

ARTICLES OF INCORPORATION  
OF  
THE FOUNDATION FOR SAVING LIFE, INC .

The undersigned Incorporator of a nonprofit corporation under these Articles of Incorporation for the purpose of forming and does hereby form a nonprofit corporation under the laws of the Kentucky Nonprofit Corporation Act, KRS 273.161 et seq., with all the rights, privileges and immunities of a corporation organized for charitable purposes within the meaning Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") in accordance with the following provisions.

ARTICLE I

Name

The name of the corporation is the Foundation for Saving Life, a nonprofit corporation (the "Corporation").

ARTICLE II

Duration

The Corporation shall have perpetual existence.

ARTICLE III

Purposes and Powers

The purposes for which the Corporation is formed, the business and objects to be carried on and promoted by it, and the powers granted to it, are as follows:

A. The Corporation is organized exclusively as an educational, scientific research, charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Subject to and within the limits of such purpose, the Corporation is organized to undertake all, or any combination, of the following: (i) education of the public regarding embryonic stem cell alternatives, (ii) sponsoring and promoting research into embryonic stem cell alternatives and into the production of biomedical research reagents that are produced in adherence to the highest standards that respect the sanctity of human life, particularly focused on Christian Universities, (iii) and biomedical reagent production and non-embryonic stem cell generation taking into consideration the totality of the sanctity of life issues including; human trafficking, prisoner's rights, immigrant rights, and human fetal and embryonic respect. and (v) responding fully to the call of Dignitas Personae by actively seeking, promoting, and facilitating the discovery and distribution of biomedical reagents that replace the need for morally illicit human materials, and by developing clinical therapies that comply with a sanctity of life moral outlook. In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations by the Kentucky Nonprofit Corporation Act, KRS 273.161 et seq.; provided, however, the Corporation shall not have or exercise any power prohibited by the provisions of Paragraph B of this Article II. Notwithstanding any other provision of these Articles, the purposes of the Corporation shall be limited exclusively to exempt purposes within the meaning of Section 501(c)(3) of the Code

B. Any other provision of these Articles to the contrary notwithstanding: [i] the Corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends; [ii] no part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual, except that the Corporation is 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 II; [iii] the Corporation shall not carry on any activities denied to a corporation described in Section 501(c)(3) of the Code.

C. Any other provisions of these Articles to the contrary notwithstanding, the Corporation shall, if the following provisions of law are ever applicable to it: [i] distribute its income for each fiscal year at such time and in such manner as not to be subject to the tax under Section 4942 of the Code; [ii] not engage in any act of self-dealing as defined in Section 4942(d) of the Code; [iii] not retain any excess business holdings as defined in Section 4943(c) of the Code of 1954, [iv] not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and [v] not make any taxable expenditures as defined in Section 4945(d) of the Code.

#### ARTICLE IV

##### Registered Office and Resident Agent

The street address of the initial registered office and principal office of the Corporation is 201 E. Main Street, Lexington, Kentucky 40507.

The name of the initial registered agent at that address is Jack Crawford.

#### ARTICLE V

##### Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) Directors. The number of Directors in excess of three (3) shall be fixed as provided by the Corporation's Bylaws. In addition, the Bylaws shall provide the classes, if any, the term of office, method of election, removal procedures and other matters pertaining or relating to the duties and office of Directors.

The Directors constituting the initial Board of Directors are as follows:

Eric Ostertag, M.D., Ph.D.  
201 W. Second St.  
Lexington, KY 40507

Jack Crawford  
626 Pasadena Dr.  
Lexington, KY 40503

Theresa Deisher, Ph.D.  
3510 NE 41<sup>st</sup> Street  
Seattle, WA 98105

## ARTICLE VI

### Membership

There shall be no members of the Corporation except as may be provided by the Corporation's Bylaws.

## ARTICLE VII

### Limitation on Director Liability

No Director shall be personally liable to the Corporation for monetary damages for breach of his or her duties as a Director except for liability:

For any transaction in which the Director's personal financial interest is in conflict with the financial interests of the Corporation;

For acts or omissions not in good faith or which involve intentional misconduct or are known to the Director to be a violation of law; or

For any transaction from which the Director derives an improper personal benefit.

If the Kentucky Revised Statutes are amended after approval of this Article to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Kentucky Revised Statutes, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

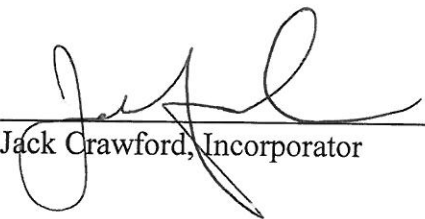
## ARTICLE VIII

### Dissolution

Dissolution shall be accomplished in accordance with Chapter 273 of the Kentucky Revised Statutes or its successor.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of, all liabilities of the Corporation, dispose of all corporate assets to such organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or its successor, as the Board of Directors shall determine. Any such

assets not disposed of by the Board of Directors shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall, at that time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or its successor.



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Jack Crawford, Incorporator