

State of Idaho

Office of the Secretary of State

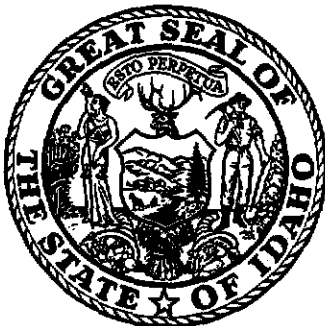
**CERTIFICATE OF AUTHORITY
OF
MDA VENTURE PHILANTHROPY, INC.**

File Number C 183096

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Non-Profit Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: May 12, 2009



Ben Yursa

SECRETARY OF STATE

By *[Signature]*



APPLICATION FOR CERTIFICATE OF AUTHORITY (Nonprofit)

(Instructions on back of application)

The undersigned Corporation applies for a Certificate of Authority and states as follows:

09 MAY 12 AM 10:47

SECRETARY OF STATE
STATE OF IDAHO

- The name of the corporation is: MDA Venture Philanthropy, Inc.
- The name which it shall use in Idaho is: MDA Venture Philanthropy, Inc.
- It is incorporated under the laws of: Delaware
- Its date of incorporation is: 05/28/2008 and its duration, if other than perpetual, is: _____
- The street address of its principal office is:
3300 East Sunrise Drive, Tucson, AZ 85718-3299
- The address to which correspondence should be addressed, if different than item 5, is:

- The street address of its registered office in Idaho is:
1111 West Jefferson, Suite 530, Boise, ID 83702
and its registered agent in Idaho at that address is: C T Corporation System
- Does the corporation have members? Yes No
- The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>See Attached</u>	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: 4/28/09

Signature: [Signature]

Typed Name: Stephen Evans

Capacity: Assistant Treasurer

Secretary of State use only

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form\appforauthority_nonprofit.mxd
Revised 04/2004

IDAHO SECRETARY OF STATE
05/12/2009 05:00
CK: 16462 CT: 28168 BN: 1178106
1 @ 38.00 = 38.00 AU NON-P # 2
1 @ 28.00 = 28.00 NON EXPEDI # 3

0183096

MDA VENTURE PHILANTHROPY, INC.
OFFICERS (*) AND MEMBERS OF THE BOARD OF DIRECTORS
Elected July 10, 2008

National Office
3300 East Sunrise Drive
Tucson, Arizona 85718-3299

*(address for all officers/
directors)*

Stanley H. Appel, M.D.

* Suzanne Lowden
Treasurer

Paul Avery

*Olin F. Morris
Chairman of the Executive Committee

Bart Conner

Lynne Nieto, CPA

Benjamin F. Cumbo, III

Christopher J. Rosa, Ph.D

Daniel G. Fries

*Charles D. Schoor, Esq.
Secretary

The Honorable Brad Henry

*Gerald C. Weinberg
President & CEO

*R. Rodney Howell, M.D.
Chairman of the Board

Lois R. West

Louis M. Kunkle, Ph.D.

OTHER OFFICERS

Sharon Hesterlee, Ph.D.
Senior Vice President & Executive Director

Valerie Cwik, M.D.
Senior Vice President & Medical Director

Gail Schmertz Kerner, Esq.
Senior Vice President & General Counsel
Assistant Secretary

Stephen P. Evans, CPA
Director of Finance
Assistant Treasurer

Christina C. Kennedy
Assistant Secretary

Annie Kennedy
Vice President - Advocacy

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MDA VENTURE PHILANTHROPY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF MAY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THE SAID "MDA VENTURE PARTNERS, INC." FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "MDA VENTURE PHILANTHROPY, INC.", ON THE SIXTEENTH DAY OF DECEMBER, A.D. 2008, AT 1:08 O'CLOCK P.M.

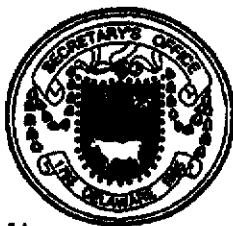
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS A NON-PROFIT AND NON-STOCK CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7293369

DATE: 05-11-09