

ARTICLES OF INCORPORATION
OF
ILSI NORTH AMERICA

FILED

AUG 26 1991

TO: Department of Consumer and
Regulatory Affairs
Corporations Division
Washington, D.C.

BY: *W*

We, the undersigned natural individuals aged twenty-one years or more, adopt these Articles of Incorporation, pursuant to the District of Columbia Nonprofit Corporation Act, D.C. Code §§ 29-501 et seq. (the "Act").

FIRST: The name of the corporation is ILSI North America (hereinafter referred to as "ILSI N.A.").

SECOND: The period of duration of ILSI N.A. is perpetual.

THIRD: The general purposes for which ILSI N.A. is organized and will be operated exclusively are to conduct charitable, scientific and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations and rulings promulgated thereunder (the "Code").

The primary goals of ILSI N.A. are (a) to identify and evaluate food, nutrition and related safety issues that are of mutual concern to the public, the scientific community, government agencies and industry; (b) to contribute to the resolution of such issues through the sponsorship of scientific research and educational activities and collaboration with government agencies, academic institutions and other scientific organizations; (c) to assist other charitable, scientific and

educational organizations in the conduct of similar activities; and (d) to do everything necessary, proper, advisable or convenient for the accomplishment of ILSI N.A.'s purposes and goals and to do all other things incidental to them or connected to them that are not forbidden by these Articles of Incorporation, the Act, the Code or by any other law. The purposes of ILSI N.A. are to be carried out primarily within North America but may include activities outside of North America if the particular issue warrants.

ILSI N.A. shall not be operated for profit and shall not issue shares of stock. The income, assets, properties and services of ILSI N.A. shall be used exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Code.

FOURTH: ILSI N.A. shall have one or more classes of voting and/or non-voting members if the Board of Trustees adopts provisions in the Bylaws, and passes appropriate implementing resolutions, which designate the class or classes, the manner of qualification or appointment, and the rights and benefits of the members of each class.

FIFTH: The Board of Directors (which shall be referred to as the "Board of Trustees") shall manage and control the property, activities and affairs of ILSI N.A.. All matters pertaining to trustees and officers (including without limitation the exact number of trustees and officers, their duties and

terms, and the procedures for their election, resignation, removal and the filling of vacancies), and all other provisions for the regulation of the internal affairs of ILSI N.A., shall be set forth in the Bylaws of ILSI N.A. to the extent that they are not set forth as follows or elsewhere in these Articles of Incorporation:

(1) The number of trustees shall not be less than three. The initial trustees are listed in Article NINTH below.

(2) No trusteeship or officership of ILSI N.A. shall be assignable, nor shall any trusteeship or officership of ILSI N.A. pass to any personal representative, heir or devisee.

(3) The private property of any trustee, officer or employee of ILSI N.A., or of any other person acting on ILSI N.A.'s behalf pursuant to an official election, appointment or direction, shall not be subject to payment of the liabilities, debts or obligations of ILSI N.A. to any extent whatsoever, and they shall be entitled to be indemnified as provided in the Bylaws.

SIXTH: The powers and activities of ILSI N.A. shall be subject to the following restrictions and limitations:

(1) Notwithstanding any other provision of these Articles, only such powers shall be exercised as are in furtherance of the purposes of ILSI N.A., and as may be exercised by an organization exempt under Section 501(c)(3) of the Code and by an organization contributions to which are deductible under Section 170 of the Code.

(2) No part of the assets or net earnings of ILSI N.A. shall inure to the personal benefit of any trustee, officer or employee of ILSI N.A., or any other person, except that reasonable compensation may be paid for

personal services which are reasonable and necessary to carry out the purposes of ILSI N.A..

(3) None of the assets or property of ILSI N.A. shall, upon liquidation, dissolution or winding up of ILSI N.A., whether voluntary, involuntary or by operation of law, be distributed to the trustees, officers or employees of ILSI N.A., or to any other person. Furthermore, upon liquidation, dissolution or winding up of ILSI N.A., such assets or property shall be distributed to one or more organizations which would then qualify under the provisions of Section 501(c)(3) of the Code. Provided, however, that any asset or property held by ILSI N.A. upon condition requiring its return, transfer or conveyance, which condition occurs by reason of the liquidation, dissolution or winding up of ILSI N.A., shall be returned, transferred, or conveyed in accordance with such requirement. Any such distribution or any such return, transfer or conveyance, shall be made in accordance with the Act and with Section 501(c)(3) of the Code.

(4) ILSI N.A. shall not carry on propaganda or otherwise attempt to influence legislation, except to the extent permitted under Section 501(c)(3) of the Code. Furthermore, ILSI N.A. shall not participate or intervene (including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.

SEVENTH: The address of the initial registered office of ILSI N.A. is 1025 Vermont Avenue, N.W., Suite 400, Washington, D.C. 20005. The name of the registered agent at this address is CT Corporation System.

EIGHTH: These Articles of Incorporation may be amended by the majority vote of the Board of Trustees present and voting at

any meeting of the Board of Trustees or by the majority vote of the members present and voting at their annual meeting or at any special meeting of the members, each at which a quorum is present, and each having been duly held pursuant to a notice specifying such proposed amendment.

NINTH: The names and addresses of the persons who are to serve as the initial trustees until the first annual meeting or until their successors are elected and qualified pursuant to the Bylaws are:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|--|
| Dr. Alex Malaspina | The Coca-Cola Company External Technical Affairs P.O. Drawer 1734 Atlanta, GA 30301 |
| Dr. Louis Lasagna | Sackler School of Graduate Biomedical Sciences Tufts University 136 Harrison Avenue Boston, MA 02111 |
| Dr. Peter B. Dews | Harvard Medical School Laboratory of Psychology 220 Longwood Avenue Boston, MA 02115 |

TENTH: The names and addresses of the incorporators are:

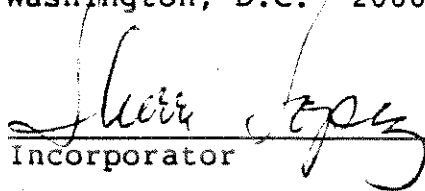
| <u>NAME</u> | <u>ADDRESS</u> |
|--------------|--|
| Sherri Lopez | International Life Sciences Institute 1126 16th Street, N.W. Washington, D.C. 20036 |

Jeffrey P. Altman, Esq.

McKenna & Cuneo
1575 I Street, N.W.
Washington, D.C. 20005

Jacqueline A. Henson, Esq.

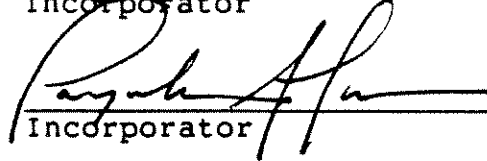
McKenna & Cuneo
1575 I Street, N.W.
Washington, D.C. 20005



Incorporator




Incorporator



Incorporator

District of Columbia:

Subscribed and sworn to before me this 26th day of
August, 1991.



Notary Public

My commission expires June 30, 1992