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A.D., 1987
Commonwealth of Pennsylvania
Department of State

Articles of
Incorporation - -
Domestic Nonprofit Corporation

/s/ Jan J Leggit
Secretary of the Commonwealth

993724
COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

In compliance with the requirements of Article B, Chapter 79, Subchapter A, of the Pennsylvania Nonprofit Corporation Law, Act No. 272, approved November 18, 1972, 15 Pa. C.S.A. §§ 7301, et seq., providing for Articles of Incorporation of nonprofit corporations, TRANSPLANT RECIPIENTS INTERNATIONAL ORGANIZATION, INC. A Pennsylvania nonprofit corporation, hereby states its Articles of Incorporation as follows:

PREAMBLE

Organ transplant recipients test the boundaries of progress every day, and surpass them, because they are pioneers—among the first to forge with medical science into the future—they face many adjustments. Adjustments that begin after the surgery and initial recovery, adjustments that demand a lifetime of courage and commitment.

Recognizing the enormity of the recipients' challenge, in 1983 through the initiative and financial support of Presbyterian-University Hospital of Pittsburgh, a small group of individuals established a firm vision and purpose: To help recipients and their families make those lifetime adjustments not a burden, but a venture into a new beginning.

Over the ensuing years, the group named the organization the Transplant Recipients International Organization (TRIO), and searched for the structure most suited to their unwavering vision. In the fall of 1986, the Junior League of Pittsburgh, Inc. joined the group by spearheading a TRIO Community Research Task Force that would establish an international autonomous organization based in Pittsburgh. In 1987, the Association of

Junior Leagues, Inc. adopted a resolution to support and promote programs of organ donor awareness among Junior Leagues worldwide, and to educate the general public through advocacy and programs. In recognition of its efforts to establish this organization, Presbyterian-University Hospital shall be the sole institutional charter member of TRIO.

Thus, the vision has held steadfast, its ideals and programs effectively channeled through TRIO, which dedicates members' efforts to serving transplant candidates, recipients and their families by providing education, counseling and support.

And although the vision has come to fruition, the dream has just begun. TRIO will remain devoted to yet another effort: to participate in a dialogue of organ donation and transplantation issues that extends beyond national borders, language barriers and cultural differences, a dialogue that bonds us, affirmatively and indomitably, as members of humankind in this world, with a high quality of life our standard and with the infinite spirit of possibility our goal.

ARTICLES

1. The name of the corporation is:
Transplant Recipients International Organization, Inc.
2. The location and post office address of the initial registered office of the corporation in this Commonwealth is: 244 N. Nellefield Avenue, Pittsburgh, PA 15213.
3. The corporation is incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania for the following purpose or purposes:

To provide support programs to help alleviate the psychosocial stresses incumbent with the transplant or implant process. Such support is to be provided without regard to race, creed, color, gender or national origin. The programs shall encompass supportive counseling, and the establishment and dissemination of educational and informational materials. The corporation shall establish standardized fund raising guidelines to assist patients, their families and community groups in their fund raising efforts. The corporation shall not engage in fund raising activities on behalf of transplant patients and/or their families. Solely for the above purposes, and without

otherwise limiting its power, the corporation is empowered to exercise all rights and powers conferred by the laws of the Commonwealth of Pennsylvania upon nonprofit corporations. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

4. The terms for which the corporation is to exist is: perpetual.
5. The corporation is organized upon a nonstock basis.
6. The directors of the corporation shall have the authority to make the initial bylaws of the corporation which shall prescribe the authorized number and qualifications of its members, the names and time of election of members and the duration of membership, and the power to amend all or any part of the bylaws of the articles of incorporation.
7. The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954 (the "Code"), or by an organization contributions to which are deductible under Section 170(c)(2) of the Code. No substantial part of the activities of the corporation shall be devoted to attempting to influence legislation, by propaganda or otherwise, nor shall the corporation participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
8. No part of the net earnings of the corporation shall inure to the benefit of any private persons; provided, however, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make such lawful payments and distributions in furtherance of the purposes set forth in Article 3 hereof, as may from time to time be either required or permitted by Section 501 (c) (3) of the Code.
9. The corporation shall not merge or consolidate with any organization which is not exempt from federal income taxation under Section 501 (c) (3) of the Code (an "exempt organization").

10. In the event the corporation is dissolved and liquidated, the Board of Directors, after paying or making provisions for payment of all the liabilities of the corporation shall distribute the corporate property and assets to one or more exempt organizations as, in the judgment of this corporation's Board of Directors, have purposes most closely allied to those of this corporation.
11. References in these articles to a section of the Internal Revenue Code of 1954 shall be construed to refer both to such section and to the regulations promulgated thereunder, as they now exist or may hereafter be adopted or amended in this or in subsequent internal revenue laws.
12. A. A director of the corporation or any affiliated corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, in his role as such director; provided, however, that this provision shall not eliminate or limit the liability of a director to the extent that such elimination or limitation or liability is expressly prohibited under the laws of the Commonwealth of Pennsylvania, as from time to time amended.

B. The corporation shall indemnify directors and officers of the corporation or of any affiliated corporation against all reasonable expenses incurred by them in defending claims made or suits brought against them as directors or officers and against all liability in such suits, including any civil, criminal, administrative or investigative action, arising from any action taken, or failure to take any action, as such directors or officers, both with respect to the third party actions as well as derivative actions by or in the right of the Corporation unless otherwise prohibited by Pennsylvania law, as from time to time amended. Such indemnification shall extend to the payment of judgments against such directors and officers and to the reimbursement of amounts paid in settlement of such claims or actions, and may apply to judgments in favor of the corporation or amounts paid in settlement to the corporation.

C. The provisions of this Article shall be deemed to be a contract with each of the corporation's directors and officers who serve as such at any time during which such provisions are in effect.

13. The name and address of the incorporator is:

Susan H. Bella
244 N. Nellefield Avenue
Pittsburgh, PA 15213

In TESTIMONY WHEREOF, the incorporator has signed and sealed these Articles of Incorporation this 12 of August, 1987.

WITNESS:

/s/ Sandra D. Kelley

/s/ Susan H. Bella