

DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, PAUL M. HOLZEM, Administrator, Division of Corporate and Consumer Services, do hereby certify that the annexed copy has been compared by me with the record on file in the Corporation Section of the Division of Corporate & Consumer Services of this department and that the same is a true copy thereof and the whole of such record; and that I am the legal custodian of said record, and that this certification is in due form.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department.

Paul M. Holzem

PAUL M. HOLZEM, Administrator
Division of Corporate and Consumer Services
Department of Financial Institutions

BY: *Paul M. Holzem*

DATE: JUL 26 2012

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

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NONSTOCK ARTICLES OF INCORPORATION
OF
HEMOPHILIA RESEARCH SOCIETY OF NORTH AMERICA, INC

Executed by the undersigned for the purpose of forming a Wisconsin corporation under Chapter 181 of the Wisconsin Statutes, WITHOUT STOCK AND NOT FOR PROFIT.

Article 1.

The name of the corporation is the HEMOPHILIA RESEARCH SOCIETY OF NORTH AMERICA, INC.

Article 2.

The period of existence shall be perpetual.

Article 3.

The corporation is organized and shall be operated exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article 4.

The principal office is located in Milwaukee County, Wisconsin. The mailing address of the principal office is Hemophilia Research Society of North America, Inc., Blood Center Research Institute, P.O. Box 2178, Milwaukee, Wisconsin 53201-2178.

Article 5.

The affairs of the corporation shall be managed by a Board of Directors. The number of directors shall be fixed by By-Law but shall not be less than three:

Article 6.

The names and addresses of the initial directors of the Board of Directors are as follows:

- 1. Robert R. Montgomery, M.D.
Blood Research Institute
8727 Watertown Plank Road
Wauwatosa, WI 53226
- 2. W. Keith Hoots, M.D.
Gulf States Hemophilia Center
Hermann Professional Building
6410 Fanin Street, Suite 416
Houston, TX 77030

Robert R. Montgomery
W. Keith Hoots

APR 19 12:00PM
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SECRETARY OF STATE
STATE OF WISCONSIN
APR 25 11 00 AM '88

3. Craig Kessler, M.D.
George Washington University
Medical Center
2150 Pennsylvania Avenue, NW,
Suite 3-428
Washington, D.C. 20037

Craig Kessler

4. Margaret V. Ragni, M.D.
Hemophilia Center of W. Pennsylvania
812 Fifth Avenue
Pittsburgh, PA 15219

Margaret V. Ragni

5. Joan Cox Gill, M.D.
Great Lakes Hemophilia Foundation
8739 Watertown Plank Road
Nauwatosa, WI 53226

Joan C. Gill

6. Joseph E. Addiego, Jr., M.D.
Children's Hospital Oakland
Department of Hematology/Oncology
747 Fifty-Second Street
Oakland CA 94609

Joseph E. Addiego

7. Doreen B. Brettler, M.D.
New England Hemophihlia Center
Medical Center Central Massachusetts
119 Belmont Street
Worcester, MA 01605

Doreen Brettler

8. Carol K. Kasper, M.D.
Hemophihlia Treatment Center
Orthopaedic Hospital of Los Angeles
2400 South Flower Street
Los Angeles, CA 90007

Carol K. Kasper

9. Cynthia Leissingar, M.D.
Tulane University Medical Center
Hematology Section
1430 Tulane Avenue
New Orleans, LA 70112

Cynthia Leissingar

10. Frederick R. Rickles, M.D.
Centers for Disease Control
1600 Clifton Road MS-D02
Atlanta, GA 30333

Frederick R. Rickles

11. Victor Stanley Blanchette, M.D.
Hospital Sick Children
555 University Avenue
Toronto, Ontario
M5G1X8
Canada

Victor S. Blanchette

Article 7.

Membership provisions will be set forth in the By-Laws.

Article 8.

These articles may be amended in a manner authorized by law and within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code at the time of amendment.

Article 9.

The corporation shall have all powers conferred upon nonstock, nonprofit corporations organized under Chapter 181 of the Wisconsin Statutes, as now enacted or hereafter amended, except that (1) the corporation shall neither have nor exercise, any power which would prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501(c)(3) of the Internal Revenue Code, as now enacted or hereafter amended, or cause it to lose such exempt status; (2) the corporation shall not be operated for the purpose of carrying on a trade or business for profit, no dividends shall be paid; 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, provided, however, that nothing herein shall be construed as preventing any director or officer from receiving reasonable compensation for his or her services to or reimbursement of expenses on behalf of the corporation. 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, 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.

Article 10.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) in the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article 11.

The name and mailing address of the initial registered agent is Robert R. Montgomery, M.D., Blood Research Institute, P.O. Box 2178, Milwaukee, WI 53201-2178. The location of his office is 8727 Watertown Plank Road, Milwaukee, WI 53226.

Article 12.

The name and address of incorporator is:

NAME	ADDRESS
Robert R. Montgomery, M.D.	Blood Research Institute 8727 Watertown Plank Road P.O. Box 2178 Milwaukee, WI 53201-2178

Executed in duplicate on the 5th day of April, 1994

Robert R. Montgomery
Incorporator

STATE OF WISCONSIN

County of Milwaukee ss.

Personally came before me this 5th day of April A.D., 1994
the aforementioned incorporator Robert R. Montgomery, M.D. to me known to be the
person who executed the foregoing instrument, and acknowledged the same.

My commission
expires

Maryann Hill
Notary Public Signature

[NOTARIAL SEAL]

This document was drafted by: Joan Cox Gill, M.D.

ARTICLES OF
INCORPORATION

CHAPTER 181
NONSTOCK

\$35.00 KC

- MILWAUKEE -

STATE OF WISCONSIN
FILED
APR 27 1994
DOUGLAS LA FOLLETTE
SECRETARY OF STATE

WI SEC
OF STATE
CREDIT



By: Joan C. Hill MD
Great Orages Hemophilia Foundation
PO Box 13127
Wauwatosa WI 53213-0127

RECEIVED - DEPT OF FINANCIAL INSTITUTIONS STATE OF WISCONSIN
Sec. 181.1002 Wis. Stats.

State of Wisconsin
Department of Financial Institutions
Division of Corporate and Consumer Services



2003 DEC 10 AM 9:20

ARTICLES OF AMENDMENT – NONSTOCK CORPORATION

A. The present corporate name (prior to any change effected by this amendment) is:

Hemophilia Research Society of North America, Inc.

Text of Amendment (Refer to the existing articles of incorporation and the instructions on the reverse of this form. Determine those items to be changed and set forth the number identifying the paragraph being changed and how the amended paragraph is to read.)

RESOLVED, THAT the articles of incorporation be amended as follows:

ARTICLE 1. Section 1. Name: The name of the Corporation shall be the Hemophilia and Thrombosis Research Society, Inc.

[Handwritten initials]

DEC 10 2003 09:39 AM
F. A
221583 DCORP25

\$25.00

B. Amendment(s) adopted on July 8, 2003

(Indicate the method of adoption by checking (X) the appropriate choice below.)

- In accordance with sec. 181.1002, Wis. Stats. (By the Board of Directors)
- OR
- In accordance with sec. 181.1003, Wis. Stats. (By Members)
- OR
- In accordance with sec. 181.1004, Wis. Stats. (By Members voting by Class)

C. Approval by 3rd Person (Contingency Statement)

Written approval for amending the articles of incorporation was obtained from the person whose approval is required by a provision of the articles of incorporation authorized under sec. 181.1030.

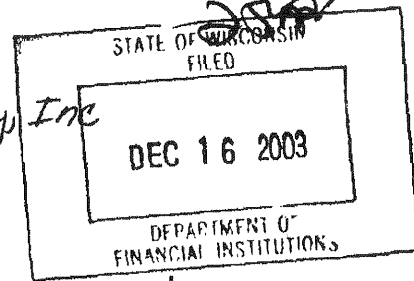
D. Executed on July 8, 2003 Joan C. Gill, M.D.
(Date) (Signature)

Title: President Secretary
or other officer title Treasurer Joan C. Gill, M.D.
(Printed name)

This document was drafted by Joan C. Gill, M.D.
(Name the individual who drafted the document)

ARTICLES OF AMENDMENT (Ch. 181, Nonstock)

Joan C. Gill, M.D.
Hemophilia and Thrombosis Research Society, Inc
c/o CCBD, The Blood Center
PO Box 2178
Milwaukee, WI 53201-2178



▲ Your return address and phone number during the day: (414) 257-2424
name ch
INSTRUCTIONS (Ref. sec. 181.1005 Wis. Stats. for document content)

Submit one original and one exact copy to Dept. of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a **FILING FEE of \$25.00**, payable to the department. Filing fee is **non-refundable**. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave., 3rd Floor, Madison WI, 53703). The original must include an original manual signature, per sec. 181.0120(2), Wis. Stats. **NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 608-266-8818 for TDY.

- A. Enter the name of the corporation (before any change effected by this amendment) and the text of the amendment(s). The text should recite the resolution adopted (e.g., "Resolved, that Article 1 of the articles of incorporation be amended to read: (set forth the amended article).
- B. Enter the date of adoption of the amendment(s). If there is more than one amendment, identify the date of adoption of each. Mark (X) one of the three choices to indicate the method of adoption of the amendment(s).

By Board of Directors – Refer to sec. 181.1002 for specific information on the character of amendments that may be adopted by the Board of Directors without the approval of members with voting rights.

By Members – Adoption by members requires 2/3rd of votes cast or a majority of the voting power, whichever is less, except as conditioned by the articles of incorporation, bylaws, ss. 181.1002(1), 181.1030 or other provisions of Ch. 181, Wis. Stats.

By Members thru Class Voting – Refer to sec. 181.1004 for specific information on class voting by members.

Approval by Other Person – Amendment of the articles of incorporation may require the approval of a person other than the board or members, if so specified in the articles of incorporation under sec. 181.1030.

- C. Enter the date of execution and the name and title of the person signing the document. The document must be signed by one of the following: An **officer** of the corporation (or incorporator if directors have not been elected), or a court-appointed receiver, trustee or fiduciary. A director is **not** empowered to sign.
- D. If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.

Sec. 181.1002, Wis. Stats. DEPT OF FINANCIAL INSTITUTIONS STATE OF WISCONSIN

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State of Wisconsin Department of Financial Institutions Division of Corporate and Consumer Services



ARTICLES OF AMENDMENT - NONSTOCK CORPORATION

A. The present corporate name (prior to any change effected by this amendment) is:

Hemophilia and Thrombosis Research Society, Inc. (Enter Corporate Name)

Text of Amendment (Refer to the existing articles of incorporation and the instructions on the reverse of this form. Determine those items to be changed and set forth the number identifying the paragraph being changed and how the amended paragraph is to read.)

RESOLVED, THAT the articles of incorporation be amended as follows:

OK JA ✓ 1048760

Article I. Section 1. Name: The name of the corporation shall be the Hemostasis and Thrombosis Research Society, Inc.

B. Amendment(s) adopted on July 26, 2010

(Indicate the method of adoption by checking (X) the appropriate choice below.)

- OR [] In accordance with sec. 181.1002, Wis. Stats. (By the Board of Directors)
OR [X] In accordance with sec. 181.1003, Wis. Stats. (By Members)
OR [] In accordance with sec. 181.1004, Wis. Stats. (By Members voting by Class)

C. Approval by 3rd Person (Contingency Statement)

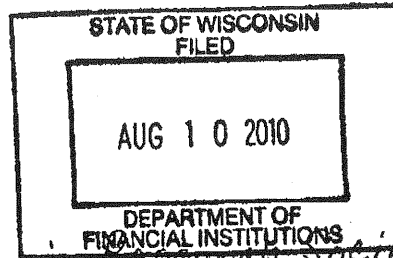
[] Written approval for amending the articles of incorporation was obtained from the person whose approval is required by a provision of the articles of incorporation authorized under sec. 181.1030.

D. Executed on July 26, 2010 (Date) Joan C. Gill, MD (Signature)

Title: [] President [] Secretary or other officer title Treasurer Joan C. Gill, MD (Printed name)

This document was drafted by Joan C. Gill, MD (Name the individual who drafted the document)

FILING FEE - \$25.00 See instructions, suggestions and procedures on following page DFI/CCS/104(R02/10/04)



25.8

ARTICLES OF AMENDMENT (Ch. 181, Nonstock)

Joan C. Gill, MD
Hemophilia and Thrombosis Research Society, Inc.
CCBD, BloodCenter of Wisconsin
Po Box 2178
Milwaukee, WI 53201-2178

Your return address and phone number during the day: (414) 257-2424

Name Chg

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By Members thru Class Voting – Refer to sec. 181.1004 for specific information on class voting by members.

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