



Attachment 1A
Form 1023
EIN 74-2870016

The State of Texas

Secretary of State
FEB. 19, 1997

DR. MIRIAM M. ZIEGLER
DEPT BIOCHEMISTRY & BIOPHYSICS/TX A & M
COLLEGE STATION, TX 77843-2128

RE:
INTERNATIONAL SOCIETY FOR BIOLUMINESCENCE AND CHEMILUMINESCENCE
CHARTER NUMBER 01434277-01

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS ENTITLED TO BE EXEMPT YOU MUST APPLY TO THE COMPTROLLER OF PUBLIC ACCOUNTS FOR THE EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH DETERMINATION FOR YOUR CORPORATION.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.



VERY TRULY YOURS,


Antonio O. Garza, Jr., Secretary of State



The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION

OF

INTERNATIONAL SOCIETY FOR BIOLUMINESCENCE AND CHEMILUMINESCENCE
CHARTER NUMBER 01434277

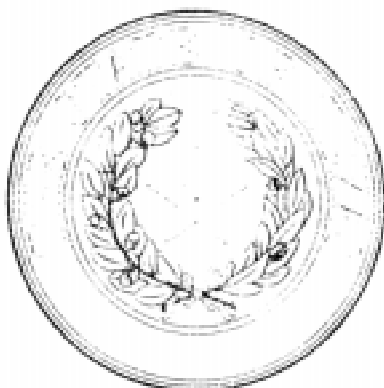
THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE
ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE
FOUND TO CONFORM TO LAW.

ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS
CERTIFICATE OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE
THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF
ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW,
THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED FEB. 10, 1997

EFFECTIVE FEB. 10, 1997



Antonio O. Garza, Jr., Secretary of State

FILED
In the Office of the
Secretary of State of Texas
FEB 10 1997

FILED
In the Office of the
Secretary of State of Texas
FEB 10 1997

ARTICLES OF INCORPORATION

Corporations Section
INTERNATIONAL SOCIETY FOR BIOLUMINESCENCE AND CHEMILUMINESCENCE
Corporations Section

ARTICLE ONE
Name

The name of the corporation shall be INTERNATIONAL SOCIETY FOR BIOLUMINESCENCE AND CHEMILUMINESCENCE.

ARTICLE TWO
Nonprofit Corporation

The corporation is a Nonprofit corporation.

ARTICLE THREE
Duration

The period of its duration is perpetual.

ARTICLE FOUR
Purposes

A. The corporation is organized exclusively for charitable 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 provision of any subsequent United States Internal Revenue Law).

B. The primary purpose for which this corporation is organized is educational, specifically related to the fundamental and applied science of bioluminescence and chemiluminescence throughout the world. Specific purposes include providing a forum to facilitate communication, cooperation, and collaboration with respect to all aspects of the study and applications of bioluminescence and chemiluminescence, and promoting the public understanding of science. In order to carry out these purposes, the Society shall sponsor symposia useful to those engaged in the study and applications of bioluminescence and chemiluminescence, to be attended both by its own members and other individuals engaged in similar endeavors. The Society may sponsor other activities related to bioluminescence and chemiluminescence, including but not limited to, publications, prizes, and newsletters.

C. No part of the net earnings of the Society shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes previously set forth in this Article Four. No substantial part of the activities of

the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Society shall not carry on any other activities not permitted to be carried on (a) by a Society exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any subsequent United States Internal Revenue Law) or (b) by a Society, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any subsequent United States Internal Revenue Law).

D. The Society 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 Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

E. The Society shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

F. The Society shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

G. The Society shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

H. The Society shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

ARTICLE FIVE Power to Receive Gifts

Said Society may receive by gift, devise, bequest or otherwise any money or property, absolutely or in trust, to be used, either the principal or the income therefrom, for the furtherance of any of the corporate purposes expressed in its charter or for any other purpose which may hereafter be or become within its corporate powers.

ARTICLE SIX Executive Council

There shall be an Executive Council responsible for the fulfillment of the scientific and business affairs of the Society. As further provided in the Bylaws of the Society, the Executive Council shall consist of the officers of the Society and elected and/or appointed Councilors.

ARTICLE SEVEN
Members of the Present Executive Council

The names and addresses of the Officers and Councilors presently serving on the Executive Council are:

Frank McCapra, PRESIDENT
26 Southdown Rd.
Seaford, Sussex BN25 4PG
U.K.

J. Woodland Hastings, IMMEDIATE PAST PRESIDENT
14 Concord Ave.
Cambridge, MA 02138
U.S.A.

Peter J. Herring, PRESIDENT-ELECT
Little Hanger, Petworth Rd.
Wormley, Surrey GU8 5TR
U.K.

Dennis J. O'Kane, SECRETARY
4421 Valley Ct. S.W.
Rochester, MN 55902
U.S.A.

Shiao-Chun Tu, TREASURER
8203 Fawn Terrace
Houston, TX 77071
U.S.A.

Larry J. Kricka, PUBLICATIONS SECRETARY
886 Nathan Hale Rd.
Berwyn, PA 19312
U.S.A.

Anselm Berthold, COUNCILOR
Vogesenallee 10
D-75173 Pforzheim
GERMANY

Anthony K. Campbell, COUNCILOR
14 Maillard's Haven
Penarth, South Glamorgan CF64 5RF
U.K.

Arne Lundin, COUNCILOR
Strandvägen 36
S-13054 Dalarö
SWEDEN

A. Paul Schaap, COUNCILOR
512 Pemberton
Grosse Pointe Park, MI 48230
U.S.A.

Natalya Ugarova, COUNCILOR
29/2 Volguin str., Apt. 65
117437, Moscow
RUSSIA

Miriam M. Ziegler, COUNCILOR
801 Delma Dr.
Bryan, TX 77802
U.S.A.

ARTICLE EIGHT

Compensation of the Members of the Executive Council

No member, Councilor, or officer of said Society may receive any pecuniary benefit from it, except such compensation as may be allowed for services actually rendered.

ARTICLE NINE

Powers of the Executive Council

The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the Executive Council.

ARTICLE TEN

Affiliations

The Society shall have the power and authority to affiliate with other organizations as approved by the Membership as provided in the Bylaws.

ARTICLE ELEVEN

Voluntary Dissolution and Disposal of Property in Case of Dissolution of the Society

The Executive Council shall adopt a resolution recommending that the Society be dissolved, and directing that the question of such dissolution be submitted to a vote at a meeting of members having voting rights, which may be either an annual or special meeting. Written or printed notice stating that the purpose, or one of the purposes, of

such meeting is to consider the advisability of dissolving the Society, shall be given to each member entitled to vote at such meeting, within the time and in the manner provided in the Articles of Incorporation, or according to law if no such notice is provided for the giving of notice of meetings of members. A resolution to dissolve the Society shall be adopted upon receiving at least two-thirds of the votes which Members present at such meeting in person are entitled to cast.

Upon such dissolution, the Society's assets remaining after payment, or provision for payment, of all of its debts and liabilities shall be distributed to a Nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established and maintained its tax exempt status under Section 501(c) (3) of the Internal Revenue Code. The selection of the successor organization must be approved by a two-thirds vote of the Executive Council and named in the Executive Council's minutes and its Articles of Dissolution, but need not be named in the motion for dissolution.

ARTICLE TWELVE Designation of Members

The Society by its Bylaws shall define who shall constitute members of said Society and their rights, privileges and duties, and may further provide such other classes of membership and fix the privileges, terms and conditions thereof as may be deemed for the best interests of said Society.

ARTICLE THIRTEEN Specific Power to Contract

The Society may make such contracts and agreements with any person, company, Society, or public agency, state, county, city, or federal) for the conduct of its business, the execution of its powers and the use of its property as the Executive Council of said Society may deem most expedient. And said Society at the discretion of its Executive Council, and upon such terms as said Board shall deem proper, may, at any time, and from time to time, convey, lease, sell, mortgage, pledge, assign, hypothecate, or otherwise transfer its property, or any part thereof, for purposes and to other persons or Societies as to it shall deem proper.

ARTICLE FOURTEEN Capital Stock

This Society shall be operated as a Society not for profit and shall have no capital stock. At the time of filing these Articles of Incorporation the Society owns no assets and possesses no liabilities.

ARTICLE FIFTEEN
Place of Business

The registered office and agent for service shall be Miriam M. Ziegler, Department of Biochemistry and Biophysics (Room 437A Biochemistry Building), Agronomy Road, Texas A&M University, College Station, TX 77843-2128 (Brazos County).

**RESOLUTION OF THE EXECUTIVE COUNCIL OF THE INTERNATIONAL
SOCIETY FOR BIOLUMINESCENCE AND CHEMILUMINESCENCE**

RESOLVED, that, the Articles of Incorporation having been submitted to the members of this Nonprofit Society for their written consent to the adoption thereof, and a quorum being present and a majority of the members present and voting having cast affirmative votes, in the judgement of the Executive Council of this Nonprofit Society, it is deemed advisable to incorporate the Society in accordance with the Articles of Incorporation, a copy of which is attached hereto and made a part hereof as if set forth in full text, and hereby consent to the adoption and filing of such Articles of Incorporation with the Texas Secretary of State, Corporate Division.

RESOLVED FURTHER, that the President, the Immediate Past President and the Secretary of this Society be named as the incorporators of the International Society For Bioluminescence and Chemiluminescence, and that the following persons be named as the initial members of the Executive Council for the Society for Bioluminescence and Chemiluminescence.

ADDRESS

[REDACTED]

Frank McCapra, PRESIDENT

[REDACTED]

J. Woodland Hastings, IMMEDIATE PAST PRESIDENT

[REDACTED]

Peter Herring, PRESIDENT-ELECT

[REDACTED]

Dennis O'Kane, SECRETARY

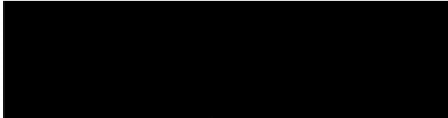
[REDACTED]

Shiao-Chun Tu, TREASURER

[REDACTED]



Larry Kricka, PUBLICATIONS SECRETARY



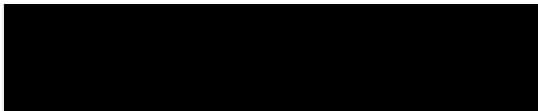
Anthony Campbell, COUNCILOR



Anselm Berthold, COUNCILOR



Arne Lundin, COUNCILOR



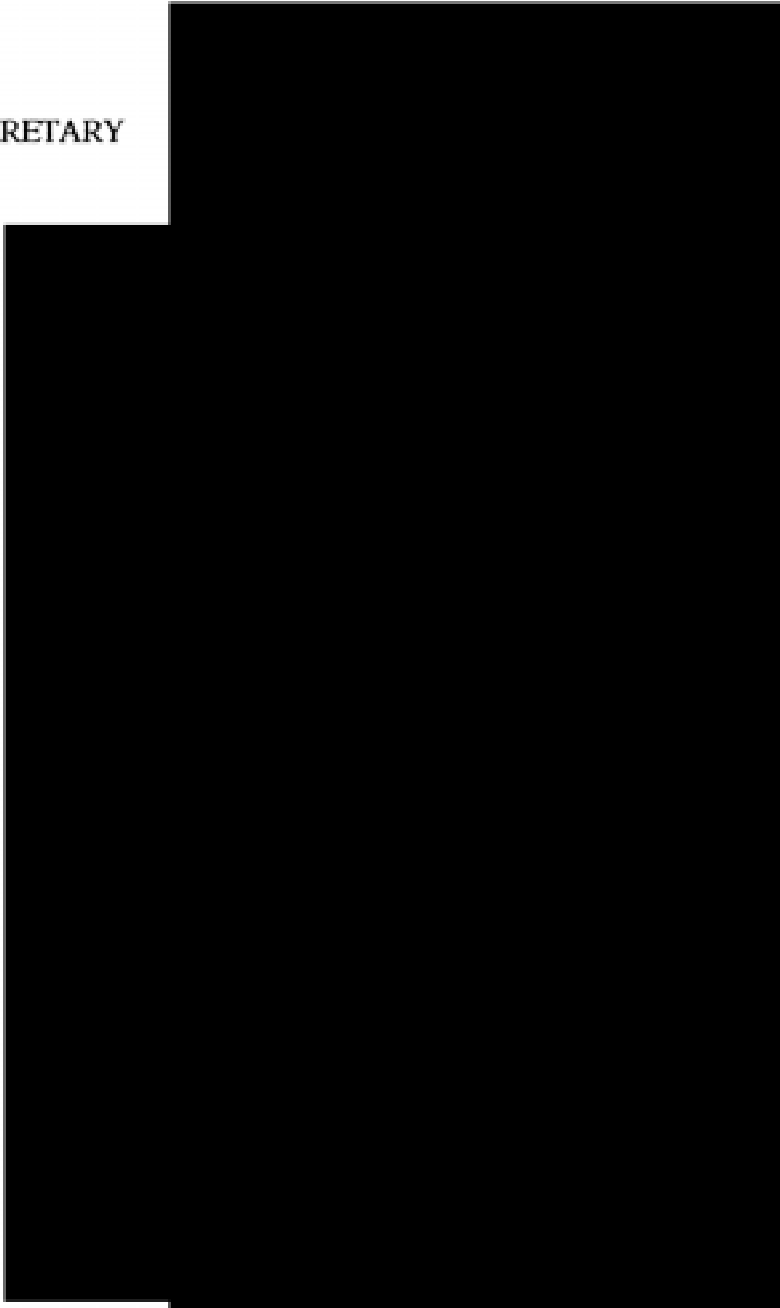
Paul Schaap, COUNCILOR



Natalya Ugarova, COUNCILOR



Miriam M. Ziegler, COUNCILOR



Dated 7th October, 1996.

INTERNATIONAL SOCIETY FOR BIOLUMINESCENCE AND CHEMILUMINESCENCE

By: [Redacted]

Frank M. McCapra, President

Address: [Redacted]

By: [Redacted]

J. Woodland Hastings, Immediate Past President

Address: [Redacted]

By: [Redacted]

Dennis J. O'Kane, Secretary

Address: [Redacted]

THE STATE OF MASSACHUSETTS
TOWN OF FALMOUTH

SWORN TO AND SUBSCRIBED BEFORE ME by the said FRANK M. MCCAPRA, J. WOODLAND HASTINGS, and DENNIS J. O'KANE of the International Society for Bioluminescence and Chemiluminescence, on this the 7th day of October, 1996, to certify which, witness my hand and seal of office.

[Redacted]
Notary Public, State of Massachusetts
[Redacted]

(Printed or Stamped Name of Notary)

My Commission Expires: 5-25-2002

This is a true photocopy of a document with the original signatures of Frank M. McCapra, J. Woodland Hastings, and Dennis J. O'Kane notarized 7 October 1996 by Kathleen F. Lynch, a notary public in the State of Massachusetts.

By: [Redacted]

Miriam M. Ziegler
801 Delma Drive, Bryan, TX 77802

THE STATE OF TEXAS
COUNTY OF BRAZOS

SWORN TO AND SUBSCRIBED BEFORE ME by the said Miriam M. Ziegler of the International Society for Bioluminescence and Chemiluminescence, on this the 7th day of February, 1997, to certify which, witness my hand and seal of office.

[Redacted]

Cathy C. Wolff
Notary Public, State of Texas

My Commission Expires: 5-30-97

