


ARADIGM CORPORATION

CERTIFICATE OF CORPORATE SECRETARY

I, John M. Siebert, being the Secretary of Aradigm Corporation ("the **"Company"**"), hereby certify as follows:

- A. I am the duly qualified and elected Secretary of the Company and, as such, I am familiar with the facts herein certified and I am duly authorized to certify the same on behalf of the Company;
- B. Attached hereto is a true, correct, and complete copy of the resolutions of the board of directors, duly adopted and approved on February 14, 2019, in accordance with the Company's bylaws; and
- C. Such resolutions have not been amended, altered, annulled, rescinded, modified, or revoked since their adoption and remain in full force and effect as of the date hereof. There exist no subsequent resolutions relating to the matters set forth in the resolutions attached here.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of February 15, 2019.


Name: John M. Siebert
Title: Executive Chairman, Interim
Principal Executive Officer,
Corporate Secretary

**UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS
OF
ARADIGM CORPORATION**

February 11, 2019

The undersigned, being all of the members of the Board of Directors (the "Board") of Aradigm Corporation, a California corporation (the "Corporation"), acting pursuant to the authority granted under the provisions of Section 307(b) of the California Corporations Code, hereby consent to and adopt the following resolutions in writing:

I. Commencement of the Chapter 11 Case

WHEREAS, the Board has reviewed, discussed, and had the opportunity to ask questions about the materials presented by management and the legal and financial advisors of the Corporation regarding, among other matters, the actual and potential liabilities of the Corporation, its liquidity, the strategic alternatives available to it, and the impact of the foregoing on the Corporation's business;

WHEREAS, the Board has had the opportunity to consult with management and the legal and financial advisors of the Corporation to fully consider each of the strategic alternatives available to the Corporation; and

WHEREAS, the Board desires to approve this resolution;

NOW, THEREFORE, BE IT RESOLVED that the Board has determined, after consultation with management and the legal and financial advisors of the Corporation, that it is desirable and in the best interests of the Corporation, its creditors, and other parties in interest that a petition be filed by the Corporation seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code; and

BE IT FURTHER RESOLVED that any officer of the Corporation (each, an "Authorized Officer"), acting singly or jointly, be, and each hereby is, authorized and empowered, with full power of delegation, to negotiate, execute, deliver, and file in the name and on behalf of the Corporation, and under its seal or otherwise, all plans, petitions, schedules, statements, motions, lists, applications, pleadings, papers, affidavits, declarations, orders, and other documents in the United States Bankruptcy Court for the Northern District of California (the "Bankruptcy Court"), and, in connection therewith, to take and perform any and all further acts and deeds which such Authorized Officer deems necessary, appropriate, desirable, or advisable in connection with the Corporation's chapter 11 case (the "Chapter 11 Case"), including, without limitation, (a) the payment of any fees, expenses, and taxes such Authorized Officer deems necessary, appropriate, desirable, or advisable, and (b) negotiating, executing, delivering, performing, and filing any and all additional documents, schedules, statements, lists, papers, agreements, certificates, or instruments (or any amendments or modifications thereto) in connection with, or in furtherance of, the Chapter 11 Case with a view to the successful prosecution of the Chapter 11 Case (such acts to be conclusive evidence that such Authorized Officer deemed the same to meet such standard); and

BE IT FURTHER RESOLVED that, in connection with the Corporation's Chapter 11 Case, any Authorized Officer, acting singly or jointly, be, and each hereby is, authorized and empowered, with full power of delegation, in the name and on behalf of the Corporation and the Board, to employ and retain all assistance, in the name and on behalf of the Corporation and the Board, legal counsel, accountants, financial advisors, investment bankers, and other professionals that such Authorized Officer deems necessary, appropriate, desirable, or advisable in connection with such employment and retention of professionals, with the view to the successful prosecution of the Chapter 11 Case (such acts to be conclusive evidence that such Authorized Officer deemed the same to meet such standard); and

BE IT FURTHER RESOLVED that John M. Siebert and Lisa Thomas are designated and authorized to act as the "Responsible Individuals" for the Corporation as may be required by the Bankruptcy Local Rules for the Northern District of California; and

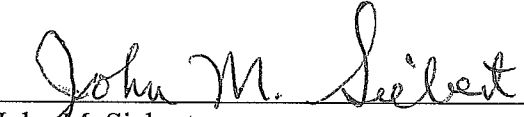
II. General Authorization and Ratification

BE IT FURTHER RESOLVED that any Authorized Officer, acting singly or jointly, be, and each hereby is, authorized and empowered, in the name and on behalf of the Corporation, to cause the Corporation to enter into, execute, deliver, certify, file or record, and perform, such agreements, instruments, motions, affidavits, rulings of governmental or regulatory authorities, certificates, or other documents, and to take such other actions that in the judgment of the Authorized Officer shall be or become necessary, appropriate, desirable, or advisable in connection with the Chapter 11 Case; and

BE IT FURTHER RESOLVED that any and all past actions heretofore taken by any Authorized Officer in the name and on behalf of the Corporation in furtherance of any or all of the preceding paragraphs of this resolution be, and the same hereby are, ratified, confirmed, and approved in all respects.

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IN WITNESS WHEREOF, the Board has executed this written consent effective as of the date set forth above.



John M. Siebert

Frederick Hudson

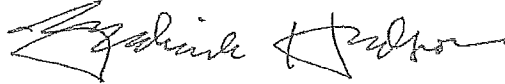
Vigil D. Thompson

Edwin H. Gordon

Theresa Matkovits

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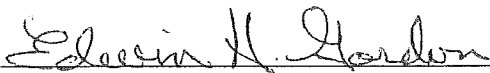
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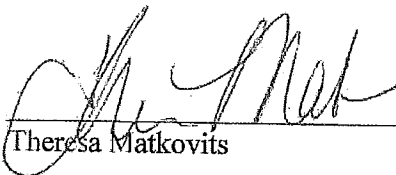
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