by the Public Health Council of the State of New York, the approval of a Justice of the Supreme Court, New York County, and a waiver of notice of the Attorney General of the State of New York were endorsed upon or annexed to the certificate of incorporation as defined in Section 102(a)(3) of the Not-for-Profit Corporation Law, and prior to delivery of this certificate of amendment to the Department of State for filing, the consents, approvals or waivers of such bodies (or such bodies' successors, as applicable) will be endorsed upon or annexed to this certificate of amendment.

IN WITNESS WHEREOF, I have signed this certificate and affirm it as true under penalties of perjury this 21st day of January, 2014.


Name: _____
Title: Christopher D. Hillger
President & CEO

AFFIDAVIT

Christopher D. Hillyer, being duly sworn, deposes and says, that:

I am the President and Chief Executive Officer of the New York Blood Center, Inc., a New York not-for-profit corporation (the "Corporation").

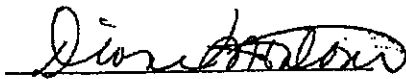
In my capacity as President and Chief Executive Officer of the Corporation, I am fully familiar with the operations of the Corporation, and of the proposed changes in the purposes of the Corporation set forth in the Certificate of Amendment to the Certificate of Incorporation of the Corporation (the "Certificate"), attached hereto as Attachment A.

Based on my review of the Certificate, and my knowledge about the operations of the Corporation, I hereby certify that the Corporation's current assets will be used for current purposes and powers and future assets will be used for purposes and powers as stated in the Certificate of Amendment.

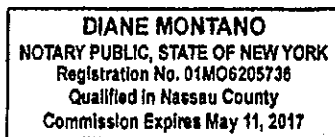
IN WITNESS WHEREOF, I have executed this Affidavit the 16 day of Dec, 2013.


Name: Christopher D. Hillyer

Sworn before me this 16th day
DEC, 2013



Notary Public



NEW YORK
state department of
HEALTH

Nirav R. Shah, M.D., M.P.H.
Commissioner

Sue Kelly
Executive Deputy Commissioner

October 18, 2013

Michelle C. McGovern
Manatt, Phelps & Phillips, LLP
7 Times Square
New York, NY 10036

Re: Certificate of Amendment to the Certificate of Incorporation of the New York Blood Center, Inc.

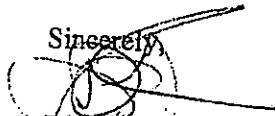
Dear Ms. McGovern:

We have reviewed the proposed certificate of amendment of the certificate of incorporation of the above-referenced corporation dated October 9, 2013. The proposed certificate of incorporation does not require the formal approval of the Department of Health or of the Public Health and Health-Planning Council since the purposes set forth therein do not authorize a purpose for which such approval is necessary and for the further reason that paragraph SEVENTH contains the following paragraph, which states:

"Nothing in this Certificate of Incorporation shall authorize the corporation within the State of New York, to (1) provide hospital services or health related services, as such terms are defined in the New York State Public Health Law (PHL); (2) establish operate or maintain a hospital, a home care services agency, a hospice, a managed care organization or a health maintenance organization, as provided for by Articles 28, 36, 40 and 44 respectively, or the PHL and implementing regulations; (3) establish and operate an independent practice association, (4) establish, operate, construct, lease, or maintain an adult home, an enriched housing program, a residence for adults, or an assisted living program, as provided for by Article 7 of the New York State Social Services Law (SSL); (5) establish, operate, construct, lease or maintain an assisted living residence, as provided for by Article 46-B of the PHL; or (6) solicit any funds, contributions or grants, from any source, for the support of a PHL Article 28 facility or a SSL Article 7 facility. Additionally, nothing in this Certificate of Incorporation shall authorize the corporation to, within the State of New York, (a) hold itself out as providing or (b) provide any health care professional services that require licensure or registration pursuant to either Title 8 of the New York State Education Law, or the PHL, including, but not limited to, medicine, nursing, psychology, social work, occupational therapy, speech therapy, physical therapy, or radiation technology. The foregoing shall not prohibit the corporation from engaging in activities that it has otherwise been licensed and/or authorized to perform."

Furthermore, it is the understanding of this Department, that by filing the proposed certificate of incorporation with the Secretary of State, the corporation acknowledges and agrees that it must obtain the formal approval of the Department of Health before engaging in any of the above-mentioned activities.

Sincerely,

A handwritten signature in black ink, appearing to read "Diana A. Yang", is written over a circular stamp. The signature is somewhat stylized and overlaps the stamp.

Diana A. Yang
Senior Attorney
Bureau of House Counsel

STATE OF NEW YORK
THE STATE EDUCATION DEPARTMENT
Albany, New York

CONSENT TO FILING WITH THE DEPARTMENT OF STATE
(General Use)

Consent is hereby given to the filing of the annexed certificate of amendment

of New York Blood Center, Inc.

[name of entity]

pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law, the Business Corporation Law, the Limited Liability Company Law or any other applicable statute.

This consent is issued solely for purposes of filing the annexed document by the Department of State and shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such entity, nor shall it be construed as giving the officers or agents of such entity the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed.

JOHN B. KING, JR.
Commissioner of Education

By:

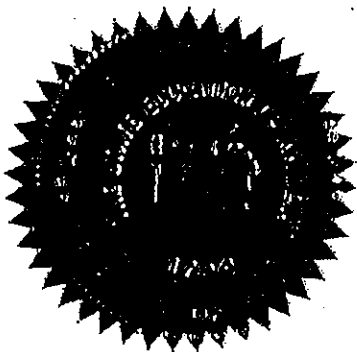

Kathleen Marinelli

Commissioner's authorized designee

Date

11/12/13

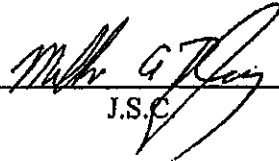
THIS DOCUMENT IS NOT VALID WITHOUT THE SIGNATURE OF THE
COMMISSIONER'S AUTHORIZED DESIGNEE AND THE OFFICIAL SEAL OF THE
STATE EDUCATION DEPARTMENT.



MILTON A. TINGLING


I, _____, a Justice of the Supreme Court of the State of
New York for the First Judicial District do hereby approve of the foregoing
Certificate of Amendment of the Certificate of Incorporation of New York Blood Center, Inc.
and consent that the same be filed.

Date: JAN - 6 2014



J.S.C.

THE ATTORNEY GENERAL HAS NO OBJECTION
TO THE GRANTING OF JUDICIAL APPROVAL
HEREON, ACKNOWLEDGES RECEIPT OF
STATUTORY NOTICE AND DEMANDS SERVICE
OF THE FILED CERTIFICATE. SAID NO OBJECTION
IS CONDITIONED ON SUBMISSION OF THE
MATTER TO THE COURT WITHIN 60 DAYS HEREAFTER.

by 
ASSISTANT ATTORNEY GENERAL DATE
Laura Werner December 20,
2013

NCR-26

140130000

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CERTIFICATE OF AMENDMENT
 OF
 CERTIFICATE OF INCORPORATION
 OF
 NEW YORK BLOOD CENTER, INC.
 UNDER SECTION 803 OF THE
 NOT-FOR-PROFIT CORPORATION LAW

FILED

2014 JAN 30 PM 12:31

RECEIVED

2014 JAN -9 AM 11:03

RECEIVED

2014 JAN 29 PM 2:03

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JAN 30 2014

TAXS _____
BY: Am

Manatt, Phelps & Phillips, LLP
7 Times Square
New York, NY 10036

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Drawdown