

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, January 17, 2002

This is to Certify that the certificate of incorporation of

Gibbs Society Of Biological Thermodynamics, Inc.

was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business. Effective date: January 17, 2002



State Corporation Commission

Attest:

Joel H. Beck

Clerk of the Commission

Articles Of Incorporation

Of

Gibbs Society Of Biological Thermodynamics, Inc.

The undersigned desires to establish a nonstock corporation under the provisions and subject to the requirements of law for such cases made and provided, and by these Articles of Incorporation sets forth the following:

1. The name of the corporation is to be Gibbs Society Of Biological Thermodynamics, Inc.

2. The corporation is organized exclusively for educational and scientific purposes, including for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

3. The corporation is to have one class of members, consisting of scientists who share that stated purpose of the corporation and who have educational, research or practical experience in biological thermodynamics. Members shall have no voting rights.

4. With respect to its membership, its directors, its officers and its business, the corporation does not condone or allow discrimination on any basis, including but not limited to, race, creed, color, national origin, gender or sexual preference.

5. Directors shall serve for a one year term and they may succeed themselves. Directors shall be appointed by the existing board of directors at the annual meeting of directors. The number of directors and their qualifications shall be set forth in the by-laws of the corporation.

6. 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 Section 501(c)(3) purposes. 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 (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

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 Internal Revenue Code (or 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 Internal Revenue Code (or corresponding section of any future Federal tax code).

7. Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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.

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed

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to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

8. The address of the initial registered office of the corporation shall be 703 East Jefferson Street, Charlottesville, Virginia 22902, said office being located in the City of Charlottesville, Virginia, and the name of the registered agent at such address will be Ralph E. Main, Jr., who is a resident of the Commonwealth of Virginia, a member of the Virginia State Bar, and whose business address is the same as the address of the registered office.

Witness the following signature and seal this 26th day of December, 2001.

Incorporator