

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

100649

BUSINESS CORPORATION
ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7- 1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is: **EpiVax, Inc.**
(This is a close corporation organized pursuant to Sec. 7-1.1-51 of the General Laws, 1956, as amended)(strike if inapplicable)

2. The period of its duration is (if perpetual, so state): **perpetual.**

3. The specific purpose or purposes for which the corporation is organized are: **To engage in the business of developing vaccine and therapeutic drug candidates and related research and development and for any other lawful purpose or purposes for which a corporation may be formed under Rhode Island General Laws, (1956), as amended, Title 7, Chapter 1.1. The corporation shall have power:**

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.
- (b) To sue and be sued, complain and defend, in its corporate name.
- (c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, whenever situated.
- (e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money and to use its credit to assist its employees.
- (g) To purchase, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.
- (k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- (l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the law of this state, for the administration and regulation of the affairs of the corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the board of directors shall find will be in aid of government authority.
- (o) To pay pensions and establish pension plans, pension trust, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.
- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.
- (q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.
- (r) To have and exercise all powers necessary or convenient to effect its purposes.

4. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* The total number of shares is **Eight Thousand** (If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.): **Common Stock- All Shares are without par value.**

or

(b) *If more than one class:* Total number of shares **N/A** (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each class, and/or (B) the number of such shares that are to be without par value and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting- rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof

that may be desired but which shall not be fixed by the articles.) N/A

5. Provisions (if any) dealing with the preemptive right of shareholders pursuant to Sec. 7-1.1-24 of the General Laws, 1956, as amended: The preemptive rights set forth in Rhode Island General Laws, 1956, as amended, Section 7-1.1-24 are denied to the Stockholders.

6. Provisions (if any) for the regulations of the internal affairs of the corporation:

(a) Action by the stockholders pursuant to Rhode Island General Laws, (1956), as amended, Section 7-1.1-30.0(b) is hereby authorized.

(b) No director or stockholder undertaking to exercise the responsibilities of a director shall have personal liability to the corporation or to its stockholders for monetary damages for breach of such director or person undertaking to exercise the responsibilities of a director; provided that this provision shall not eliminate or limit the liability of such director or stockholder; (i) for any breach of such director's or stockholder's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) the liability imposed pursuant to the provisions of Rhode Island General Laws Sec. 7-1.1-43; or (iv) for any transaction from which such director or stockholder derived an improper personal benefit (unless said transaction is permitted by Rhode Island General Laws Sec. 7-1.1-37.1)

7. The address of the initial registered office of the corporation is 170 Westminster Street, 10th Floor, Providence, RI 02903 and the name of its initial registered agent at such address is: Frederick W. Stolle.

8. The number of directors constituting the initial board of directors of the corporation is 1 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: (If this is a close corporation pursuant to Sec. 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the name(s) and addresses) of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

TITLE	NAME	ADDRESS
Director	Frederick W. Stolle	170 Westminster Street 10th Fl. Providence RI 02903

9. The name and address of each incorporator is:

NAME	ADDRESS
Frederick W. Stolle	170 Westminster Street, 10 th Fl., Providence, RI 02903

10. Date when corporate existence to begin: Immediately (not more than 30 days after filing of these articles of incorporation):

Dated - May 18, 1998


Frederick W. Stolle

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In the City of Providence on this 18 day of March AD 1998 then personally appeared before me Frederick W. Stolle known to me by me to be the party(ies) executing the foregoing instrument, and he/she/they acknowledged said instrument by him/her/they subscribed to be his/her/their free act and deed.


Notary Public Anna Page Oben
My Commission Expires 12.4.01

FILED

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