

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
CORPORATIONS DIVISION



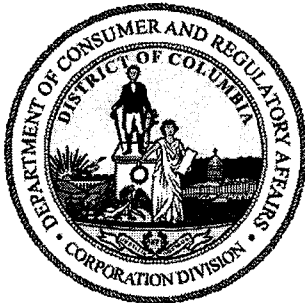
C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business Organizations Code have been complied with and accordingly, this **CERTIFICATE OF INCORPORATION** is hereby issued to:

INTERNATIONAL XENOPUS BOARD, INC.

Effective Date: 3/11/2015

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of 3/11/2015 12:18 PM



Business and Professional Licensing Administration

A handwritten signature in cursive script that reads 'Patricia E. Grays'.

PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Muriel Bowser
Mayor

Tracking #: QIONWslQ

ARTICLES OF INCORPORATION
of the
INTERNATIONAL XENOPUS BOARD, INC.

The undersigned natural person of the age of twenty-one years or more, acting as incorporator of a corporation under the District of Columbia Nonprofit Corporation Act of 2010 (the "Act"), adopts the following Articles of Incorporation:

FIRST: The name of the Corporation is: International Xenopus Board, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The corporation is organized, and shall be operated, exclusively for charitable, scientific or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or corresponding section of any future federal tax code (the "Code"), and regulations thereunder. The specific purpose of the corporation is to further the use of Xenopus in scientific inquiry, by: organizing a biennial international scientific conference, organizing an annual Principal Investigators' (PI) meeting, representing and promoting communication among Xenopus researchers, and promoting the development and use of Xenopus resources.

FOURTH: The Corporation shall not have the authority to issue capital stock.

FIFTH: The Corporation shall have no members.

SIXTH: The number, term and selection of the Board of Directors shall be provided for in the Bylaws of the Corporation, but the number of directors shall not be less than three (3) nor more than twenty (20).

SEVENTH: The internal affairs of the Corporation shall be regulated by the Bylaws, and the Board of Directors shall supervise the management of the business and affairs of the Corporation in accordance with the Bylaws. The initial Bylaws shall be adopted by the Board of Directors, and the power to amend or repeal the Bylaws shall be provided for in the Bylaws and shall be subject to the following:

A. This Corporation shall not directly or indirectly engage in any activity:

1. That will prevent this Corporation from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(3) of the Code and regulations thereunder, or
2. Which is prohibited by an organization that contributions to which are deductible under Section 170(c)(2) of the Code and regulations thereunder.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the corporation shall

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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 Article THIRD hereof.

C. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by §501(h) of the Code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

D. At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States, the District of Columbia, or any other jurisdiction where its activities are carried on.

E. In furtherance of the foregoing, and subject to the limitations otherwise set forth in these Articles of Incorporation, the Corporation shall have and may exercise all the powers conferred by the laws of the District of Columbia, including all powers necessary and convenient to effect any or all of the aforesaid purposes, and shall have and may exercise additional powers which may be conferred by the Nonprofit Act to an organization organized and operated exclusively for educational, scientific, and charitable purposes, as such terms are defined under Section 501(c)(3) of the Code and the regulations thereunder.

EIGHTH: Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed 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, which are organized and operated exclusively for such purposes.

NINTH: Except as required by law, the incorporators, directors and officers of the Corporation shall not be liable for any debt, liability or obligation of the Corporation. All persons or other entities extending credit to, contracting with, or having a claim against, the Corporation may only look to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or for any money that may otherwise become due or payable to them from the Corporation. In addition, members of the board of directors shall not be liable to the Corporation for money damages for any action taken, or any failure to take any action, as a director, except liability for: (1) the amount of a financial benefit received by the director to which the director is not entitled; (2) an intentional infliction of harm; (3) a violation of §29-406.33 of the Act; or (4) an intentional violation of criminal law.

TENTH: The name of the Corporation's initial registered agent is CT Corporation System, and the registered agent's address is 1015 15th St NW, Washington, DC 20005.

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TWELFTH: The name and street address of the incorporator is:

NAME

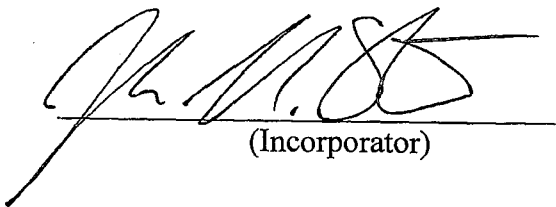
ADDRESS

John R. Strout

1747 Pennsylvania Ave., N.W.
Suite 1000
Washington, DC 20006

Dated: _____

3/6/15



(Incorporator)

DCRA Corp. Div.

MAR 11 2015

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