

**ARTICLES OF INCORPORATION OF  
SPONSOR A CURE FOUNDATION, INC.**

**ARTICLE I**

The name of this corporation is Sponsor a Cure Foundation, Inc.

**ARTICLE II**

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law of California for charitable purposes.

The purpose of the corporation shall be:

(a) To establish a Foundation organized exclusively for charitable, educational, and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal code.

(b) To support innovative biomedical research for the purpose of developing novel treatments for human disease.

(c) To exercise all other legal powers permitted a Nonprofit Corporation.

**ARTICLE III**

The name and address in the State of California of this corporation's initial agent for service of process is: Deron R. Herr, 861 Loring St., San Diego, California 92109.

**ARTICLE IV**

The corporation shall have no members or capital stock.

The corporation shall have a board of directors, in which board there shall be vested all of the power and authority to supervise, control, direct and manage the property, affairs and activities of the corporation. The rights, powers, and privileges of the directors shall be fixed in the Bylaws. The Bylaws of the corporation may, from time to time, be altered, amended, suspended or repealed, or new Bylaws may be adopted, by resolution adopted by a majority of the directors present at a meeting at which a quorum is present, so long as not inconsistent with the provisions of these Articles.

The first board of directors shall consist of five (5) persons, who shall be vested with the power and authority to adopt the initial Bylaws of the corporation, and who shall hold office until their successors are duly elected and have commenced their terms of office, all as provided in the Bylaws. The number of members of the board of directors shall be fixed by the Bylaws, as amended from time to time, and at any time after the adoption of the initial Bylaws, the number of directors may be increased, from time to time, by amendment to the Bylaws, but in no event shall the number of directors be less than five (5). Directors shall

be elected in the manner and for the terms provided in the Bylaws of the corporation.

## **ARTICLE V**

A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation 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), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

B. The activities of the corporation shall be limited as follows:

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 the purposes set forth in this Article. 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 the 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 the corresponding section of any future federal tax code.

(b) The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(c) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(d) The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(e) The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(f) The corporation will not make any taxable expenditures as defined in section 4945 (d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE VI**

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Dated: \_\_\_\_\_

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

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Deron R. Herr, Incorporator