

STATE OF DELAWARE
CERTIFICATE OF INCORPORATION
A NON-STOCK CORPORATION

The undersigned incorporator, in order to form a non-profit corporation under the Corporation Laws of the state of Delaware, adopts the following Certificate of Incorporation:

FIRST: The name of the Corporation is The Barth Syndrome Foundation, Inc. (the "Corporation").

SECOND: The registered office of the Corporation in the State of Delaware is to be located at Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The registered agent in charge thereof is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act of activity for which corporations may be organized under the General Corporation Law of Delaware. This Corporation shall be a non-profit corporation.

The specific purposes for which The Barth Syndrome Foundation, Inc. is formed are: 1) to promote awareness of Barth Syndrome; 2) to assist in the support of families with children suffering from Barth Syndrome; 3) to assist in the support of research centers and organizations addressing the causes, diagnosis, treatment and cure of Barth Syndrome; and 4) such other charitable, scientific and educational purposes within the meaning of Section 501(c) (3) of the Code as may be determined by the Board of Directors of the Corporation.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, may invest and reinvest the same, and may apply the income and principal thereof, as the board of directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable, scientific and educational purposes, and may engage in any lawful act or activity for which corporations may be organized under the laws of the State of Delaware.

In furtherance of its corporate purposes, the Corporation shall have all of the general powers enumerated in the Corporation Laws of the State of Delaware, as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

FOURTH: The Corporation shall not have any capital stock, and the conditions of membership shall be stated in the Corporation's By-Laws.

FIFTH: The name and address of the incorporator is as follows:

Name	Mailing Address
Lydie Pierre-Louis	c/o Akin, Gump, Strauss, Hauer and Feld 590 Madison Avenue New York, NY 10022

The powers of the incorporator shall terminate upon the filing of the Certificate of Incorporation.

SIXTH: The period of duration of the Corporation is perpetual.

SEVENTH: The number of initial directors of the Corporation is 5. They shall serve as initial directors until the first annual meeting of the Corporation or until their successors are elected and qualify. Their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
1. Valerie Michelle Bowen	Florida
2. Anna Maria Dunn	New Hampshire
3. Katherine R. McCurdy	New York
4. Stephen B. McCurdy	New York
5. Susan V. Wilkins	Nebraska

EIGHTH: No part of the net earnings 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, and payments and distributions may be made in furtherance of the purposes set forth in this Certificate), and no member, trustee, 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.

NINTH: No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code), and the corporation shall not participate in or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to, any candidate for public office.

TENTH: Notwithstanding any other provision of this Certificate, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 or (2) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

ELEVENTH: Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal income tax code, or shall be distributed to the federal government, or to state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located exclusively for such purposes or to such organization or organizations, as said Court shall determine in furtherance of the specific purposes for which the Corporation is formed.

TWELFTH: In any taxable year in which the Corporation is a private foundation as defined in Section 509 (a) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, the Corporation shall:

- (1) distribute its income for each such taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal revenue law;
- (2) not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law;
- (3) not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law;
- (4) not make any investments in such manner as to subject it to Section 4944 of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law;
- (5) not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

THIRTEENTH: To the fullest extent permitted by the Corporation Laws of the State of Delaware as now in effect or as may hereafter be amended, and subject to the limitations, if any, set forth therein, no officer or director of the Corporation shall be personally liable for damages in any proceeding brought by or in the right of the Corporation, or brought by or on behalf of the members of the Corporation, or in connection with any claim, action, suit, or proceeding to which he or she may be or is made a party by reason, of being or having been an officer or director of the Corporation, provided, however, that such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in Section 501 (c) (3) of the Code.

FOURTEENTH: A. Except as provided in this Certificate, the Corporation shall (if such action is authorized in accordance with the Corporation Laws of the State of Delaware) indemnify any director, any former director, any officer, any former officer, and any person who while a director of the Corporation may have served at its request as a director, officer, agent or employee of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not for profit, and may by resolution of the board of directors, indemnify any employee or agent of the Corporation, against any and all expenses and liabilities actually and necessarily incurred by him or imposed on him in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he may be or is made a party by reason of being or having been such director, officer, employee or agent; subject to the limitation, however, that there shall be no indemnification in relation to matters unless such person: (1) conducted himself in good faith; (2) believed (X) in the case of conduct in his official capacity with the Corporation, that his conduct was in the best interest of the Corporation, and (Y) in all other cases that his conduct was at least not opposed to the best interests of the Corporation; or (3) in the case of any criminal proceeding, he had no reasonable cause to believe that his conduct was unlawful. Further, there shall be no indemnification in connection with: (1) a proceeding by or in the right of the corporation in which the director, officer, agent or employee was judged liable to the Corporation, or (2) any other proceeding charging improper personal benefit to him, whether or not involving action in his official capacity, in which he was adjudged liable on the basis that personal benefit was received by him.

B. Notwithstanding paragraph A, above and except as otherwise provided in this Certificate, the Corporation shall indemnify a director or officer who entirely prevails in the defense of any proceeding to which he was a party because he is or was a director or officer of the Corporation, for reasonable expenses incurred by him in connection with the proceeding.

C. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, employee or agent. The Corporation may pay for or reimburse the reasonable expenses in advance of final disposition of the proceeding provided that such advancement complies with the Corporation Laws of the State of Delaware.

D. The provisions of this Certificate shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions occurring before or after adoption hereof.

E. The indemnification and advancement of expenses provided by this Certificate shall not be deemed exclusive of any other rights to which such director, officer, agent or employee may be entitled under any statute, by-law, agreement, vote of the directors, or otherwise, and shall not restrict the power of the Corporation to make any indemnification permitted by law

F. The indemnification and advancement of expenses provided by this Certificate shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, agent or employee and shall inure to the benefit of the heirs, executors, and administrators of such person.

G. The board of directors may authorize the purchase of insurance on behalf of any person who is or was a director, officer, agent or employee of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, agent, or employee of another foreign or domestic corporation, partnership, joint venture, trust employee benefit plan, or other enterprise against any liability asserted against or incurred by him in any such capacity, or which arises out of such person's status as a director, officer, agent or employee whether or not the Corporation would have the power to indemnify such person against that liability under law.

H. In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Code, as now in effect or as may hereafter be amended. Further, if at any time the Corporation is deemed to be a private foundation within the meaning of Section 509 of the Code then, during such time, no payment shall be made under this Certificate if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in Section 4941 (d) or 4945 (d), respectively, of the Code. Moreover, the Corporation shall not indemnify, reimburse, or insure any person in any instance where such indemnification, reimbursement, or insurance is inconsistent with any provision of the Code applicable to corporations described in Section 501 (c) (3) of the Code.

I. If any part of this Certificate shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

FIFTEENTH: The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate, in the manner now or hereafter prescribed by statute or in the By-laws, and all rights conferred upon members herein are granted subject to this reservation.

IN WITNESS WHEREOF, I the undersigned incorporator, for the purpose of forming a corporation under laws of the State of Delaware, do make, file and record this Certificate and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 30th day of August, 2000.

BY: s/ Lydie-Pierre Louise
Incorporator

NAME: Lydie Pierre-Louis