

Delaware

PAGE 1

The First State

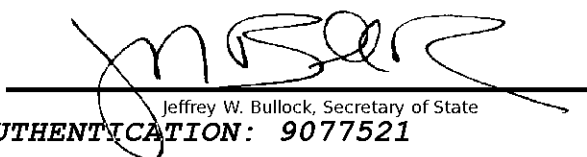
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "AMERICAN COCHLEAR IMPLANT ALLIANCE FOUNDATION", FILED IN THIS OFFICE ON THE SIXTH DAY OF OCTOBER, A.D. 2011, AT 11:18 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9077521

DATE: 10-06-11

STATE OF DELAWARE
ARTICLES OF INCORPORATION
A NON-STOCK CORPORATION

First: The name of the Corporation is "AMERICAN COCHLEAR IMPLANT ALLIANCE FOUNDATION".

Second: Its Registered Office in the State of Delaware is to be located at Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Zip Code 19801. The name of the registered agent is The Corporation Trust Company.

Third: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware. This Corporation shall be a nonprofit corporation.

The Corporation is organized exclusively for charitable, educational, religious, literary or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future federal tax code ("Code"); including the making of distributions to organizations that qualify as exempt organizations under Code section 501(c)(3). The Corporation may also (i) receive any and all real or personal property by gift, legacy or devise for charitable, educational, religious, literary or scientific purposes, (ii) accept, hold, administer, invest and disburse such funds as may from time to time be contributed to it by any person, firm or corporation for charitable, educational, religious, literary or scientific purposes, and (iii) hold, use, sell, invest and reinvest all such property and collect and disburse the income therefrom and principal thereof for the aforesaid purposes in the direction of its directors.

The Corporation has only such powers now or hereafter granted by the General Corporation Law of Delaware as are in furtherance of the purposes enumerated in Code section 501(c)(3) and the regulations thereunder. The Corporation shall not engage in any activities which would disqualify it from being exempt from taxation under Code sections 501(a) or 501(c)(3).

Anything herein contained to the contrary notwithstanding, (1) no assets of the Corporation shall be donated, distributed, applied to, paid over or otherwise used or employed in any manner which would disqualify the Corporation from being exempt from taxation under Code sections 501(a) or 501(c)(3); and (2) 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.

The Corporation is not formed for pecuniary profit or financial gain. No part of the assets, income, profit or net earnings of the Corporation shall be distributable to, or inure to the benefit of, its directors or officers except to the extent permitted under the General Corporation Law of Delaware and Code section 501(c)(3).

The Corporation shall not take any steps which will facilitate the transaction of specific business by its directors or officers or promote the private interest of any director or officer, or engage in any activities which would constitute a regular business of any kind ordinarily carried on for profit.

Upon dissolution 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, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary or scientific purposes as shall at the time qualify as an exempt organization or organizations under Code section 501(c)(3), as the Board of Directors shall determine.

Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which is organized and operated exclusively for such purposes.

The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by section 4942 of the Code. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Code. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Code. The Corporation will not make any investments in such a manner that would subject it to tax under section 4944 of the Code. The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Code.

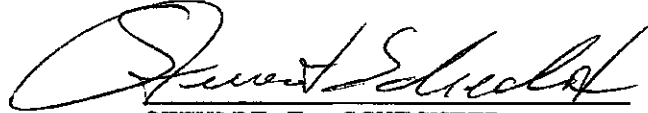
Fourth: The Corporation shall not have any capital stock.

Fifth: The conditions for membership shall be stated in the Corporation's by-laws.

Sixth: The name and mailing address of the incorporator is:

Name: Stewart F. Schechter
Mailing Address: 630 Dundee Road, Suite 120
Northbrook, Illinois 60062

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 6th day of October, 2011

A handwritten signature in cursive script, appearing to read "Stewart F. Schechter". The signature is written in black ink and is positioned above a horizontal line.

STEWART F. SCHECHTER
Incorporator