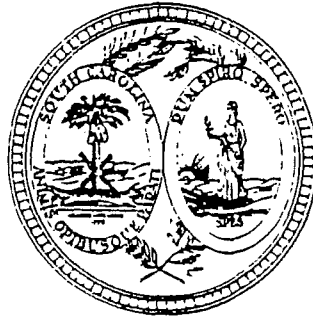


# The State of South Carolina



## Office of Secretary of State Jim Miles Certificate of Incorporation, Nonprofit Corporation

I, Jim Miles, Secretary of State of South Carolina Hereby certify that:

### *DORN RESEARCH INSTITUTE,*

a nonprofit corporation duly organized under the laws of the state of South Carolina on **May 1st, 1997**, and having a perpetual duration unless otherwise indicated below, has as of the date hereof filed a Declaration and Petition for Incorporation of a nonprofit corporation for Religious, Educational, Social, Fraternal, Charitable or other eleemosynary purpose.

Now, therefore, I Jim Miles, Secretary of State, by virtue of the authority in me vested, by Chapter 31, Title 33, Code of 1976 and Acts amendatory thereto, do hereby declare the organization to be a body politic and corporate, with all the rights, powers, privileges and immunities, and subject to all the limitations and liabilities, conferred by Chapter 31, Title 33, Code of 1976 and Acts amendatory thereto.

Given under my Hand and the Great Seal of the State of South Carolina this 5th day of May, 1997.

A handwritten signature in cursive script that reads "Jim Miles".

Jim Miles, Secretary of State

STATE OF SOUTH CAROLINA  
 SECRETARY OF STATE  
 JIM MILES  
 NONPROFIT CORPORATION  
 ARTICLES OF INCORPORATION

FILED  
 MAY 01 1997  
 AM- PM  
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1. The name of the nonprofit corporation is Dorn Research Institute  
 2. The initial registered office of the nonprofit corporation is 6439 Garners Ferry Road  
 Columbia, Richland, SC Street & Number, 29209-1639  
 City, County, State, Zip Code

The name of the registered agent of the nonprofit corporation at that office is Donnie A. Powell, PhD.

3. Check (a), (b), or (c) whichever is applicable. Check only one box..
- a.  The nonprofit corporation is a public benefit corporation.
  - b.  The nonprofit corporation is a religious corporation.
  - c.  The nonprofit corporation is a mutual benefit corporation.

CERTIFIED TO BE A TRUE AND CORRECT COPY  
 AS TAKEN FROM AND COMPARED WITH THE  
 ORIGINAL ON FILE IN THIS OFFICE

4. Check (a) or (b), whichever is applicable:
- a.  This corporation will have members.
  - b.  This corporation will not have members.

MAY 01 1997

Jim Miles  
 SECRETARY OF STATE OF SOUTH CAROLINA

5. The address of the principal office of the nonprofit corporation is 6439 Garners Ferry Road  
 Columbia, Richland, SC Street & Address, 29209-1639  
 City, County, State, Zip Code

6. If this nonprofit corporation is either a public benefit or religious corporation (box a. or b. of ¶ 3. is checked), complete either (a) or (b), whichever is applicable, to describe how the remaining assets of the corporation will be distributed upon dissolution of the corporation.
- a.  Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such asset not so disposed of shall be disposed of by the court of common pleas 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.
  - b.  Upon dissolution of the corporation, consistent with law, the remaining assets of the corporation shall be distributed to:

See Attachment - Article III

7. If the corporation is a mutual benefit corporation (box "c" of ¶ 3. is checked), complete either (a) or (b), whichever is applicable, to describe how the [ remaining ] assets of the corporation will be distributed upon dissolution of the corporation.
- a.  Upon dissolution of the mutual benefit corporation the [ remaining ] assets shall be distributed to its members, or if it has no members, to those persons to whom the corporation holds itself out as benefiting or serving.
  - b.  Upon dissolution of the mutual benefit corporation the [ remaining ] assets, consistent with law, shall be distributed to

N/A

8. The optional provisions which the nonprofit corporation elects to include in the articles of incorporation are as follows (See § 33-31-202(c) of the 1976 South Carolina Code, the applicable comments thereto, and the instructions to this form): See Attachment

ATTACHMENT TO  
Paragraphs 6 and 8  
of the

ARTICLES OF INCORPORATION

ARTICLE I: PURPOSES

This corporation is organized as a nonprofit corporation in accordance with United States Public Law 100-322, Section 204 (as amended), and shall be operated exclusively for scientific, educational, charitable and literary purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Within the scope of the foregoing, the specific pursuit, objective, and principal purpose of this corporation shall be to engage primarily in the conduct of biomedical research, which research shall include the conduct of investigations, experiments, and studies to discover, develop, or verify knowledge relating to the causes, diagnosis, treatment, prevention, or control of physical or mental diseases and impairments of man.

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

No part of the net earnings of the corporation shall inure to the benefit of any individual; no substantial part of the activities of this corporation shall be in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate or intervene in (including the publishing or distributions of statements) any political campaign on behalf of or in opposition to any candidate for public office.

The results and findings of this corporation's activities will be made available to the scientific and general public, on a nondiscriminatory basis, in the form of research communications in recognized journals widely distributed to libraries and the medical community, and other educational activities, scientific lectures and open meetings and conferences.

ARTICLE II: POWERS

Subject to the purposes declared in ARTICLE: I of this ATTACHMENT and any other limitations herein expressed, this corporation shall have the power to do any and all things which a nonprofit corporation may do under the laws of the State of South Carolina; including, but not restricted to the following: to support or contribute

generally to the public welfare through the advancement of science, education and the cultural arts by means of operating, as aforesaid, exclusively for scientific, educational, charitable and/or literary purpose, to accept gifts and grants from, and enter into contracts with, individuals and public and private entities solely to carry out the purposes set forth above, to employ such employees as it considers necessary for such purposes and fix the compensation of such employees.

### ARTICLE III: DISSOLUTION

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to the WILLIAM JENNINGS BRYAN DORN VA Hospital, Columbia, South Carolina. In the event that the aforementioned organization is determined not to be an organization exempt under Section 501(c)(3) of the Internal Revenue Code or corresponding provision of any future federal tax code, then the remaining assets are to be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for charitable, educational and/or scientific purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. Any such assets so disposed shall be disposed by the Court of Common Pleas of the County in which the principal offices 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.

### ARTICLE IV: BOARD OF DIRECTORS

The qualifications of the Board of Directors shall be as set forth in the by-laws. The names and addresses of the initial Directors until the first annual meeting are:

Brian Heckert - Director  
WJB Dorn Veterans Hospital  
6439 Garners Ferry Road  
Columbia, SC 29209-1639

Carol Pillinger, MD - Acting Chief of Staff  
WJB Dorn Veterans Hospita  
6439 Garners Ferry Road I  
Columbia, SC 29209-1639

Donnie A. Powell, PhD. - Acting Associate Chief of Staff for  
Research and Development  
WJB Dorn Veterans Hospital  
6439 Garners Ferry Road I  
Columbia, SC 29209-1639

After the first annual meeting, the number of Directors shall never be less than five (5).

## ARTICLE V: LIABILITY OF DIRECTORS

No director of the Corporation shall have any personal liability to the Corporation for monetary damages, for any breach of fiduciary duty, except to the extent the elimination of personal liability of a director is limited by the provisions of §§ 33-31-202(b) and 33-31-851(d), Code of Laws of South Carolina 1976, as amended.

## ARTICLE VI: INDEMNIFICATION

The Corporation shall indemnify any and all persons who may serve as a Director or officer of the corporation, and their heirs, administrators, successors and assigns against any and all expenses, including amounts paid upon any judgment, counsel fee and amounts paid in settlement before or after suit is commenced, actually and necessarily incurred by such person in connection with the defense or settlement of any claim, action, suit or proceeding, in which they, or any of them are made parties, or which may be asserted against them or any of them by reason of being or having been, Directors or Officers of the Corporation, except in relation to such matters in which such Director or Officer shall be judged to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement or otherwise.

## ARTICLE VII: INTERNAL AFFAIRS

The internal affairs of the Corporation, including provisions governing the election and succession of members of the Board of Directors shall be provided in the by-laws.