

BT

Examiner

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION (General Laws, Chapter 180)

[Signature]

Name
Approved

ARTICLE I

The exact name of the corporation is:
International Association for Biological and Medical Research (IABMR) **Inc.**

ARTICLE II

The purpose of the corporation is to engage in the following activities:

- (1) Providing a platform for professional interactions and collaboration among scientists across all disciplines of biological, pharmaceutical and medical research.
- (2) Providing consultation, education and assistance to the global biomedical research communities.

- C
- P
- M
- R.A.

8

P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

~~Please see attached By Laws of the corporation.~~

may be set forth in the by-laws.

ARTICLE IV

**Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

Please see attached Article IV.

ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

**If there are no provisions, state "None".

Note: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.

ARTICLE IV

1. This corporation is organized exclusively for charitable, educational, and scientific research purposes, including, for such purpose, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code (IRC), or the corresponding section of any future federal tax code. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under section 501(c)(3) of the IRC, or the corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the IRC, or the corresponding section of any future federal tax code.
2. No part of the assets of the corporation and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or 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 purpose set forth in Article Two.
3. 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 any political campaign on behalf of or in opposition to any candidate for public office.
4. Except as may be otherwise required or permitted by law, the corporation may at any time authorize a petition for its dissolution to be filed with the Supreme Judicial Court of the Commonwealth of Massachusetts pursuant to Section 11A of Chapter 180 of the Massachusetts General Laws by the affirmative vote of a majority of the board directors of the corporation then in office; provided, however, that in the event of any liquidation, dissolution, termination, or winding up of the corporation (whenever voluntary, involuntary, or by operation of law), the property or assets of the corporation remaining after providing of the payment of its debt and obligations shall be conveyed, transferred, distributed, and set over outright to one or more educational, charitable, literary institutions or organizations, created and organized for non-profit purpose similar to those of the corporation, contributions to which non-profit institutions or organizations are deductible under Section 170c of the IRC and which qualify as exempt from income tax under Section 501(c)(3) of such Code as such sections may, from time to time, be amended or added to or under any successor sections thereto, as a majority of the total number of the directors of the corporation may be vote designate and in such proportions and in such manner as may be determined in such vote; provide, further, that the corporation's property may be applied to charitable, literary or educational purpose in accordance with the doctrine of cy pres in all respects as a court having jurisdiction in the premises may direct.
5. In any taxable year in which the corporation is a private foundation as described in IRC section 509(a), the organization shall distribute its income for said period at such

time and manner as not to subject it to tax under IRC section 4942, and the organization shall not: a) engage in any act of self-dealing as define in IRC section 4941(d); b) retain any excess business holding as defined in IRC section 4943(c); c) make any investments in such a manner as to subject the organization to tax under IRC section 4944; or d) make any taxable expenditures as defined in IRC section 4943(d) or corresponding provisions of any subsequent tax laws.

6. The corporation shall have the following powers in furtherance of its corporation purpose identified in Article Two aforesaid.

(a) To have perpetual succession in its corporate name, unless a period for its duration is limited by special law or in its articles of organization;

(b) To sue and be sued;

(c) To have a corporate seal, which it may alter at pleasure;

(d) To elect or appoint directors, officers, employees and other agents, to fix their compensation and define their duties and obligations, and to indemnify such corporate personnel;

(e) To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated; in an unlimited amount.

(f) To sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its property, or any interest therein, wherever situated;

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities;

(h) To make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated;

(i) To lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(j) To do business, carry on its operations, and have offices and exercise the powers granted by Mass. G. L. Chapter 180, in any jurisdiction within or without the United States; although the corporation shall not be operated for the primary purpose of carrying

IABMR Registration Articles

on for profit a trade or business unrelated to its tax exempt purposes.

(k) To make donations, in such amounts as the members or directors shall determine, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic or similar purposes, and in time of war or other national emergency in aid thereof; provided that, as long as the corporation is entitled to exemption for federal income tax under Section 501(c)(3) of the Internal Revenue Code.

(l) To pay pensions, establish and carry out pension, savings, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of its directors, officers and employees.

(m) To be an incorporator of other corporations of any type or kind.

(n) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed; provided that no such power shall be exercised in a manner inconsistent with this chapter or the general laws of the commonwealth.

(o) The power to make, amend or repeal by-laws shall be in the hands of directors; provided that if authorized by the articles of organization, the by-laws may provide that the member of the said corporation may also make, amend or repeal the by-laws in whole or in part, except with respect to any provision thereof which by law, the articles or organization or the by-laws requires action by the directors.

(p) Meeting of the members may be held anywhere in the United States, or anywhere around the world if board of directors deems appropriate and necessary.

IABMR BOARD DIRECTORS

<u>NAME</u>	<u>RESIDENTIAL ADDRESS</u>
Tsute Chen	86 Goddard Street, Newton, MA 02461
Chuxia Deng	6406 Crane Terrace, Bethesda, MD 20817
Xuesong Gu	1575 Tremont Treet, # 409, Boston, MA 02120
Guo-fu Hu	34 Pleasant Street, Unit 4, Wellesley, MA 02482
Yiping Li	158 Harvard Street, Unit 7, Brookline, MA 02446
Qiangzhong Ma	11 Perkins Sq., Apt. 10, Boston, MA 02130
William Mclean	Flat D, Oakleigh House, 50 The Avenue Sale, M33 4PH, U.K.
Wei Tang	13 Tabor Place, Brookline, MA 02445
Paloma Valverde	37 Neillian Crescent, Jamaica Plain, MA 02130
Jinxi Wang	4 Paragon Road, Boston, MA 02132
Fengfei Wang	1575 Tremont Street, # 809, Boston, MA 02120
Erxi Wu	1575 Tremont Street, # 809, Boston, MA 02120
Quanli Yang	116 Guang An Men Nei, B2007, Beijing 100053, P.R.China
Biliang Zhang	19 Faul Kner Road, Shrewsbury, MA 01545
David Sherris	37 Neillian Crescent, Jamaica Plain, MA 02130
Toshihisa Kawai	101 Monmouth Street, #216, Brookline, MA 02446
Linrong Lu	230 Cypress Street, #1, Brookline, MA 02445

ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

ARTICLE VII

The information contained in Article VII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation *in Massachusetts* is:

1575 Tremont Street, Unit 809, Boston, MA 02120

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	LI, Yiping	158 Harvard Street, Unit 7, Brookline, MA 02446	
Treasurer:	GU, Xuesong	1575 Tremont Street, #409 Boston, MA 02120	
Clerk:	WU, Erxi	1575 Tremont Street, #809, Boston, MA 02120	
Directors Vice Presidents:			
(or officers	WANG, Jinxi	4 Paragon Road, Boston, MA 02132	
having the	HU, Guo-fu	34 Pleasant Street, Unit4, Wellesley, MA 02482	
powers of	McLEAN, William	Flat D, Oakleigh House, 50 The Avenue Sale, M33, 4PH	
directors)		United Kingdom	

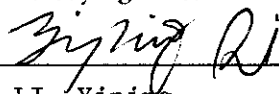
For information on Directors, please see attached list of Board Directors.

c. The fiscal year of the corporation shall end on the last day of the month of: December

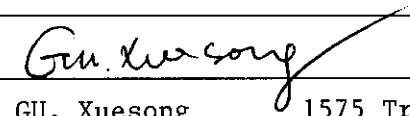
d. The name and business address of the resident agent, if any, of the corporation is: None

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature, do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this Eleventh day of November, 20 02.



LI, Yiping 158 Harvard Street, Unit 7, Brookline, MA 02446



GU, Xuesong 1575 Tremont Street, # Boston, MA 02120

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

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THE COMMONWEALTH OF MASSACHUSETTS

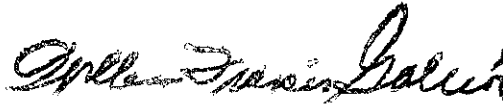
ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 35 having been paid, said articles are deemed to have been filed with me this 12th day of November 20 02.

SECRETARY OF THE
COMMONWEALTH
02 NOV 12 PM 2:19
COMM. OF REGISTRATION

Effective date: _____



WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Contact information:

IABMR c/o J. Wang

4 Paragon Road

Boston, MA 02132

Telephone: (617) 247-5186

Email: jinx.wang@tch.harvard.edu

A copy this filing will be available on-line at www.state.ma.us/sec/cor once the document is filed.