

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
November 5, 2012.



A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

121102000274

RESTATED
CERTIFICATE OF INCORPORATION
OF
THE FOOD ALLERGY CORPORATION

Under Section 805 of the Not-for-Profit Corporation Law of the State of New York

FIRST: The name of the corporation is The Food Allergy Corporation (hereinafter referred to as the "Corporation").

SECOND: The Certificate of Incorporation of the Corporation was filed by the Department of State of the State of New York on July 30, 1996 under the name **THE FOOD ALLERGY INITIATIVE, INC.** under Section 402 of the Not-for-Profit Corporation Law of the State of New York

THIRD: The Certificate of Incorporation is hereby amended or changed to effect the following amendments or changes authorized by the Not-for-Profit Corporation Law: (i) to change the name of the Corporation from The Food Allergy Corporation to FARE, Inc. and (ii) to change the address for service of process for the Corporation.

FOURTH: The restatement of the Certificate of Incorporation of the Corporation, herein provided for, was authorized by the consent of a majority of members of the Corporation entitled to vote and then by a majority of the Board of Directors of the Corporation, at a duly noticed and authorized meeting of the Board of Directors of the Corporation.

FIFTH: The text of the Certificate of Incorporation of the Corporation is hereby restated and amended to read in its entirety as follows:

ARTICLE I

The name of the corporation is FARE, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II

(a) The purposes for which the Corporation is formed are exclusively charitable as defined in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, as follows:

- (i) to support the research and study of food allergies for the benefit of the general public;
- (ii) to promote knowledge and understanding of food allergies through various professional enlightenment activities;

(iii) to hold forums and disseminate or otherwise present the results of such research, study and other information regarding food allergies;

(iv) to conduct any and all lawful activities that may be necessary, useful or desirable for the furtherance, accomplishment of attainment of the foregoing purposes, which activities would not endanger its not-for-profit status;

(v) the creation of a network for members of the public suffering from, or in any way connected with or related to those suffering from food allergies, and the health care providers and related entities that cater to such persons; and

(vi) to prepare and distribute educational materials relating to food allergies and methods of coping with them.

(b) The Corporation is not formed for pecuniary profit or for financial gain and no part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual, firm or corporation (except that reasonable compensation may be paid for services rendered to or for the Corporation).

(c) No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation (except to the extent authorized by Section 501(h) of the Internal Revenue Code of 1986, as amended ("the Code"), or the corresponding provision of any future United States Internal Revenue law, during any fiscal year or years in which the Corporation chooses to utilize the benefits authorized by that statutory provision), and the Corporation shall not participate or intervene (including by publishing or distributing statements) in any political campaign on behalf of any candidate for public office.

(d) 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 Sections 404(b)-(v) or in Social Services Law Section 460(a).

(e) If at any time the Corporation is determined to be other than an organization described in Section 509(a)(1), (2) or (3) of the Code, it shall, to the extent applicable, comply with Section 508 of the Code (or the corresponding provision of any future United States Internal Revenue law) insofar as such Section :

(i) requires the Corporation to distribute such amounts for each taxable year allocated at such time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942 of the Code;

(ii) prohibits the Corporation, its directors or members from engaging in any act of self-dealing which is subject to tax under Section 4941 of the Code;

(iii) prohibits the Corporation from retaining any excess business holdings which are subject to tax under Section 4943 of the Code;

(iv) prohibits the corporation from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and

(v) prohibits the Corporation from making any taxable expenditures which are subject to tax under Section 4945 of the Code.

(f) In furtherance of the foregoing purposes, the Corporation shall have the power, subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers as are now, or hereafter may be, conferred by law upon a corporation organized for the purposes herein set forth or necessary or incidental to the powers so conferred, or conducive to the furtherance thereof, subject to the further limitation and condition that, notwithstanding any other provision of this Certificate, the Corporation is organized exclusively for one or more of the following purposes: religious, educational, literary, or charitable purposes, as specified in Section 501(c)(3) of the Code, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code.

ARTICLE III

In the event of the dissolution of the Corporation, all of the assets and property of the Corporation remaining after the payment or satisfaction of its liabilities shall be distributed to one or more organizations whose purposes are exclusively educational, literary, scientific and/or charitable, and which organization or organizations shall qualify as exempt at such time under Section 501 (c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law), subject to the approval of a Justice of the Supreme Court of the State of New York.

ARTICLE IV

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

ARTICLE V

The office of the Corporation shall be located in New York County.

ARTICLE VI

There shall be one class of membership, with such rights and privileges as provided in the Bylaws of the Corporation. Members shall have no right to vote.

ARTICLE VII

The Corporation shall indemnify all persons for all liability incurred as a result of acting as directors or officers of the Corporation to the fullest extent permitted by the laws of the State of New York.

ARTICLE VIII

The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary shall mail a copy of any process against the Corporation served upon him is: c/o Reitler Kailas & Rosenblatt LLC, 885 3rd Avenue, 20th Floor, New York, New York, 10022, Attn.: Edward Reitler, Esq.

ARTICLE IX

Nothing contained in this Certificate of Incorporation shall authorize the Corporation to establish, operate or maintain a hospital or to provide hospital service or health related service, or to operate a home care services agency, a hospice, a health maintenance organization, or a comprehensive health services plan, as provided for by Articles 28, 36, 40 and 44 respectively, of the Public Health Law or to solicit, collect or otherwise raise or obtain any funds, contributions or grants, from any source, for the establishment, including the filing of a certificate of need application, or operation of any hospital.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has subscribed this document on the date set forth below and does hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by him and are true and correct.

Executed on this 1st day of November, 2012.

THE FOOD ALLERGY CORPORATION

By: /s/ Todd J. Slotkin
Name: Todd J. Slotkin
Title: Chairman

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**Restated Certificate
Of
Certificate of Incorporation
Of
The Food Allergy Corporation**

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

Filed by: USA Corporate Services Inc.
19 West 34th Street Suite 1018
New York, NY 10001

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STATE OF NEW YORK
DEPARTMENT OF STATE

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BY: MB

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