

AMENDED AND RESTATED BY-LAWS

of

CANCER101, INC.

A Corporation Organized Under Section 402 of the New York Not-for-Profit Corporation Law

ARTICLE I. NAME

The name of the Corporation is CANCER101, Inc. (the "Corporation").

ARTICLE II. PURPOSES

The Corporation is organized and will be operated exclusively for the purposes specified in the Certificate of Incorporation, which are charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

ARTICLE III. MEMBERS

The Corporation shall not have any members.

ARTICLE IV. BOARD OF DIRECTORS

1. Number of Directors. The number of directors of the Corporation shall be eight and may be increased or decreased only by amendment of these By-laws. The Board may increase or decrease the number of directors of the Corporation by amendment of these By-laws, *provided* that (i) the resolution increasing or decreasing the number of directors is passed by an affirmative vote of a majority of the Entire Board and (ii) the number of directors of the Corporation is not less than three. Notwithstanding the foregoing sentence, no decrease in the number of directors of the Corporation will shorten the term of any current director.

2. Election and Term of Office. Directors shall be elected annually by the Board of Directors, by majority vote. Each director shall continue in office until the conclusion of the next succeeding annual meeting of the Board of Directors and the election and qualification of his or her successor, or until his or her prior resignation or removal. Any directors may also be appointed to serve as officers of the Corporation.

3. Vacancies. In case of any vacancy (whether by death, resignation, or removal), the Board of Directors may elect a successor to fill the unexpired portion of the term.

4. Removal. The Board of Directors, by majority vote, may remove any director, with or without cause, *provided* that there is a quorum of not less than a majority of directors present at the meeting of the Board of Directors at which such action is taken.
5. Resignation. Any director may resign at any time by giving notice of such resignation to the Executive Director (President) or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Executive Director (President) or the Secretary of the Corporation. The acceptance of a resignation by the Board of Directors shall not be necessary to make it effective, but no resignations shall discharge any accrued obligation or duty of a director.
6. Powers and Duties. The Board of Directors shall have general power to manage and control the activities, affairs and property of the Corporation. The Board of Directors shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors and shall have full and complete authority with respect to the distribution and payment of monies received by the Corporation; *provided*, however, that the fundamental and basic purposes and operating restrictions of the Corporation, as expressed in the Certificate of Incorporation, shall not thereby be violated, amended, or changed.
7. Meetings. The Board of Directors shall hold an annual meeting each calendar year. In addition, the Board of Directors may hold regular or special meetings. Regular meetings of the Board of Directors shall be held at such time and place as determined in advance by the Board of Directors. The Executive Director (President) may call a special meeting at any time. The Executive Director (President) must call a special meeting at the request of any director or officer and, upon receipt of such a request, the meeting will be held as soon as practicable.
8. Notice of Meetings. The Executive Director (President) shall give notice of the date, time and place of each annual, regular or special meeting of the Board of Directors to each director in person or by mail, telephone, facsimile or electronic mail. Notice must be given: (i) for annual meetings, at least five calendar days before the day on which the meeting is to be held; (ii) for regular meetings, at least three calendar days before the day on which the meeting is to be held; and (iii) for special meetings, at least 24 hours before the time at which the meeting is to be held. The notice shall be in writing (by email, fax or any similar means of communication), shall state the purpose of the meeting and shall include, to the extent possible, an agenda of items on which action is proposed to be taken as well as copies of all documents on which action is proposed to be taken. Notice of a meeting need not be given to any director who submits a written waiver of notice whether before or after the meeting. Attendance at the meeting without protest, before the meeting or at its beginning, constitutes a waiver of the requirement of notice.
9. Quorum. The presence at a meeting of four directors shall constitute a quorum for the transaction of business. If at any meeting of the Board of Directors there shall be less than a quorum present, the directors present will adjourn the meeting to another time or place and notice of the new time or place will be provided by the Executive Director (President) to all directors at least 24 hours before the time at which the meeting is to be held. At the adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting. However, if any additional items are added to the agenda of the adjourned meeting

which were not included on the agenda of the original meeting, notice must be given to all directors pursuant to the provisions of Article IV Section 8 above.

10. Voting. As used in these By-laws, the term “majority vote” means the vote of a majority of the directors present at the time of a vote, if a quorum is present at such time. Unless a greater voting requirement is required by law or by these By-laws, any action approved by a majority vote of the Board of Directors shall be the act of the Board of Directors. As used in these By-laws, the term “Entire Board” means the total numbers of directors entitled to vote that the Corporation would have if there were no vacancies.

11. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all the members of the Board of Directors or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto signed by all the directors or by all the members of the committee shall be filed by the Executive Director (President) or the Secretary of the Corporation with the rest of the minutes of the proceedings of the Board of Directors or of the committee.

12. Meetings by Conference Call. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board of Directors or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation in a meeting by such means shall constitute presence in person at a meeting.

13. Committees of the Board of Directors. The Board of Directors, by the affirmative vote of a majority of the Entire Board, may designate from among its members an executive committee and any other committees as it may deem advisable, each consisting of three or more directors. To the extent authorized or permitted by the law, such committees shall have all the authority of the Board of Directors, or, at the case may be, the powers specifically delegated to them by the Board of Directors. The provisions of this Article IV shall apply accordingly to any committees.

14. Committees of the Corporation. The Board of Directors may appoint other committees, including an advisory committee (the “Board of Advisors”), consisting of directors or others.

ARTICLE V. OFFICERS

1. Titles. The Board of Directors shall appoint an Executive Director (President), a Secretary and a Treasurer. The Board of Directors may also appoint one or more Vice-Presidents, an Assistant Secretary, and Assistant Treasurer, and any such other officers as it may deem advisable, desirable or necessary. Any two or more offices may be held by the same person, *provided* that the individual who holds the office of Secretary may not concurrently hold the office of Executive Director (President). Any officers may also be directors of the Corporation, *provided* that the Executive Director (President) shall be one of the directors of the Corporation. Officers of the Corporation may, from time to time, delegate their powers and duties to other persons who agree to perform such duties.

2. Appointment and Term of Office. Officers shall be appointed annually by the Board of Directors, by majority vote. Each officer shall continue in office until the conclusion of the next

succeeding annual meeting of the Board of Directors and the appointment and qualification of his or her successor, or until his or her prior resignation or removal.

3. Vacancies. In case of any vacancy (whether by death, resignation, or removal), the Board of Directors may appoint a successor to fill the unexpired portion of the term.

4. Removal. The Board of Directors, by majority vote, may remove any officer, with or without cause *provided* that there is a quorum of not less than a majority of directors present at the meeting of the Board of Directors at which such action is taken.

5. Resignation. Any officer may resign at any time by giving notice of such resignation to the Executive Director (President) or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Executive Director (President) or the Secretary of the Corporation. The acceptance of a resignation by the Board of Directors shall not be necessary to make it effective, but no resignations shall discharge any accrued obligation or duty of an officer.

6. Powers and Duties. The officers of the Corporation shall have such authority and perform such duties as customarily incident to the respective office or as the Board of Directors or the Executive Director (President) may determine, to the extent authorized or permitted by the law and by these By-laws.

7. Executive Director (President): Powers and Duties. The Executive Director (President) shall oversee the affairs and activities of the Corporation, subject to the decisions of the Board of Directors, and shall perform such other duties as are necessarily incident to the office of Executive Director (President). The Executive Director (President) shall attend and preside at all meetings of the Board of Directors and shall have the authority to break all tie votes of the Board of Directors.

8. Secretary: Powers and Duties. The Secretary shall: (a) attend and take the minutes of all meetings of the Board of Directors; and (b) perform other duties customarily incident to the office of Secretary, as the Board of Directors or the Executive Director (President) may from time to time prescribe or delegate.

9. Treasurer: Powers and Duties. The Treasurer shall: (a) supervise the keeping of complete and accurate accounts of receipts and disbursements of the Corporation; (b) assist the Executive Director (President) in preparing the annual budget, to be approved by the Board of Directors before it becomes effective; (c) assist the Executive Director (President) in preparing the annual report to be presented at the annual meeting of the Board of Directors; and (d) perform other duties customarily incident to the office of Treasurer, as the Board of Directors or the Executive Director (President) may from time to time prescribe or delegate.

10. Vice-Presidents: Powers and Duties. The Vice-President(s) shall perform such duties as from time to time may be assigned by the Board of Directors or the Executive Director (President). In the absence of the Executive Director (President) or if the Executive Director (President) is unable to act, the Vice-President(s) so designated by the Board of Directors shall perform the duties of the Executive Director (President), and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Executive Director (President).

11. Assistant Secretary: Powers and Duties. The Board of Directors may appoint an Assistant Secretary, who shall perform such duties customarily incident to the office of Secretary, as assigned by the Board of Directors, the Executive Director (President), or the Secretary from time to time. In the absence of the Secretary or if the Secretary is unable to act, the Assistant Secretary shall act temporarily in the Secretary's place, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Secretary.

12. Assistant Treasurer: Powers and Duties. The Board of Directors may appoint an Assistant Treasurer, who shall perform such duties customarily incident to the office of Treasurer, as assigned by the Board of Directors, the Executive Director (President), or the Treasurer from time to time. In the absence of the Treasurer or if the Treasurer is unable to act, the Assistant Treasurer shall act temporarily in the Treasurer's place, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Treasurer.

13. Annual Report. In accordance with Section 519 of the Not-for-Profit Corporation Law of the State of New York, the Executive Director (President) and the Treasurer shall present at the annual meeting of the Board of Directors a report, verified by the Executive Director (President) and Treasurer or by a majority of the Board of Directors, or certified by an independent public or certified public accountant or a firm of such accountants selected by the Board of Directors, showing in appropriate detail: (1) the assets and liabilities, including the trust funds, of the Corporation as of the end of a twelve month fiscal period terminating not more than six months prior to said meeting; (2) the principal changes in assets and liabilities, including trust funds, during said fiscal period; (3) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes during said fiscal period; and (4) the expenses or disbursements of the Corporation, for both general and restricted purposes, during said fiscal period.

ARTICLE VI. COMPENSATION

1. Prohibition Against Sharing in Corporate Earnings. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, employees, or other persons connected with the Corporation, or members of any advisory committee or panel, or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions, in furtherance of the purposes set forth in the Certificate of Incorporation.

2. Compensation for Directors, Officers and Key Employees. The Board of Directors, by the affirmative vote of a majority of the Entire Board, shall fix the reasonable compensation, if any, of any director, officer and key employee (as defined in the relevant rules regulations adopted by the Internal Revenue Service) of the Corporation. In determining the level of compensation, the Board of Directors shall consider the compensation offered by similarly-situated taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly-situated organizations. No compensation may be paid to any director, officer or key employee unless: (a) the compensation arrangement has been previously approved by the Board of Directors; and (b) the date, terms and conditions of the compensation arrangement approved by the Board of Directors are contemporaneously documented in writing. A director may not participate in the discussion or the vote with respect to his or her compensation. If an officer or a key employee is also a

director, he or she may not participate in the discussion or the vote with respect to his or her compensation. The provisions of Article VIII of these By-laws shall apply accordingly.

3. Compensation for Reasonable Expenses. The directors and officers of the Corporation shall be entitled to reimbursement of their reasonable expenses incurred in the performance of service as directors or officers, including, but not limited to attendance at meetings of the Board of Directors.

ARTICLE VII. INDEMNIFICATION

1. General Indemnification. If any person (or that person's testator or intestate) is made, or threatened to be made, a party to any action or proceedings by reason of the fact that such person was a director, officer, employee or agent of the Corporation or served another entity at the request of the Corporation, the Corporation may, at its discretion, to the fullest extent now or hereafter permitted by New York law, (a) undertake the defense of any such action or proceeding for the benefit of any such person at the expense of the Corporation, and (b) indemnify any such person in any such action or proceeding against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding or any appeal thereof after allowing for the advancing of any expense to such person under clause (a) of this section, provided however that any amounts advanced or reimbursed shall be repaid to the Corporation if any indemnified party is found not to be entitled to indemnification.

2. Directors and Officers Indemnification. If any director or officer (or his or her testator or intestate) is made, or threatened to be made, a party to any action or proceedings by reason of the fact that such person was a director, officer, employee or agent of the Corporation or served another entity at the request of the Corporation shall undertake the defense of such action and provide indemnification in the manner provided for in the previous section. To the extent that the indemnified party is a director or officer or was a director or officer at the time a cause of action arose, such right of indemnification shall be a contract right that may be enforced in any manner that such director or officer chooses. Without limiting the generality of the foregoing, such director or officer shall also be entitled to indemnification by any resolution of the Board of Directors of the Corporation.

3. Insurance. To the extent not prohibited by law, the Corporation may purchase and maintain insurance to indemnify the Corporation and its directors and officers, regardless of whether the Corporation is required to provide indemnity.

ARTICLE VIII. CONFLICTS OF INTEREST

1. Definitions. A person has a financial interest (a "Financial Interest") if the person has, directly or indirectly: (a) an ownership or investment interest in any entity with which the Corporation has a contract or arrangement; (b) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a contract or arrangement; or (c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual, with which the Corporation is negotiating a contract or arrangement (compensation

includes direct and indirect remuneration as well as gifts or favors that are not insubstantial). Any director, officer, or key employee of the Corporation, who has a Financial Interest is hereinafter referred to as an “Interested Person”.

2. Duty to Disclose. An Interested Person must disclose to the Board of Directors the existence of any actual or potential Financial Interest and all material facts relating thereto.

3. Authorization of Interested Transactions. The Corporation may only engage in a transaction, contract or arrangement with an Interested Person (an “Interested Transaction”) if: (a) the material facts regarding the Financial Interest are disclosed in good faith or known to the Board of Directors prior to commencement of the Interested Transaction; (b) the Board of Directors authorizes the Interested Transaction by a majority vote of the directors who do not have a Financial Interest in the Interested Transaction; (c) the Interested Transaction is fair to the Corporation and complies with the laws and regulations of the applicable jurisdiction in which the Corporation is incorporated or registered; and (d) the Interested Transaction is consistent with the purposes of the Corporation and any benefit to the Interested Person is incidental to that purpose. After disclosure of the material facts regarding the Financial Interest, the Interested Person shall leave the meeting and shall not participate in any vote or debate with respect to the Interested Transaction. However, an Interested Person may be counted in determining the presence of a quorum at the meeting where the Board of Directors is called to authorize the Interested Transaction.

4. Loans to Directors, Officers and Key Employees. No loans shall be made by the Corporation to its directors, officers or key employees, or to any other corporation, firm, association or other entity in which one or more of its directors, officers or key employees (i) are directors, officers or key employees or (ii) hold a Financial Interest. A loan made in violation of this section shall be a violation of the duty to the Corporation of the directors, officers or key employees authorizing it or participating in it, but the obligation of the borrower with respect to the loan shall not be affected thereby.

ARTICLE IX. CONTRACTS, CHECKS, BANK ACCOUNTS, INVESTMENTS

1 Contracts, Checks and Other Documents. Unless the Board of Directors specifically requires an additional approval or signature or approval with respect to a particular document, the Executive Director (President) has the authority to approve and sign alone, in the name of the Corporation, all contracts, checks and other documents such as, but not limited to, bills, notes, receipts, acceptances, endorsements, releases. No document required to be signed by more than one officer may be signed by one person in more than one capacity. No director, officer, agent, or employee, other than the Executive Director (President), shall have power or authority to bind the Corporation by any contract or agreement, to pledge its credit, or to render it liable for any purpose or in any amount, unless so expressly authorized by Board of Directors by resolution.

2. Bank Accounts. The Board of Directors may select such depositories as it shall deem proper for the funds of the Corporation. The Executive Director (President) and the Treasurer, are each individually empowered, and have authority, to open and operate the bank accounts of the Corporation, without countersignature (such authority includes, among other things, issuing,

in the name of the Corporation, checks, drafts or other orders for the payment of money, notes, or acceptances or endorsing various instruments for deposit to the credit of the Corporation). The Board of Directors may give general or special authority to any other director(s), officer(s), employee(s) or agent(s) of the Corporation to perform any operations with respect to the bank accounts of the Corporation.

3. Investments. The funds of this Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal, or otherwise, or stocks, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable; *provided*, however, that no investments shall be made in such manner as to subject the Corporation to tax under Section 4944 of the Code, or constitute a prohibited transaction that would result in the denial of the tax exemption under Section 503 of the Code.

ARTICLE X. MISCELLANEOUS

1. Office. The principal office of the Corporation shall be at such place, within or without the United States, as the Board of Directors may from time to time determine. The Corporation may also have offices at such other places, within or without the United States, as the Board of Directors of the Corporation may from time to time determine.

2. Books. Correct books of account of the activities and transactions of the Corporation, including a minute book, containing a copy of the Certificate of Incorporation, a copy of these By-laws, and all minutes of the meetings of the Board of Directors and of any committees of the Board of Directors or of the Corporation shall be kept at the principal office of the Corporation. The Board of Directors may provide for periodic audits of the books of account by such independent public accountants as it selects.

3. Fiscal Year. The Fiscal Year of the Corporation shall commence on January 1 of each year and end on December 31 of the same year.

4. Amendment of the By-laws. These By-laws may be altered, amended, or repealed by the affirmative vote of a majority of the Entire Board, unless a greater number is required under Section 709 of the Not-for-Profit Corporation Law of the State of New York; *provided*, however, that the Board of Directors shall not have the power to alter, amend, or repeal the By-laws if the amendments would be contrary to any provisions stated in the Corporation's Certificate of Incorporation.

5. Amendment of the Certificate of Incorporation. The Certificate of Incorporation of the Corporation may be altered, amended, or repealed by the affirmative vote of a majority of the Entire Board, unless a greater number is required under Section 709 of the Not-for-Profit Corporation Law of the State of New York; *provided*, however, that no amendment, alteration, or repeal shall be effected that would result in the denial of tax-exempt status under Section 501(c)(3) of the Code, or that would subject the Corporation to tax or other penalty under provisions relating to tax-exempt entities contained in the Code.

6. Distribution Upon Dissolution. The directors, officers, employees, or other persons connected with the Corporation, or members of any advisory committee or panel, or any other

private persons, shall not be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. Upon the dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation then remaining in the hands of the Board of Directors shall be distributed according to the provisions stated in the Certificate of Incorporation: (a) for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or the corresponding section of any future tax code; (b) to the federal government or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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.

7. Effective Date. These Amended and Restated By-laws were duly adopted by the Board of Directors of the Corporation at a meeting duly convened and held on December 22, 2009 and are effective as of the same date.