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**-FILED-**

File No.: 6521584

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**ARTICLES OF INCORPORATION**

**OF**

**OPENRXIV CORP.**

The undersigned, for the purpose of organizing a nonprofit public benefit corporation under the provisions of and subject to the requirements of the California Nonprofit Corporation Law, certifies as follows:

**Article I**

**NAME**

The name of this corporation (referred to herein as the "Corporation") is **OPENRXIV CORP.**

**Article II**

**BUSINESS ADDRESS AND SERVICE OF PROCESS**

A. The initial street and mailing address of the Corporation is c/o Cold Spring Harbor Laboratory, 1 Bungtown Road, Cold Spring Harbor, New York 11724.

B. The name of the Corporation's initial agent for service of process in the State of California is CSC – Lawyers Incorporating Service.

**Article III**

**PURPOSES**

A. The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law (the "Code").

C. In furtherance of the foregoing purposes, the Corporation shall have all powers granted to a nonprofit public benefit corporation under the California Nonprofit Corporation Law and the power to do all things necessary, proper, and consistent with maintaining its tax-exempt status under Section 501(c)(3) of the Code.

**Article IV  
BOARD OF DIRECTORS**

Except as otherwise provided by law or in any bylaw of the Corporation, the business of the Corporation shall be managed and all of the powers of the Corporation shall be exercised by or under the direction of the board of directors of the Corporation. The board of directors shall be elected or appointed in the manner provided in the bylaws of the Corporation.

**Article V  
MEMBERS**

The Corporation shall have no members.

**Article VI  
ACTIVITIES**

A. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

B. Notwithstanding any other provision of these articles of incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

C. Notwithstanding any other provision of these articles of incorporation or other governing instrument of the Corporation, during such period or periods, of time, if any, as the Corporation is treated as a private foundation pursuant to Section 509 of the Code: (i) the Corporation's income must be distributed at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Code, and (ii) the Corporation is prohibited from (a) engaging in any act of self-dealing (as defined in Section 4941(d) of the Code); (b) retaining any excess business holdings (as defined in Section 4943(c) of the Code) which would subject the Corporation to tax under Section 4943 of the Code; (c) making any investments in such manner so as to subject the Corporation to tax under Section 4944 of the Code; and (d) making any taxable expenditures (as defined in Section 4945(d) of the Code).

**Article VII  
DEDICATION OF ASSETS; DISSOLUTION**

A. The property of the Corporation is irrevocably dedicated to charitable purposes, educational and scientific within the meaning of Section 501(c)(3) of the Code and Section 214 of the California Revenue and Taxation Code. No part of the net income or assets of the Corporation shall ever inure to the benefit of any of its directors or officers, or to any private person, 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 Article III hereof.

B. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational or scientific purposes within the meaning of Section 501(c)(3) of the Code and Section 214 of the California Revenue and Taxation Code and which has established its tax-exempt status under Section 501(c)(3) of the Code. In no event shall any of such assets be distributed to any director or officer of the Corporation, or any private person.

Date: January 2, 2025



Name: Scott Fraser

Title: Incorporator