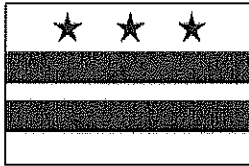


GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
CORPORATIONS DIVISION



C E R T I F I C A T E

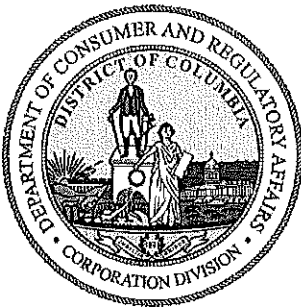
THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business Organizations Code have been complied with and accordingly, this **CERTIFICATE OF INCORPORATION** is hereby issued to:

COALITION FOR EPIDEMIC PREPAREDNESS INNOVATIONS U.S. (CEPI U.S.)

Effective Date: 10/30/2017

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of 10/30/2017 11:58 AM

Business and Professional Licensing Administration



A handwritten signature in cursive script that reads 'Patricia E. Grays'.

PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Muriel Bowser
Mayor

Tracking #: JveKz218

OCT 30 2017

ARTICLES OF INCORPORATION

OF

File Copy

[Handwritten signature]

Coalition for Epidemic Preparedness Innovations U.S.
(CEPI U.S.)

TO: DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
CORPORATIONS DIVISION

I, the undersigned natural person of the age of eighteen years or more, acting as Incorporator of a corporation under the provisions of Title 29 of the D.C. Code (Business Organizations Act), adopt the following Articles of Incorporation:

FIRST: The name of the corporation is Coalition for Epidemic Preparedness Innovations U.S. (CEPI U.S.) (hereinafter "the Corporation").

SECOND: The Corporation will not have members.

THIRD: The name and registered office of the initial registered agent of the Corporation is Corporation Service Company, 1090 Vermont Avenue NW, Washington, D.C. 20005. Corporation Service Company is an authorized corporate registered agent in the District of Columbia.

FOURTH: The Corporation is incorporated as a nonprofit corporation under D.C. Code Title 29 Chapter 4.

FIFTH: The Corporation is organized and shall be operated exclusively for the promotion of social welfare, within the meaning of section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code").

In furtherance of such purposes, the Corporation shall engage in activities including, but not limited to, promoting the goals of Coalition for Epidemic Preparedness Innovations (CEPI), an international nonprofit organization formed to create an alliance between philanthropic, governmental, and private institutions to coordinate financial support for the development of affordable vaccines to combat future infectious disease epidemics, and in furtherance of thereof, educating the public about the importance of such scientific research and advocating for funding of CEPI and its programs.

Solely for the purposes set forth herein, the Corporation may engage in any and all other scientific, charitable, educational, and social welfare activities permitted to an organization exempt from federal income tax under section 501(c)(4) of the Code. To these ends, the Corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have all of the corporate powers and rights now or hereafter conferred by the laws of the District of Columbia upon nonprofit corporations.

The period of duration of the Corporation is perpetual.

SIXTH: The management of the affairs of the Corporation shall be vested in its Board of Directors, which shall manage the affairs of the Corporation in accordance with all applicable federal, state, and local laws, subject to any limitations provided in these Articles of Incorporation or the Bylaws of the Corporation. The directors shall be elected or appointed in the manner prescribed in the Bylaws of the Corporation.

SEVENTH: The Corporation shall operate exclusively for charitable, educational, and social welfare purposes within the meaning of section 501(c)(4) of the Code, in the course of which operation:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any private person or individual, including, but not limited to, any director, officer, manager, or other related person of the Corporation, 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 of the Corporation set forth herein.

(b) The Corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office to an extent that would disqualify it from tax exemption under section 501(c)(4) of the Code.

(c) Notwithstanding any other provision set forth in these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(4) of the Code.

EIGHTH: Upon dissolution of the Corporation, or the liquidation of its assets, the Board of Directors shall, after paying or making provision for the payment of all debts and obligations of the Corporation, distribute all remaining assets exclusively for one or more exempt purposes, within the meaning of sections 501(c)(3) or 501(c)(4) of the Code, to an organization exempt from federal income tax as an organization described in section 501(c)(3) or 501(c)(4) of the Code, or to the federal government, or 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 in the District of Columbia, or if the principal office of the Corporation is located outside the District of Columbia, then in the county in which the principal office of the Corporation is then located, exclusively for such exempt purposes or to an organization or organizations, as said court shall determine, which are organized and operated exclusively for such exempt purposes, provided always that none of the assets of the Corporation shall be distributed to or for the benefit of any director or officer of the Corporation, or any other private individual.

NINTH: Any reference in these Articles of Incorporation to a section of the Internal Revenue Code of 1986, as amended, shall be deemed to incorporate by reference the corresponding section of any future federal tax code.

TENTH: The name and address the Incorporator is:

Dawn O'Connell
1256 Kearney Street N.E.
Washington, D.C. 20017

IN WITNESS WHEREOF I have hereunto set my hand and seal, this 27 day of
October, 2017.


Dawn O'Connell, Incorporator

CSC
www.cscglobal.com

CSC- Ewing
Suite 160
100 Princeton South Corporate Center
Ewing, NJ 08628
800-631-2155
609-530-0877 (Fax)

Matter# 151089-00801 42S-B
Project Id :

Order# 887027-5
Order Date 10/27/2017

Entity Name : COALITION FOR EPIDEMIC PREPAREDNESS INNOVATIONS U.S.
Jurisdiction : DC-Department of Consumer and Regulatory Affairs
Request for : Incorporation/Formation Filing
File# : N00005807262
File date : 10/30/2017
Result : Filed

Ordered by MS. IVY SHAPIRO at BLANK ROME

Thank you for using CSC. For real-time 24 hour access to the status of any order placed with CSC, access our website at www.cscglobal.com.

If you have any questions concerning this order or CSCGlobal, please feel free to contact us.

Tabatha Miller
tmiller5@cscinfo.com

The responsibility for verification of the files and determination of the information therein lies with the filing officer; we accept no liability for errors or omissions.