

CERTIFICATE OF INCORPORATION OF

Keloid Research Foundation, Inc.

(Insert Corporation Name)

Under Section 402 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is:

Keloid Research Foundation, Inc.

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

THIRD-Part A: The purpose or purposes for which the corporation is formed are as follows:

The purpose of this non for Profit Corporation is to foster scientific research in keloid disorder. Corporation will conduct clinical research, epidemiological research as well as other scientific research to advance this area of medicine. Corporations will accept membership from physicians and others who have interest in this field of medicine. Corporation will set up annual scientific meetings to review the new developments in keloid disorder. Corporation intends to raise public and private funding to pay for its expenses and conduct of clinical and laboratory research. Corporate officer, Dr. Michael Tirgan, a licensed physician in state of New York, has already developed and submitted 5 research protocols to his local Institutional Research Board.

Corporation will collaborate and work with local and national hospitals to conduct its research. Corporation will solicit and review research ideas and proposals from scientists and fund reasonable research ideas. Corporation is being formed to provide a legal framework so its members and its research program. All fund raising will be done under the auspices of the corporation. All salaries and expenses will be paid from the corporate bank account. This corporation, by way of conducting scientific research will benefit patients who suffer from keloid disorder. Corporation intends to find new treatments for this disease by way of doing research. Except as authorized by Title VIII of the Education Law or other applicable statute nothing herein shall authorize the corporation to engage in the practice of any profession in New York, engage in the training of any profession in New York or use a professional title or term of any profession in New York in violation of Title VIII of the Education Law.

FOURTH: The corporation shall be a Type B corporation pursuant to Section 201 of the Not-for-Profit Corporation Law. (Please insert Type A, B, C or D, as appropriate.)

FIFTH: The office of the corporation is to be located in the County of New York, State of New York.

SIXTH: The names and addresses of the initial directors of the corporation are (a minimum of three are required):

Michael H. Tirgan, MD
221 West 82nd Street, Apt. # 5 F
New York, NY 10024

Nadereh Nouhi
221 West 82nd Street, Apt. # 5 F
New York, NY 10024

Alexander Duggan
157-14 108th Avenue
Jamaica, NY 11433

SEVENTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address which the Secretary of State shall mail a copy of any process accepted on behalf of the corporation is:

Michael H. Tirgan, MD
221 West 82nd Street, Apt. # 5 F
New York, NY 10024

EIGHTH: (Corporations seeking tax exempt status may include language required by the Internal Revenue Service in this paragraph. See instructions, paragraph eighth.)

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

This corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

The incorporator or incorporators must sign the Certificate of Incorporation and type or print his/her name and address.

Michael H. Tirgan, MD

(Type or print name of incorporator)

X

Michael H. Tirgan
(Signature)

221 West 82nd Street, Apt. # 5 F New York, NY 10024

(Address)

Nadereh Nouhi

(Type or print name of incorporator)

X

Nadereh Nouhi
(Signature)

221 West 82nd Street, Apt. # 5 F New York, NY 10024

(Address)

Alexander Duggan

(Type or print name of incorporator)

X

Alexander Duggan
(Signature)

157-14 108th Avenue Jamaica, NY 11433

(Address)

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OF

Keloid Research Foundation

(Insert Corporation Name)

Under Section 402 of the Not-for-Profit Corporation Law

Filed by: Michael H. Tirgan, MD

(Name)

221 West 82nd Street, Apt. # 5 F

(Mailing address)

New York, NY 10024

(City, State and Zip code)

NOTE: This sample form is provided by the New York State Department of State Division of Corporations for filing a certificate of incorporation. This form is designed to satisfy the minimum filing requirements pursuant to the Not-for-Profit Corporation Law. The Division will accept any other form which complies with the applicable statutory provisions. The Division recommends that this legal document be prepared under the guidance of an attorney. The Division does not provide legal, accounting or tax advice. This certificate must be submitted with a \$75 filing fee made payable to the "Department of State."

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