



**Articles of Incorporation
of the
Foundation for the National Institutes of Health, Inc.**
(formerly known as the National Foundation for Biomedical Research, Inc.)

A Maryland Non-stock Corporation

Originally adopted on June 26, 1996
Current as of June 28, 1999

The undersigned, being of the age of eighteen years or over, for the purpose of forming a nonstock corporation under the laws of the State of Maryland, hereby certify:

Name of the Corporation

The name of the Corporation is Foundation for the National Institutes of Health, Inc.

Purposes of the Corporation

1. The purpose of the Corporation shall be to support the National Institutes of Health in its mission; to advance collaboration with biomedical researchers from universities, industry, and nonprofit organizations pursuant to section 499 of the Public Health Service Act, 42 U.S.C. §290b, (the “Act”); and to engage in activities including but not limited to, the following:
 - a. A program to provide and administer fellowships and grants to research personnel in order to work and study in association-with the National Institutes of Health, and the conduct of other activities to carry out and support this purpose.
 - b. Programs to provide for scientists of other countries to serve in research capacities in the United States in association with the National Institutes of Health or elsewhere, or opportunities for employees of the National Institutes of Health or other public health officials in the United States to serve in such capacities in other countries, or both.
 - c. Programs to provide for the conduct and support of studies, projects, and research, which may include stipends, travel and other support for personnel in collaboration with national and international non-profit and for-profit organizations.
 - d. Programs to provide for the conduct and support of forums, meetings, conferences, courses, and training workshops that may include undergraduate, graduate, and post-doctoral accredited courses and the maintenance of accreditation of such courses by the Foundation at the state and national level for college or continuing education credits or for degrees.
 - e. Programs to support and encourage teachers and students of science at all levels of education and programs for the general public which promote the understanding of science.

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- f. Programs for writing, editing, printing, publishing, and vending of books and other materials.
 - g. A program to provide and administer endowed positions that are associated with the research program of the National Institutes of Health.
 - h. Programs for the conduct of other activities to carry out and support the purpose of the Corporation.
2. Upon dissolution of the Corporation or the winding up of its affairs, the Board of Directors shall, after providing for the payment of liabilities and necessary expenses of the Corporation and subject to the equitable proceeding established by 16 Ann. Code of Maryland §127, distribute all of the remaining assets of the Corporation to one or more of the gift funds of the National Institutes of Health or to another organization exempt under section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended from time to time, (the “Code”) as the Board of Directors may determine.
3. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation).
4. No substantial part (within the meaning and for the purposes of sections 501(c)(3) and 501(h) of the Code) of the activities of the Corporation shall consist of attempting to influence legislation by propaganda or otherwise. Nor shall the Corporation directly or indirectly participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.
5. Notwithstanding any other provision of these Articles of Incorporation, the Corporation is organized exclusively for charitable, scientific, and educational purposes as specified in section 501(c)(3) of the Code and Section 499 of the Public Health Service Act, 42 U.S.C. §290b(g) and shall not carry on any activities not permitted to be carried on
 - a. by a corporation exempt from federal income tax under section 501(c)(3) of the Code or
 - b. by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

Resident Agent and Principal Office

1. The address of the Corporation’s resident office in the State of Maryland is 32 South Street, Baltimore, Maryland 21202.¹ The name of its resident agent at such address is The Corporation Trust Incorporated.
2. The address of the principal office of the Corporation is 1 Cloister Court, Bethesda, Maryland 20814-1460.²

Membership

The Corporation shall have no authority to issue capital stock.

¹ The resident office is now located at 2405 York Road, Suite 201, Lutherville-Timonium, Maryland 21093.

² The principal office is now located at 11400 Rockville Pike, Suite 600, North Bethesda, Maryland 20852.

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Board of Directors

The number of directors of the Corporation shall be six, which number may be increased pursuant to the by-laws of the Corporation. The names of the initial directors whose terms of offices shall be provided in the bylaws of the Corporation are Dr. Mary Ellen Avery, Dr. Paul Berg, Mrs. William McCormick Blair, Jr., Dr. Franklyn G. Jennifer, Dr. Solomon Snyder and Dr. Patrick Walsh. Dr. Paul Berg will serve as the Acting Chair of the Board until his successor is duly elected by the Board of Directors and qualifies.

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Articles of Incorporation in the manner now or hereafter prescribed by statute.

IN WITNESS WHEREOF, I have signed these Articles and acknowledge the same to be my act.

/ George J. Galasso /
George J. Galasso