

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents constituting the charter of Malaria Consortium US on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
March 19, 2009*

Joel H. Peck
Joel H. Peck, Clerk of the Commission

ARTICLES OF INCORPORATION
OF
MALARIA CONSORTIUM US, INC.

The undersigned, pursuant to Chapter 10, Title 13-1 of the Code of Virginia, 1950, known as the "Virginia Non Stock Corporation Act," hereby executes the following Articles of Incorporation and sets forth the following:

ARTICLE I

The name of the corporation is Malaria Consortium US (the "Corporation").

ARTICLE II

The Corporation is organized and shall be operated exclusively for health, charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), which shall be limited to providing the relief of sickness worldwide among poor people suffering from disease, including particularly malaria, and the protection of health of poor people at risk of contracting such diseases.

In furtherance of these purposes, the Corporation may exercise any powers conferred upon corporations formed under Virginia law as may be necessary or convenient in order to accomplish the above-described purposes, including, but not limited to, the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated, or any other thing of value.

ARTICLE III

The period of the Corporation's duration is perpetual.

ARTICLE IV

The Corporation shall not have members, and shall not issue any capital stock.

ARTICLE V

The initial Board of Directors will be chosen by the Incorporator and thereafter, the Board of Directors shall be chosen by their sister organization, Malaria Consortium, a UK public charity or in the absence of such appointment shall be by the existing Board of Directors. The terms of the Board of Directors shall be as provided in the Bylaws.

ARTICLE VI

The private property of the officers and directors of the Corporation shall not be subject to payment of debts of the Corporation to any extent whatever.

ARTICLE VII

The registered office is located in Fairfax County at 3110 Fairview Park Drive, Suite 1400, Falls Church, VA 22042.

ARTICLE VIII

The name of the initial Registered agent is: Benton Burroughs, Jr. He is a Virginia resident and a Member of the Virginia State Bar. His business address is 3110 Fairview Park Drive, Suite 1400, Falls Church, Virginia.

ARTICLE IX

Except as provided in these Articles of Incorporation, the internal affairs of the Corporation shall be regulated and determined as provided in the Bylaws.

ARTICLE X

At all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of the Corporation (voluntary or involuntary or by operation of law), or any other provisions hereof:

10.1 The Corporation shall not engage in any activities that are unlawful under the laws of the United States, the Commonwealth of Virginia or any other jurisdiction where any of its activities are carried on.

10.2 The Corporation shall not be organized or operated for purposes that are not exclusively health, charitable or educational within the meaning of Section 501(c)(3) of the Code.

10.3 The Corporation shall not be operated for the primary purpose of carrying on a trade or business for profit within the meaning of Section 501(c)(3) of the Code.

10.4 The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to an extent that would disqualify it for tax exemption under Section 501(c)(3) of the Code by reason of attempting to influence legislation. Nor shall the Corporation, directly or indirectly, participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

10.5 No solicitation of contributions to the Corporation shall be made, and no gift, bequest or devise to the Corporation shall be accepted, upon any condition or limitation that would pose a substantial risk of causing the Corporation to lose its federal income tax exemption.

10.6 No part of the net earnings, current or accumulated, of the Corporation shall ever inure to the benefit of any private shareholder or individual within the meaning of Section 501(c)(3) of the Code.

ARTICLE XI

During such periods (if any) as the Corporation is determined to be a private foundation under Section 509 of the Code:

11.1 The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

11.2 The corporation shall not engage in any act of self-dealing in such manner as to subject it to tax under Section 4941 of the Code.

11.3 The corporation shall not retain any excess business holdings in such manner as to subject it to tax under Section 4943 of the Code.

11.4 The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

11.5 The corporation shall not make any taxable expenditures in such manner as to subject it to tax under Section 4945 of the Code.

ARTICLE XII

Upon the termination, dissolution or winding up of the Corporation in any manner or for any reason, voluntary or involuntary, its assets, if any, remaining after the payment or provision for payment of all liabilities of the Corporation shall be distributed to a Section 501(c)(3) organization, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or distributed to one or more federal, state or local governmental entities for public purposes, as determined by the Board of Directors.

ARTICLE XIII

LIMIT ON LIABILITY AND INDEMNIFICATION

13.1 Definitions. For purposes of this Article the following definitions shall apply:

(a) "Expenses" include counsel fees, expert witness fees, and costs of investigation, litigation and appeal, as well as any amounts expended in asserting a claim for indemnification;

(b) "Liability" means the obligation to pay a judgment, settlement, penalty, fine, or other such obligation, including, without limitation, any excise tax assessed with respect to an employee benefit plan;

(c) "Legal entity" means a corporation, partnership, a limited liability company, joint venture, trust, employee benefit plan or other enterprise;

(d) "Predecessor entity" means a legal entity the existence of which ceased upon its acquisition by the Corporation in a merger or otherwise; and

(e) "Proceeding" means any threatened, pending, or completed action, suit, proceeding or appeal whether civil, criminal, administrative or investigative and whether formal or informal.

13.2 Limit on Liability. In every instance in which the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers of the Corporation to the Corporation or its members, their liability shall be so limited.

13.3 Indemnification of Directors and Officers. The Corporation shall indemnify any individual who is, was or is threatened to be made a party to a proceeding (including a proceeding by or in the right of the Corporation or by or on behalf of its Members) because such individual is or was a director or officer of the Corporation or because such individual is or was serving the Corporation, or any other legal entity in any capacity at the request of the Corporation while a director or officer of the Corporation, against all liabilities and reasonable expenses incurred in the proceeding except as otherwise provided in this Section 13.3. Service as a director or officer of a legal entity controlled by the Corporation shall be deemed service at the request of the Corporation. The determination that indemnification under this Section 13.3 is permissible and the evaluation as to the reasonableness of expenses in a specific case shall be made as provided by law; provided, however, that if a majority of the directors of the Corporation has changed after the date of the alleged conduct giving rise to a claim for indemnification, such determination and evaluation shall, at the option of the person claiming indemnification, be made by special legal counsel agreed upon by the Board of Directors and such person. Unless a determination has been made that indemnification is not permissible, the Corporation shall make advances and reimbursements for expenses incurred by a director or officer in a proceeding upon receipt of an undertaking from such director or officer to repay the same if it is ultimately determined that such director or officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the director or officer and shall be accepted without reference to such director's or officer's ability to make repayment. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that a director or officer acted in such a manner as to make such director or officer ineligible for indemnification. The Corporation is authorized to contract in advance to indemnify and make advances and reimbursements for expenses to any of its directors or officers to the same extent provided in this Section 13.3.

a. The indemnification under this Section 13.3 includes amounts paid or incurred in connection with reasonable settlements if made with a view to the curtailment of the costs of litigation.

b. This indemnification includes amounts paid or incurred in connection with acts of negligence, whether liability on the part of the director or officer exists as to the Corporation, its directors, officers, agents or employees or as to third parties, including creditors.

c. This indemnification also extends to any criminal action, suit, investigation or proceeding, provided that the same shall be dismissed against such director or officer or that he or she shall have been found not guilty. Such indemnification likewise extends to a criminal action, suit, investigation or proceeding that is terminated by a plea of *nolo contendere*, or its equivalent, to a charge of misdemeanor, provided that the conduct complained of on the part of the director or officer was done in good faith and with the belief that it was in the best interest of the Corporation and on the reasonable assumption of its legality.

d. No reimbursement or indemnification under this Section 13.3 shall relate to any liability or expense incurred in connection with any matter as to which the director or officer has been adjudged to be liable for gross negligence or willful misconduct in the performance of his or her duty to the Corporation, exclusive of issues or matters not related to the conduct on which the judgment was based, unless and only to the extent that the court in which the action or suit was brought shall determine that despite such adjudication of liability and in view of all the circumstances of the case, the director or officer is fairly and reasonably entitled to indemnification for those expenses that the court shall deem proper.

13.4 Indemnification of Others. The Corporation may, to a lesser extent or to the same extent that it is required to provide indemnification and make advances and reimbursements for expenses to persons pursuant to Section 13.3, provide indemnification and make advances and reimbursements for expenses to its employees and agents, the employees and agents of its subsidiaries and predecessor entities, and any person serving any other legal entity in any capacity at the request of the Corporation, and may contract in advance to do so. The determination that indemnification under this Section 13.4 is permissible, the authorization of such indemnification and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the Board of Directors, which action may be taken before or after a claim for indemnification is made, or as otherwise provided by law. No person's rights under Section 13.3 of this Article XIII shall be limited by the provisions of this Section 13.4.

13.5 Miscellaneous. The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors and administrators. Special legal counsel selected to make determinations under this Article may be counsel for the Corporation. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Corporation and indemnification under policies of insurance purchased and maintained by the Corporation or others. However, no person shall be entitled to indemnification by the Corporation to the extent such person is indemnified by another, including an insurer. The Corporation is authorized to purchase and maintain insurance against any liability it may have under this Article or to protect any of the persons named above against any liability arising from their service to the Corporation or any other legal

entity at the request of the Corporation regardless of the Corporation's power to indemnify against such liability. The provisions of this Article XIII shall not be deemed to preclude the Corporation from entering into contracts otherwise permitted by law with any individuals or legal entities, including those named above. If any provision of this Article XIII or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of this Article, and to this end the provisions of this Article are severable. No indemnification shall be made under this Article XIII if such indemnification would result in any liability for tax under chapter 42 of the Code.

13.6 Amendments. No amendment, modification or repeal of this Article shall diminish the rights provided hereunder to any person arising from conduct or events occurring before the adoption of such amendment, modification or repeal.

ARTICLE XIV INTERNAL REVENUE CODE

All references contained in these Articles of Incorporation to the Internal Revenue Code of 1986, or to the "Code," shall be deemed to refer to the Internal Revenue Code of 1986 and to the Regulations established pursuant thereto as they now exist or as they may hereafter be amended. Any reference contained in these Articles of Incorporation to a specific section or chapter of the Code shall be deemed to refer to such section or chapter and the Regulations established pursuant thereto as they now exist or as they may hereafter be amended, and to any corresponding provision of any future United States Internal Revenue law and any Regulations established pursuant thereto.

Dated: March 3, 2009

By: Benton Burroughs Jr.
Benton Burroughs Jr., Incorporator

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, MARCH 12, 2009

The State Corporation Commission has found the accompanying articles submitted on behalf of
Malaria Consortium US

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it
is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of
the Commission, effective March 12, 2009.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink, reading "Judith William Jagdmann". The signature is written in a cursive style with a large initial "J".

Commissioner

BY-LAWS
OF
MALARIA CONSORTIUM US, INC.

ARTICLE I. - ORGANIZATION

1. The name of this Corporation shall be Malaria Consortium US, Inc.
2. The Corporation shall have a seal which shall be in the following form:

ARTICLE II. - PURPOSES

The following are the purposes for which this corporation has been organized:

1. The purposes for which the corporation shall be limited to providing the relief of sickness worldwide among poor people suffering disease, including particularly malaria, and the protection of health of the poor people at risk of contracting such diseases. Notwithstanding any other provisions of these articles, the purposes for which the corporation is organized are exclusively religious, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or the corresponding provision of any future United States Internal Revenue law.

2. Notwithstanding any other provisions of these articles, the purposes for which the corporation is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or the corresponding provision of any future United States Internal Revenue law.

3. Notwithstanding any other provisions of these articles, this Corporation 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 Code or the corresponding provision of any future United States Internal Revenue law.

4. 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 Code or the corresponding provision 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 assets not so disposed of shall be disposed of through the courts of the county or city in which the principal office of the corporation is then located, exclusively for such purposes or to organizations, as said courts shall determine, which are organized and operated for such purposes.

ARTICLE III. – DEFINITION OF TERMS

Unless otherwise stated in these Bylaws, all of the terms used in these Bylaws which are defined in Section 13.1-803 of the Code shall be deemed to have the meaning set forth in such Section of the Code.

ARTICLE IV. – ADOPTION

In accordance with Section 13.1-822 of the Code, these Bylaws shall become effective upon ratification, approval and formal adoption by the Board of Directors of the Corporation at its organizational meeting or any subsequent meeting.

ARTICLE V. – OFFICES AND REGISTERED AGENT

- A. Offices. The Corporation shall maintain continuously in the Commonwealth of Virginia a registered office at such place as may be designated by the Board of Directors (the “Board”) or the President. The principal office of the Corporation and such other offices as it may establish shall be located at such place(s), either within or without the Commonwealth of Virginia, as may be designated by the Board.
- B. Agent. The Corporation shall maintain continuously within the Commonwealth of Virginia a registered agent, which agent shall be designated by the Board of Directors or the President.
- C. Changes. Any change in the registered office or registered agent of the Corporation shall be accomplished in compliance with the existing Virginia law and as provided by these Bylaws.

ARTICLE VI. – BOARD OF DIRECTORS

- A. General Powers and Duties. The affairs and property of the Corporation shall be managed, controlled and directed by a Board of Directors. The Board shall have, and may exercise, any and all powers provided in the Articles of Incorporation or the Virginia law which are necessary or convenient to carry out the purposes of the Corporation.
- B. Composition of the Board. The business of this Corporation shall be managed by a Board of Directors consisting of a minimum of two members with the ability to increase the Board of Directors to no more than five members together with the officers of this Corporation.
- C. Annual Election. The directors to be chosen for the ensuing year shall be chosen at the Annual Meeting of this Corporation in the same manner and style as the officers of this Corporation and they shall serve for a term of one year.
- D. Operation of the Board of Directors.
 - 1. The Board of Directors shall have the control and management of the affairs and business of this Corporation. Such Board of Directors shall only act in the name of the Corporation when it shall be regularly convened by its Chairman after due notice of such meeting to all directors.

2. Two of the members of the Board of Directors shall constitute a quorum unless there are more than three then three will constitute a quorum and the meetings of the Board of Directors shall be held regularly and shall at such time and places as the Chairman designates, but must have at least two meetings per twelve months.

3. Each director shall have one vote and such voting may not be done by proxy.

4. The Board of Directors may make such rules and regulations covering its meetings as it may at its discretion determine necessary.

5. Vacancies on the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

6. The President of the Corporation by virtue of the office shall be Chairperson of the Board of Directors. The Board of Directors shall select a secretary from one of their number.

7. A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules as it may in its discretion consider necessary for the best interests of the Corporation for this hearing.

8. By resolution of the Board of Directors a fixed sum for expenses of attendance may be allowed for attendance at each regular or special meeting of the Board.

ARTICLE VII. – OFFICERS

A. Designations. The Officers of the Corporation shall be a President, a Secretary, a Treasurer and such other Officers as may from time-to-time be deemed advisable by the Board. Any two or more offices may be held by the same individual.

B. Term. All of the Officers of the Corporation shall hold their offices for such terms, as shall be determined from time-to-time by the Board of Directors and shall exercise such powers, perform such other duties and receive such compensation as shall be determined from time-to-time by the Board.

C. Successor. The Officers of the Corporation shall hold office until their successors are chosen and qualified. Subject to the requirements with respect to the President, any Officer of the Corporation may be removed with or without cause, at any time by a majority of the Directors in office. Subject to the requirements with respect to the President, any vacancy occurring in any Office of the Corporation may be filled by the Board.

D. Authority for Contracts. The President, Secretary, Treasurer and such other Officers as may be authorized by the Board may enter into and execute on behalf of the Corporation contracts, leases, debt obligations and all other forms of agreements or instruments, whether under seal or otherwise, permitted by law, the Articles of Incorporation and these Bylaws, except where such documents are required by law to be otherwise signed and executed or where the signing and execution thereof shall be exclusively delegated to some other Officer or agent of the Corporation.

E. Officer Duties and Power. The duties and powers of the Officers of the Corporation shall be as provided in these Bylaws or as provided pursuant to these Bylaws or (except to the extent they are inconsistent with these Bylaws or with any provision made pursuant hereto) shall be those customarily exercised by corporate officers holding such offices.

F. The President. The President shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with any policies and directives approved by the Board of Directors. The President shall have the power to change the registered agent and registered office of the Corporation.

G. The Secretary. The Secretary shall be responsible for keeping an accurate record of the proceedings of all meetings of the Board and such other actions of the Corporation as the Board shall direct. He or she shall give or cause to be given all notices in accordance with these Bylaws or as required by law and, in general, perform all duties customary to the office of secretary. The Secretary shall have custody of the seal of the Corporation, and he or she, or an Assistant Secretary, shall have the authority to affix the same to any instrument requiring it. When so affixed, it may be attested by his or her signature or by the signature of such Assistant Secretary. The Board may give authority to any Officer to affix the seal of the Corporation and to attest the affixing by his or her signature.

H. The Treasurer.

1. The Treasurer shall perform all duties customary to that office, shall have the custody of and be responsible for all corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in the books of the Corporation. He or she shall deposit or cause to be deposited all monies or other valuable effects in the name of the Corporation in such depositories as shall be selected by the Board of Directors.

2. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors or its delegate, taking proper vouchers for such disbursements, and shall render an account of all his or her transactions as Treasurer and of the financial condition of the Corporation to the President and the Board of Directors at its regular meetings or when the Board of Directors so requires.

3. Officers shall serve with such compensation, if any, as is agreed upon by the Board and which is not inconsistent with compensation as allowed under Section 4941 of the Code or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VIII. – COMMITTEES

The Board of Directors may appoint such committees as it may from time to time deem advisable. Such committees shall have such powers as the Board determines, except to amend the By-Laws or to fill vacancies on the Board.

ARTICLE IX. – CONTRACTS, CHECKS, BANK ACCOUNTS, INVESTMENTS, ETC.

1. The Board is authorized to select such depositories as it shall deem proper for the funds of the Corporation and shall determine who shall be authorized on the Corporation's behalf

to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents, provided that unless so authorized by the Board no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or agreement, to pledge its credit, or to render it liable for any purpose or amount.

2. The funds of this Corporation may be trained in the whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds, or other securities, as the Board in its uncontrolled discretion may deem desirable, provided, however, that no investments shall be made in such manner as to subject the Corporation to tax under Section 4944 of the Code,

3. No loans shall be made by the Corporation to its directors or officers.

ARTICLE X. – OFFICE AND BOOKS

1. The initial principal office of the Corporation shall be at _____
_____. The Corporation may also have offices at such other places within or without the United States as the Board of Directors may from time to time determine.

2. There shall be kept at the principal office of the Corporation correct books of account of the activities and transactions of the Corporation, including a Minute book which shall contain a copy of the Certificate of Incorporation, a copy of these By-Laws, and all Minutes of the Board. The Board may provide for periodic audits of the books of account by such independent public accountants as it selects.

ARTICLE XI. – WAIVER OF NOTICE

Whenever any notice is required to be given to any director under the provisions of the Certificate of Incorporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Presence without objection also waives notice.

ARTICLE XII. – ACTION BY DIRECTORS WITHOUT A MEETING

Any action required to be taken at a meeting of the directors, or any action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting for the action so taken, shall be signed by all directors. Such consent shall have the same force and effect as a unanimous vote of the directors.

ARTICLE XIII. – FISCAL YEAR

The Fiscal Year of the Corporation shall commence on January 1 of each year and end on December 31 of the same year.

ARTICLE XIV. – PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No director, officer, employee, or person connected with the Corporation, or member of any advisory committee or panel, or any other private individual shall receive at any time any of the

net earnings or pecuniary profit from the operations of the Corporation; provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in furtherance of any of its purposes as shall be fixed by the Board. No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All directors of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation then remaining in the hands of the Board shall be distributed, transferred, conveyed, delivered, and paid over to such eleemosynary institutions (i) which are organized and operated for purposes substantially similar to those of the Corporation, and (ii) which qualify as exempt organizations within Section 501(c)(3) of the Code and upon such terms and conditions and in such amounts and proportions as the Board may impose and determine, to be used by such eleemosynary institutions receiving the same for such similar or kindred purposes as are set forth in the Certificate of Incorporation of the Corporation and any and all amendments thereto.

ARTICLE XV. – AMENDMENTS

1. These By-Laws may be altered, amended or repealed (except as hereinafter provided in Paragraph 2 of this Article) at any regular or special meeting of the Board by the affirmative vote of two-thirds (2/3) of the directors voting at a meeting at which a quorum is present.

2. The directors shall not have the power to alter or amend the By-Laws in such manner as to permit any director, officer, agent or employee of the Corporation ever to receive any compensation or any pecuniary profit from the operations of the Corporation (except reasonable compensation for services actually rendered to the Corporation and reimbursement of expenditures incurred in effecting one or more of its purposes), to receive any part of the activities or assets of the Corporation upon its dissolution or termination, or to permit any part of the activities of the Corporation to consist of carrying on propaganda or otherwise attempting to influence legislation.

3. The Certificate of Incorporation of the Corporation may be altered, amended or repealed by the affirmative vote of the entire Board. No amendment, alteration or repeal shall be effected which would result in the denial of tax-exempted status as a public charity under Section 501 (c)(3) of the Code and the regulations thereunder.

EXHIBIT B
TO
WRITTEN CONSENT IN LIEU OF THE
ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS
OF
MALARIA CONSORTIUM US, INC.

BYLAWS