

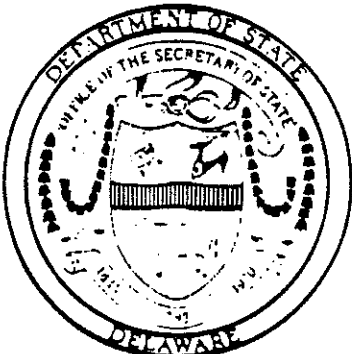
State of Delaware



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF AMERICAN SUICIDE ASSOCIATION FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF JANUARY, A.D. 1987, AT 9 O'CLOCK A.M.

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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 11090145

DATE: 01/22/1987

CERTIFICATE OF INCORPORATION

OF

AMERICAN SUICIDE ASSOCIATION

The undersigned, a natural person, for the purpose of organizing a corporation not for profit and without authority to issue capital stock under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "General Corporation Law of the State of Delaware"), hereby certifies that:

FIRST: The name of the corporation (hereinafter called the "corporation") is AMERICAN SUICIDE ASSOCIATION.

SECOND: The address, including street, number, city, and county, of the registered office of the corporation in the State of Delaware is 229 South State Street, City of Dover, County of Kent, Delaware 19901; and the name of the registered agent of the corporation in the State of Delaware at such address is The Prentice-Hall Corporation System, Inc.

THIRD: The nature of the purposes to be conducted by the corporation is as follows:

The corporation is hereby organized exclusively for one or more charitable, religious, educational, and scientific purposes, including, for any such purpose or purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

The corporation shall have the authority to exercise all of the powers conferred upon corporations organized not for profit and without authority to issue capital stock under the provisions of the General Corporation Law of the State of Delaware, provided, that the exercise of any such powers shall be in furtherance of any one or more of the aforesaid exempt purposes of the corporation.

FOURTH: The corporation is not to have authority to issue capital stock.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, 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 any candidate for public office. Notwithstanding any other provision of this Certificate of Incorporation, 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).

The corporation shall distribute its income for each 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 corresponding provisions of any subsequent Federal tax laws); shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Federal tax laws); shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Federal tax laws); shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Federal tax laws); and shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Federal tax laws).

Upon the dissolution, final liquidation, or winding up of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for the same or similar charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations

under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

FIFTH: The name and the mailing address of the incorporator are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Edward P. Brennan	54 Riverside Drive New York, New York 10024

SIXTH: The duration of the corporation is to be perpetual.

SEVENTH: The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

EIGHTH: For the management of the business and for the conduct of the affairs of the corporation, and for the creation, definition, limitation, and regulation of the powers of the corporation and of its governing body and the member or members thereof, as the case may be, it is hereby provided:

1. After the original or other Bylaws of the corporation have been adopted, amended, or repealed, as the case may be, by the incorporator, the power to adopt, amend, or repeal the Bylaws of the corporation may be exercised by the Board of Directors of the corporation.

2. The activities and affairs of the corporation shall be managed by or under the direction of its governing body, which in this Certificate of Incorporation is referred to as a Board of Directors, although said Board may consist of only one member, and although the member or members of said governing body may be designated as a trustee or trustees, manager or managers, a governor or governors, or otherwise under any provision of the Bylaws.

3. The number of directors constituting the initial whole Board of Directors shall be the number fixed in the original or initial Bylaws. Thereafter, the number of directors constituting the whole Board shall be fixed from time to time in the manner prescribed in the Bylaws. The phrase "whole Board" shall be deemed to mean the total number of directors which the corporation would have if there were no vacancy or vacancies.

4. A director shall have such qualifications as may be prescribed in the Bylaws. The founding Board of Directors shall be elected by the incorporator. Thereafter, each successive Board of Directors shall be elected by the members of the corporation; provided that, in the interim between annual or special elections by such members, the directors in office, though less than a quorum, may fill any newly created directorship and any vacancy, including a vacancy which results from the removal of any director or directors by such members, but which is unfilled by such members.

5. Except as may otherwise be provided under the provisions of the General Corporation Law of the State of Delaware, any or all of the directors may be removed for or without cause by action of a majority of the members.

6. Any person who is or was a director, officer, agent, or employee of the corporation or is or was serving, at the request of the corporation, as a director, officer, agent, or employee of another corporation, trust, or enterprise shall be entitled to be indemnified by the corporation upon the same terms, under the same conditions, and to the same extent as though he were a present or past director, officer, agent, or employee of a corporation of any type or kind organized under the General Corporation Law of the State of Delaware; provided that his conduct or action was in furtherance of, or in connection with, the exempt purposes of the corporation.

7. The corporation shall have one class of members. Each member shall be entitled to vote in the election of directors of the corporation, to vote for the adoption, amendment, or repeal of the Bylaws pursuant to the provisions of this Certificate of Incorporation and the provisions of the General Corporation Law of the State of Delaware, and to vote in such other proceedings as the General Corporation Law of the State of Delaware shall confer voting power on members entitled to vote in the election of directors of the corporation. A member shall be entitled to one vote in all proceedings in which a member is entitled as of right to vote under any of the provisions of the General Corporation Law of the State of Delaware and in all proceedings in which a member is entitled to vote under any provisions of this Certificate of Incorporation and of the Bylaws. Except as may be otherwise provided by the General Corporation Law of the State of Delaware, a majority of the members, or the sole member if there be only one, shall constitute a quorum at any meeting of members, and, except in the election of directors, a majority of the votes cast, a quorum being present, shall be the act of said member or members. In the election of directors, at which voting need not be by ballot, a plurality of the votes cast shall elect. The Bylaws shall provide for the conditions of membership in the corporation.

8. Meetings of the members shall be held at such place within or without the State of Delaware as may be designated by or in the manner provided in the Bylaws. Except as the General Corporation Law of the State of Delaware or as this Certificate of Incorporation may otherwise provide, the Bylaws of the corporation shall or may provide, as the case may be, for the record date, time, call, lapse of period of time after notice, actual or constructive notice of meetings of said members or of actual or constructive waiver of notice thereof, the authority to vote, consent, or dissent in person or by proxy representa-

tion and the duration of any proxy, and the conduct of meetings, including provisions for the adjournment thereof.

NINTH: From time to time, and in furtherance of the exempt purposes for which the corporation is being organized, any of the provisions of this Certificate of Incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the members of the corporation by this Certificate of Incorporation are granted subject to the provisions of this Article NINTH.

IN WITNESS WHEREOF, this Certificate of Incorporation has been signed by the incorporator this 10th day of January, 1987.



Edward P. Brennan
54 Riverside Drive
New York, New York 10024

STATE OF New York)
) SS.:
COUNTY OF New York)

BE IT REMEMBERED that on January 16, 1987, before me, a Notary Public duly authorized by law to take acknowledgement of deeds, personally came Edward P. Brennan, the incorporator who duly executed the foregoing Certificate of Incorporation before me and acknowledged the same to be his act and deed, and that the facts therein stated are true.

GIVEN under my hand January 16, 1987.

Kenneth F. Seplow
Notary Public

KENNETH F. SEPLOW
Notary Public, State of New York
No. 31-8821150
Qualified in New York County
Commission Expires Nov. 30, 1988

[Seal]