

**ACTION OF SOLE INCORPORATOR  
IN LIEU OF ORGANIZATIONAL MEETING**

**OF**

**THE HENRIETTA LACKS FOUNDATION, INC.**

**As of January 28, 2010**

The Certificate of Incorporation of The Henrietta Lacks Foundation, Inc. (the "Corporation") having been filed in the Office of the Secretary of State of the State of Delaware on January 27, 2010, the undersigned, being the sole incorporator of the Corporation, does hereby take, pursuant to Section 108 of the General Corporation Law of the State of Delaware, the following actions:

**RESOLVED:** That a copy of the Certificate of Incorporation of the Corporation as filed on January 27, 2010 with the Office of the Secretary of State of the State of Delaware shall be filed in the minute book of the Corporation.

**RESOLVED:** That the following individual is hereby elected to serve as a director of the Corporation until her successor is duly elected and qualified, or until her earlier resignation or removal:

Rebecca Skloot

IN WITNESS WHEREOF, the undersigned has executed this instrument as of the date set forth above.



Ethan A. Skerry, Esq.  
Sole Incorporator