

FILING RECEIPT

ENTITY NAME: THE AMERICAN SOCIETY OF CLINICAL ONCOLOGY, INC.

DOCUMENT TYPE: AMENDMENT (DOMESTIC NFP)

COUNTY: ALBA

COUNTY PURPOSES PROCESS PROVISIONS RESTATED

FILED:07/11/2008 DURATION:***** CASH#:080711000136 FILM #:080711000126

FILER:

ROPES & GRAY LLP
ONE INTERNATIONAL PLACE

BOSTON, MA 02110-2624

ADDRESS FOR PROCESS:

THE CORPORATION
1900 DUKE STREET SUITE 200
ALEXANDRIA, VA 22314

REGISTERED AGENT:



SERVICE COMPANY: CORPORATION SERVICE COMPANY - 45

SERVICE CODE: 45

FEES	90.00
FILING	30.00
TAX	0.00
CERT	0.00
COPIES	10.00
HANDLING	50.00

PAYMENTS	90.00
CASH	0.00
CHECK	0.00
CHARGE	0.00
DRAWDOWN	90.00
OPAL	0.00
REFUND	0.00

642797JBA

DOS-1025 (04/2007)

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
July 11, 2008.

A handwritten signature in cursive script that reads "Paul LaPointe".

Paul LaPointe
Special Deputy Secretary of State

CSC 45

RESTATED CERTIFICATE OF INCORPORATION

OF

THE AMERICAN SOCIETY OF CLINICAL ONCOLOGY, INC.

Under Section 805 of the Not-for-Profit Corporation Law

THE UNDERSIGNED, for the purpose of restating the Certificate of Incorporation under the Not-for-Profit Corporation Law of the State of New York, hereby certifies that the Certificate of Incorporation is amended and restated in its entirety, as follows:

FIRST: The name of the corporation is The American Society of Clinical Oncology, Inc.

SECOND: The date of filing of the Certificate of Incorporation by the Department of State is April 16, 1965.

THIRD: The law the corporation was formed under is section 12 of the Membership Corporations Law.

FOURTH: The certificate of incorporation of the corporation is hereby amended to effect the following amendments or changes authorized by the Not-for-Profit Corporation Law:

(a) Paragraph I of the certificate of incorporation relating to the name of the corporation is amended to designate the text as Article FIRST of the certificate and to change the name of the corporation to American Society of Clinical Oncology, Inc.

(b) Paragraph II of the certificate of incorporation relating to the purposes of the corporation is amended to designate the text as Article SECOND of the certificate and to add text stating that the corporation shall be operated for charitable, scientific and educational purposes within the meaning of the Internal Revenue Code; to add to the stated purposes for which the

corporation was formed the purpose of facilitating cancer research and the delivery of cancer care; to add text stating that the corporation shall not organize, operate or conduct an institution of the kind referred to by Not-for-Profit Corporation Law § 404(a) through (c) and (e) through (w) and shall not carry on any activity which would prevent the corporation from receiving exemption from federal income tax; to add text which states that the corporation has the power to receive property, and to use the income from such property as well as the principal thereof, for charitable, scientific, or educational purposes, and which states that the corporation has the power to engage in any lawful act or activity for which corporations may be organized under the Not-for-Profit Corporation Law; and to add text stating that the corporation possesses all general powers enumerated in Not-for-Profit Corporation Law § 202.

(c) Paragraph III of the certificate of incorporation relating to the territory in which the operations of the corporation are principally to be conducted is deleted in its entirety. The designation of the Secretary of State as agent for service of process, originally added to the certificate of incorporation by the filing of a Certificate of Type of Not-for-Profit Corporation but without specifying a numbered paragraph within the certificate of incorporation, is hereby designated Article THIRD of the certificate of incorporation and amended to set forth the address to which the Secretary shall mail a copy of any process against the corporation served upon the Secretary.

(d) Paragraph IV of the certificate of incorporation relating to the address of the principal office of the corporation is deleted in its entirety and a new Article FOURTH is added in lieu thereof to set forth the county in New York where the office of the corporation is to be located.

(e) Paragraph V of the certificate of incorporation relating to the number and designation of directors is deleted in its entirety and a new Article FIFTH is added in lieu thereof to set forth the classification type and the duration of the corporation.

(f) Paragraph VI of the certificate of incorporation relating to the names and addresses of the initial directors is deleted in its entirety and a new Article SIXTH is added in lieu thereof to

provide for members of the corporation and to provide for the rights and designation of such members in the corporation's bylaws.

(g) Paragraph VII of the certificate of incorporation relating to meetings of the directors is deleted in its entirety and a new Article SEVENTH is added in lieu thereof to provide that the earnings of the corporation shall not benefit or be distributed to members, directors, trustees, officers or private persons except in reasonable compensation for services rendered or in furtherance of the corporate purposes and to provide that the activities of the corporation shall not include carrying on propaganda, influencing legislation or participating in political campaigns.

(h) Paragraph VIII of the certificate of incorporation relating to residency and maturity of subscribers is deleted in its entirety and a new Article EIGHTH is added in lieu thereof to provide for the dissolution of the corporation.

FIFTH: The certificate of incorporation of the corporation is hereby restated in its entirety to read as follows: ✓

CERTIFICATE OF INCORPORATION

OF

AMERICAN SOCIETY OF CLINICAL ONCOLOGY, INC.

FIRST: The name of the Corporation is American Society of Clinical Oncology, Inc.

SECOND: The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986 as now in effect or as may hereafter be amended (the "Code"). The purposes for which the Corporation is formed are as follows:

- a) to promote and foster the exchange and diffusion of information and ideas relating to human neoplastic diseases, including the biology, prevention, diagnosis, staging, treatment, and psychosocial impact of cancer and cancer survivorship;
- b) to further the training of all persons in cancer research and in the total care of patients with neoplastic diseases;
- c) to encourage optimal communication among the various specialties concerned with neoplastic disease; and
- d) to facilitate cancer research and the delivery of cancer care.

Notwithstanding the foregoing, the Corporation shall not organize, operate or conduct an institution of the kind referred to in Not-For-Profit Corporation Law §§ 404(a) through (c) and (e) through (w); and the Corporation shall not directly or indirectly carry on any activity which would prevent it from retaining exemption from federal income taxation under § 501(c)(3) of the Code.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and 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 or educational purposes, and engage in any lawful act or activity for which corporations may be organized under the Not-For-Profit Corporation Law.

In furtherance of its corporate purposes, the Corporation shall have all of the general powers enumerated in § 202 of the Not-For-Profit Corporation Law, as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

THIRD: The Corporation hereby designates the Secretary of State of the State of New York as agent of the Corporation upon whom process against it may be served. The post office

address within or without the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation which is served upon him is:

1900 Duke Street, Suite 200
Alexandria, VA 22314

FOURTH: The office of the Corporation within the State of New York is to be located in the County of Albany.

FIFTH: The Corporation is a corporation as defined in Section 102(a)(5) of the Not-for-Profit Corporation Law. The Corporation shall be a Type B corporation under § 201 of the Not-for-Profit Corporation Law. The duration of the Corporation shall be perpetual.

SIXTH: The Corporation shall have members. The rights and designation of members shall be set forth in the Corporation's Bylaws. The directors need not be members of the Corporation unless so required by the Bylaws.

SEVENTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director, trustee or officer of the Corporation, or any private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

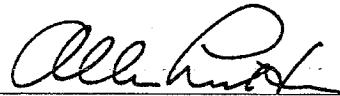
No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.

EIGHTH: In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for the necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Code. In the event of voluntary dissolution, such

organization or organizations shall be selected in the discretion of the directors, subject to approval of the plan of dissolution and distribution of assets upon an order of a Justice of the Supreme Court of the State of New York.

SIXTH: This Restatement of the Certificate of Incorporation was authorized at a meeting of the members held on June 4, 2007, by a vote of a majority of the members who are entitled to cast votes, in accordance with section 802(a)(1) of the Not-for-Profit Corporation Law.

IN WITNESS WHEREOF the undersigned has subscribed this certificate this 28 day of April, 2008 and affirmed under penalties of perjury that the statements made herein are true.



By: Allen S. Lichter, MD

Title: CEO and Executive Vice President

APPROVAL OF THE ATTORNEY GENERAL

The undersigned has no objection to the granting of Judicial approval hereof and waives statutory notice.

**THE ATTORNEY GENERAL HAS NO OBJECTION
TO THE GRANTING OF JUDICIAL APPROVAL
HEREON, ACKNOWLEDGES RECEIPT OF
STATUTORY NOTICE AND DEMANDS SERVICE
OF THE FILED CERTIFICATE. SAID NO OBJECTION
IS CONDITIONED ON SUBMISSION OF THE
ATTOR TO THE COURT WITHIN 60 DAYS HEREAFTER.**

ANDREW CUOMO
ATTORNEY GENERAL
STATE OF NEW YORK

By:

by *Laura Weiner June 12, 2008*
ASSISTANT ATTORNEY GENERAL DATE

Date: _____, 2008

APPROVAL OF JUSTICE OF THE SUPREME COURT

SHERRY KLEIN HEITLER

I, _____, Justice of the Supreme Court of the
State of New York of the First Judicial District, do hereby approve the foregoing Restated
Certificate of Incorporation of American Society of Clinical Oncology, Inc. and consent that the
same be filed.

Sherry Klein Heitler

Justice of the Supreme Court

JUN 24 2008

Date: _____, 2008

STATE OF NEW YORK
THE STATE EDUCATION DEPARTMENT
Albany, New York

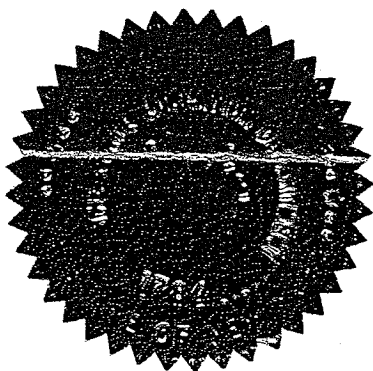
CONSENT TO FILING WITH THE DEPARTMENT OF STATE
(General Use)

Consent is hereby given to the filing by The American Society of Clinical Oncology, Inc., of the annexed restated certificate of incorporation, including a change of name to American Society of Clinical Oncology, Inc., pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law, the Business Corporation Law, the Limited Liability Company Law or any other applicable statute.

This consent is issued solely for purposes of filing the annexed document by the Department of State and shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such entity, nor shall it be construed as giving the officers or agents of such entity the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

This consent is issued with the understanding and upon the condition that, except as authorized by Title VIII of the Education Law, or by other applicable statute, nothing in the restated certificate of incorporation shall be deemed to authorize the corporation to engage in the practice of any profession required to be licensed under Title VIII, engage in the training of any profession required to be licensed under Title VIII, or to use a professional title or term of any profession required to be licensed under Title VIII.

IN WITNESS WHEREOF this instrument is
executed and the seal of the State Education
Department is affixed.



RICHARD P. MILLS
Commissioner of Education

By: Richard L. Nabozny
Richard L. Nabozny

Commissioner's authorized designee

Date 4/25/08

**THIS DOCUMENT IS NOT VALID WITHOUT THE SIGNATURE OF THE
COMMISSIONER'S AUTHORIZED DESIGNEE AND THE OFFICIAL SEAL OF THE
STATE EDUCATION DEPARTMENT.**



STATE OF NEW YORK DEPARTMENT OF HEALTH

Corning Tower The Governor Nelson A. Rockefeller Empire State Plaza Albany, New York 12237

Richard F. Daines, M.D.
Commissioner

Wendy E. Saunders
Chief of Staff

September 3, 2007

Ms. Andrea J. Willis
Ropes & Gray
One International Place
Boston, Ma 02110-2624

Re: Proposed Restated Certificate of Amendment of the Certificate of Incorporation of the
American Society of Clinical Oncology

Dear Ms. Willis:

The proposed restated certificate of amendment to the certificate of incorporation of the above referenced corporation, dated June 8, 2007, does not require the formal approval of the Public Health Council, since, pursuant to Section 804(a)(i) of the Not-for-Profit Corporation Law, the restated certificate neither adds, changes or eliminates a purpose, power or provision the inclusion of which requires the Council's approval, nor does it change the name of the corporation.

Sincerely,

Stanza B. Rettinger
Paralegal II
Bureau of House Counsel

080711000126

RESTATED CERTIFICATE OF INCORPORATION

OF

THE AMERICAN SOCIETY OF CLINICAL ONCOLOGY, INC.

Section 805 of the Not-for-Profit Corporation Law

2008 JUL 11 AM 10:13

FILED

FILED BY:

ROPES & GRAY LLP
One International Place
Boston, MA 02110-2624

Cust. Ref#642797JBA

DRAWDOWN

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUL 11 2008
TAXS _____
Y: 13c
NY to Albany

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2008 JUL 10 PM 3:07

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