

**Amendment to Articles of Incorporation of Center for Disease Analysis
Foundation, Inc.
(doing business as CDA Foundation)**

This amendment is to the articles of incorporation of Center for Disease Analysis Foundation, Inc. originally filed with the State of Colorado on April 12, 2013, and amendments filed with the State of Colorado since that date.

The undersigned, a majority of who are citizens of the United States and natural persons of the age twenty-one years or more, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation (which hereinafter referred to as the "Corporation") shall be Center for Disease Analysis Foundation, Inc. doing business as the CDA Foundation.

ARTICLE II

DURATION

The period of Corporation's duration is perpetual.

ARTICLE III

REGISTERED OFFICE

The place in this state where the principal office of the Corporation is to be located is the City of Lafayette, Boulder County.

1120 W South Boulder Rd
Suite 102
Lafayette, CO 80026-8952

ARTICLE IV

MEMBERSHIP

The Corporation shall not have members.

ARTICLE V
REGISTERED AGENT

The name and street address of the registered agent of the Corporation in the state of Colorado at the registered office is:

Homaune (“Homie”) A. Razavi
1120 W South Boulder Rd, Suite 102
Lafayette, CO 80026-8952

The registered agent is a resident of the state of Colorado whose office is identical with the registered office.

ARTICLE VI
PURPOSE & POWERS

Corporation is a private foundation organized exclusively for charitable, educational, and scientific purposes. Specifically, the Corporation is organized to support studies and projects that increase the knowledge of human diseases, forecast future trends, promote disease prevention, enhance access to treatment and vaccines, and provide healthcare education around the world.

The Corporation may engage in any and all other charitable, educational and scientific activities permitted to an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (hereinafter referred to as the “Code”). The Corporation may receive and maintain a fund or funds, subject to the restriction and limitations hereinafter set forth, use and apply the whole or any part of the income therefrom and the principle thereof exclusively for charitable, scientific or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, the corresponding section of any future federal tax code.

No part of the income or principal of the Corporation shall inure to the benefit of, or be distributable to its members, 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 reasonable payments and distributions in furtherance of the aforementioned purposes of the Corporation.

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 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. Notwithstanding any other provision of these articles, the Corporation shall not, except to an insubstantial

degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

In accordance with existing federal tax laws, the Corporation shall not participate in any political campaign on behalf, or in opposition to, any candidate for public office. 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.

In addition:

1. 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.
2. 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.
3. 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.
4. 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 to the corresponding section of any future federal tax code.
5. The corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII

DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors of the Corporation will be pursuant to the Bylaws of the Corporation, but shall never be fewer than three (3). The members of the Board of Directors shall be elected in the manner provided by the Bylaws. The initial Directors shall be elected by the Incorporator.

The name and addresses of the persons who are the initial directors of the Corporation are as follows:

Homaune Razavi

1120 W. South Boulder Rd
Suite 102
Lafayette, CO 80026

Doug Spurgin



Armin Rahimi



ARTICLE VIII

DISSOLUTION AND DISTRIBUTION

Upon the 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 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Provisions for the voluntary dissolution of the Corporation and for distribution of assets on dissolution or termination of the Corporation are as follows:

- A. Although the period of duration of the Corporation is perpetual, voluntary dissolution may be accomplished upon the approval of a majority of the votes cast at a regularly scheduled meeting of the Board of Directors of the Corporation at which a quorum is present. If for any other reason the Corporation must be dissolved or terminated, such shall be accomplished according to the provisions of the Colorado Revised Nonprofit Corporation Act of 2011, as amended from time to time.
- B. Upon the dissolution of the Corporation, the Board of Directors shall, after paying for making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or such charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 510(c)(3) of the Code, or the corresponding provisions of any future Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations,

as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify each Director, officer, and employee of the Corporation to the fullest extent permitted under the laws of the state of Colorado.

ARTICLE X
LIABILITY OF OFFICERS AND DIRECTORS

No director or officer of the Corporation shall be personally liable to the Corporation for monetary damages for breach of his fiduciary duty as a director or officer, provided, however, the forgoing shall not eliminate or limit the liability of a director or officer if the director or officer engaged in willful misconduct or a knowing violation of the criminal law. The provision shall eliminate or limit the liability of directors or officers only to the maximum extent permitted from time to time by the Colorado Revised Nonprofit Corporation Act of 2011, or any successor law or laws. Any repeal or modifications of the foregoing protection shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

ARTICLE XI
AMENDMENTS

Any amendments to these Articles of Incorporations shall be made in accordance with the Bylaws, or if not to specified, according the laws of the state of Colorado.

ARTICLE XII
INCORPORATOR:

The name and address of the incorporator is:

Homaune A. Razavi
1120 W South Boulder Rd
Suite 102
Lafayette, CO 80026-8952

IN WITNESS WHEREOF, the incorporator has signed these Articles of Incorporation this 4th day of January, 2016, and acknowledge the same to be his act.

A large, solid gray rectangular box redacting the signature of the incorporator.

Homaune A. Razavi