

STATE DEPARTMENT OF ASSESSMENTS
AND TAXES
ARTICLES OF INCORPORATION FOR A NONSTOCK CORPORATION

(See instructions on reverse side.)

APPROVED FOR RECORD

4/3/95 at 9:16 a.m.

FIRST: The undersigned John A. Conrad
whose address is 4708 Carey Street Road; Richmond, Virginia 23226

being at least eighteen years of age, do(es) hereby form a corporation
under the laws of the State of Maryland.

SECOND: The name of the corporation is National Tuberos Sclerosis Association Foundation
Incorporated

THIRD: The purposes for which the corporation is formed are as follows: The Foundation is organized to
receive, maintain, and administer assets in perpetuity for charitable and
educational purposes within the meaning of Section 501(c)(3) of the Internal
Revenue Service Code of 1986. The Foundation will support the National
Tuberos Sclerosis Association (see Article II of Articles of Incorporation).

FOURTH: The post office address of the principal office of the corporation in Maryland is [REDACTED]
National Tuberos Sclerosis Association Foundation, Inc.:
8000 Corporate Drive Suite 120; Landover, Md. 20785

FIFTH: The name and post office address of the resident agent of the corporation in Maryland are [REDACTED]
Barbara Witten
2989 Southhaven Street; Annapolis, Md. 21401

SIXTH: The corporation has no authority to issue capital stock.

SEVENTH: The number of directors of the corporation shall be 5 which number may be increased or decreased pursuant
to the bylaws of the corporation. The name(s) of the director(s) who shall act until the first meeting or until their successors are
duly chosen and qualified is/are John Conrad; Douglas Loftus; Louise Hawley; Kenneth Johnson; Sue Villicana

EIGHTH: This is a not for profit organization and

NINTH: IN WITNESS WHEREOF, I have signed these Articles and acknowledge the same to be my act.

RETURN TO:

National Tuberos Sclerosis Association
8000 Corporate Drive
Landover, Maryland 20785

SIGNATURE(S)

John A. Conrad

50938283
RECEIVED
95 MAR 20 10 59

ARTICLES OF AMENDMENT
OF
NATIONAL TUBEROUS SCLEROSIS FOUNDATION, INC.
CHANGING ITS NAME TO:
NATIONAL TUBEROUS SCLEROSIS ASSOCIATION ENDOWMENT
FUND, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 25, 1995 AT 11:45 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00

\$ _____

D4111746

XX

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

NTSA
8000 CORPORATE DRIVE
#120
LANDOVER MD 20785

STATE OF MARYLAND 084C3098223

I hereby certify that this is a true and complete copy of the _____
page _____ in this office. DATED: 11-1-95

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
RECORDED IN THE RECORDS OF THE _____, Custodian

BY: [Signature]
This stamp replaces our previous certification system. Effective: 6/95

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER. FOLIO.

ARTICLES OF AMENDMENT

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(1)

12) NATIONAL MUEER'S SCLEROSIS ENDOWMENT FUND, INCORPORATED, a Maryland corporation hereby certifies to the State Department of Assessments and Taxation of Maryland that:

(3) The charter of the corporation is hereby amended as follows:

PLEASE REFER TO ATTACHED AMMENDMENTS

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

10/25/95 at 11:45 a.m.

RECEIVED
OCT 25 AM 11 45
ASSESS. & TAX.

This amendment of the charter of the corporation has been approved by

60968101

(4) THE DIRECTORS, THE ONLY VOTING MEMBERS

We the undersigned President and Secretary swear under penalties of perjury that the foregoing is a corporate act.

(3) [Signature]
Secretary

(5) Laise B. Harvey
President

PHONE 410-225-1340

3798

**NATIONAL TUBEROUS SCLEROSIS ENDOWMENT FUND, INC.
AMENDMENTS TO ORIGINAL
ARTICLES OF INCORPORATION**

55 OCT 23 AM 11 5
ASSESS. & TAX.

**ARTICLE I
NAME**

The name of the corporation is the National Tuberos Sclerosis Endowment Fund (hereinafter referred to as the "Fund").

**ARTICLE II
PURPOSE**

The Fund is organized to receive, maintain, and administer assets in perpetuity exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The specific purpose of the Fund is to support the National Tuberos Sclerosis Association ("NTSA") located in Landover, Maryland, by fostering and promoting its welfare and development, and assisting NTSA in carrying out its mission. NTSA is described in Sections 509(a)(2) and 170(b)(1)(A)(ii) of the Code. The Fund shall operate as a Section 509(a)(3) supporting organization for NTSA.

**ARTICLE III
RIGHTS AND RESTRICTIONS**

No part of the net earnings of the Fund shall inure to the benefit of or be distributable to its incorporator, directors, officers or other private persons except that the Fund shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in article II hereof. No substantial part of the activities of the Fund shall be the carrying on of propaganda, or otherwise attempting to influence

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opposition to any candidate for public office.

ARTICLE IV DISSOLUTION

Upon the dissolution of the Fund, and after all of its liabilities and obligations have been paid, satisfied and discharged or adequate provisions made therefore, all of the Fund's remaining assets shall be distributed to the National Tuberos Sclerosis Association if it is then in existence and is operated exclusively for charitable purposes within the meaning of Section 170(b)(1)(A) of the Code, and if not, to one or more organizations selected by the Board of Directors that are organized and operated exclusively for charitable purposes within the meaning of Section 170(b)(1)(A) of the Internal Revenue Code.

ARTICLE V MEMBERS

The Fund shall have no members.

ARTICLE VI DIRECTORS

The number of and qualifications for directors of the Fund shall be fixed in the Bylaws. Two directors shall be designated as Permanent Directors and shall be the individuals holding the following positions: (i) Current Chairperson and Current President of the National Tuberos Sclerosis Association. Three directors shall be designated as Elected Directors and shall be elected annually by the Board of Directors of Endowment Fund. The elected Directors shall be elected for staggered terms not to exceed three years.

ARTICLE VII REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial office of the Fund is located in Landover, Maryland, in c/o NTSA, National Tuberos Sclerosis Association, 8000 Corporate Drive, Suite 120, Landover, ✓

Maryland 20785. ^{DELETE} (The initial registered agent of the Fund is John A. Conrad, who is a resident of Virginia and a member of the Virginia State Bar. ^{DELETE})

ARTICLE VIII LIMIT ON LIABILITY AND INDEMNIFICATION

8.1 Limit on Liability. In every instance in which the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers of a corporation to the corporation, the directors and officers of the Fund shall not be liable to the Fund.

8.2 Mandatory Indemnification. The Fund shall indemnify any individual who is, was or is threatened to be made a party to a civil, criminal, administrative, investigative or other proceeding (including a proceeding by or in the right of the Fund) because such individual is or was a director or officer of the Fund or of any legal entity controlled by the Fund against all liabilities and reasonable expenses incurred by him or her on account of the proceeding, except such liabilities and expenses as are incurred because of his or her willful misconduct or knowing violation of the criminal law. Before any indemnification is paid, a determination shall be made that indemnification is permissible in the circumstances because the person seeking indemnification has met the standard of conduct set forth above. Such determination shall be made in the manner provided by Virginia law for determining that indemnification of a director is permissible provided, however, that if a majority of the directors of the Fund has changed after the date of the alleged conduct giving rise to a claim for indemnification, the determination that indemnification is permissible shall, at the option of the person claiming indemnification, be made by special counsel agreed upon by the Board of Directors and such person. Unless a determination has been made that indemnification is not permissible, the Fund shall make

advances and reimbursement for expenses incurred by any of the persons named above upon receipt of an undertaking from him or her to repay the same if it is ultimately determined that such individual is not entitled to indemnification. The Fund is authorized to contract in advance to indemnify any of the persons named above to the extent it is required to indemnify them pursuant to the provisions of this Section 8.2.

8.3 Miscellaneous. The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, beneficiaries, executors and administrators. Indemnification pursuant to the Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Fund and indemnification under policies of insurance purchased and maintained by the Fund or others. However, no person shall be entitled to indemnification by the Fund to the extent such person is indemnified by another, including an insurer.

ARTICLE IX INTERNAL REVENUE CODE

Each reference in these Articles of Incorporation to a Section of the Internal Revenue Code means such Section of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal law.

ARTICLE X CHANGE OF NAME

The Board of Directors have unanimously approved changing the name from the National Tuberous Sclerosis Foundation, Inc. to the National Tuberous Sclerosis Association

Endowment Fund, Inc. Dated: 10/25, 1995

By: [Signature] Incorporator

STATE OF MARYLAND
Department of Assessments and Taxation

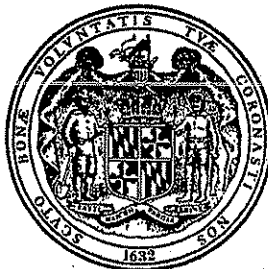
I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT NATIONAL TUBEROUS SCLEROSIS ASSOCIATION INCORPORATED A/K/A NATIONAL TUBEROUS SCLEROSIS ASSOCIATION IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF CALIFORNIA AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT INTERSTATE, INTRASTATE AND FOREIGN BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS SEPTEMBER 10, 1999.



Paul B. Anderson
Charter Division



ARTICLES OF INCORPORATION
OF
NATIONAL TUBEROUS SCLEROSIS ASSOCIATION
FOUNDATION INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 3, 1995 AT 9:16 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

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\$ 20.00

\$

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IT IS HEREBY CERTIFIED THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

NATIONAL TUBEROUS SCLEROSIS ASSOC.
8000 CORPORATE DR.
LANDOVER MD 20785

STATE OF MARYLAND 193C3086804

I hereby certify that this is a true and complete copy of the page docketed in this office. DATED: 4-3-95

DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: [Signature] RECORDED IN THE RECORDS OF THE [Signature], Custodian

This state replaced the previous certification system Effective: 6/95

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

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Dear Mr. [Name],

I have your letter of the 12th and am glad to hear that you are well.

I am sorry that I cannot give you a more definite answer at this time, but the matter is still under consideration.

I will contact you again as soon as a final decision has been reached.

Very truly yours,

[Name]

Yours faithfully,
[Name]