

CERTIFICATE OF INCORPORATION

U N I

OF

MEDECINS SANS FRONTIERES U.S.A., INC.

UNDER SECTION 402 OF THE NOT-FOR-PROFIT CORPORATION LAW

426

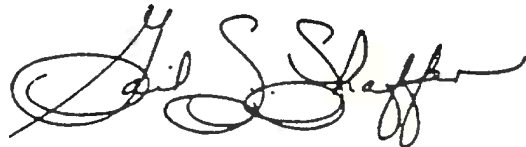
The undersigned, desiring to form a not-for-profit

State of New York }
Department of State } ss.:

67998

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on SEP 17 1987.



Secretary of State



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MEDECINS SANS FRONTIERES U.S.A., INC.

UNDER SECTION 402 OF THE NOT-FOR-PROFIT
CORPORATION LAW

542426
The undersigned, desiring to form a not-for-profit corporation under Section 402 of the Not-for-Profit Corporation Law of the State of New York (the "Not-for-Profit Corporation Law"), does hereby certify and state as follows:

1. The name of the proposed Corporation is MEDECINS SANS FRONTIERES U.S.A., INC. (the "Corporation").

2. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law in that it is not formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Corporation is distributable to, or enures to the benefit of, its members, directors or officers or any private person except to the extent permissible under the Not-for-Profit Corporation Law.

3. The Corporation is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.



4. The purposes for which the Corporation is to be formed are:

a) bringing together without discrimination or exclusion all doctors and medical personnel who volunteer to come to the aid of populations in distress as a result of natural disasters, collective calamities, or situations of belligerence;

b) mobilizing all human and natural means available to bring said populations relief as soon as possible with appropriate efficiency, skill and commitment;

c) seeking out all available national and international assistance to allow its members to carry out their assignments in all parts of the world where they may be called to serve.

5. To accomplish the foregoing purposes, the Corporation shall have the following powers:

To solicit and receive from any lawful source, private or public, including without limitation any agency of government, federal, state or local, financial assistance, contributions, grants, donations, bequest and devises of any money or property of any kind or value.

To exercise such powers which now or may hereafter be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the

purposes of the Corporation, subject to such limitations as are or may be prescribed by law; provided, however, that the Corporation may not do any act which would cause the Corporation to lose its tax-exempt status.

6. The Corporation shall not attempt to influence legislation by propaganda or otherwise, or to participate in or intervene in any political campaign on behalf of any candidate for public office, or carry on any other activity not permitted to be carried on by a corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code as now in effect or hereafter amended or a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code as now in effect or hereafter amended.

7. Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in Not-for-Profit Corporation Law, Section 404(b) - (u).

The Corporation shall not do any act which would require the approval, consent or other authorization of any department of the State of New York.

8. In the event of dissolution of the Corporation, no member shall be entitled to any distribution or division of its remaining money or property, or proceeds thereof, and

the remaining money and property received by the Corporation from any source, including its operations of the Corporation after payment of all debts and obligations of the Corporation shall be distributed in furtherance of the charitable purposes set forth in paragraph 2 to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code, subject to an order of a Justice of the Supreme Court of the State of New York.

9. Nothing herein contained shall authorize this Corporation to undertake or carry out any of the activities mentioned in Article 28 of the Public Health Law of the State of New York, or to otherwise practice medicine in the State of New York.

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

11. The Secretary of State of the State of New York is hereby designated the agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him as agent of the Corporation is: c/o Gadsby & Hannah, 437 Madison Avenue, New York, New York 10022.

12. The names and addresses of the initial directors

of the Corporation until the first annual meeting are:

Names	Addresses
Dr. Francis Charhon	7, Rue Mirabeau 75016 Paris, France
Dr. Rony Brauman	10, Rue des Artistes 75014 Paris, France
Dr. Guillaume Charpentier	12, Rue Poussin 75016 Paris, France

13. The membership of the Corporation shall be composed exclusively of doctors.

14. In the event that in any year the Corporation shall be a "private foundation", as such term is defined in Section 509 of the Internal Revenue Code of 1954, as amended,

A. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of said Code, and

B. The Corporation shall not:

a. engage in any act of self-dealing as defined in Section 4941(d) of the Code;

b. retain any excess business holding as defined in Section 4943(c) of the Code;

c. make any investments in such manner as to

subject the corporation to tax under Section 4944 of the Code; or

d. make any taxable expenditures as defined in Section 4945(d) of the Code.

15. Each of the subscribers is of the age of eighteen years or over.

IN WITNESS WHEREOF, this certificate has been signed by the subscriber this *14* day of *August*, 1987. and affirm that the facts set forth herein are true under the penalties of perjury.



Thomas G. Amon
Incorporator
437 Madison Avenue
New York, New York 10022

The English translation of the name MEDECINS SANS FRONTIERES
U.S.A., INC. is "DOCTORS WITHOUT BORDERS U.S.A., INC."

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I, **THOMAS J. HUGHES**, Justice of the Supreme Court of the State of New York, First Judicial District, do hereby approve the foregoing Certificate of Incorporation of Medecins Sans Frontieres U.S.A., Inc., and consent that the same be filed.

Dated: **SEPT. 2**, 1987

Supreme Court, New York County

Thomas J. Hughes

JUSTICE OF THE SUPREME COURT
OF THE STATE OF NEW YORK

THOMAS J. HUGHES

New York, New York

Robert Adams

I HEREBY MAKE NO OBJECTION
TO THE GRANTING OF JUDICIAL
APPOINTMENT AND WAIVES
STATUTORY NOTICE.

ROBERT ADAMS, ATTORNEY GEN.
STATE OF NEW YORK

Robert Adams
Attorney General
State of New York

hdc/84/certifme

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UNDERSECTION 402 OF THE NOT-
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GADSBY & HANNAH
437 MADISON AVENUE
NEW YORK, NEW YORK 10022
(212) 759-9030

ATTORNEYS FOR



FILED
SEP 9 8 01 AM '87

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED SEP 9 - 1987

AMT. OF CHECK \$ 60
FILING FEE \$ 50
TAX \$ _____
COUNTY FEE \$ _____
COPY \$ _____
CERT \$ _____
REFUND \$ _____
SPEC HANDLE \$ CP

BY: PTN
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(Handwritten scribble)

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