

ARTICLES OF INCORPORATION
OF THE
INTERNATIONAL SOCIETY FOR ELECTROPORATION-BASED
TECHNOLOGIES AND TREATMENTS.

ARTICLE 1

NAME

1.1 The name of the Corporation is **THE INTERNATIONAL SOCIETY FOR ELECTROPORATION-BASED TECHNOLOGIES AND TREATMENTS.**

ARTICLE 2

PURPOSES

2.1 The Corporation is organized to receive, maintain and administer assets in perpetuity exclusively for religious, charitable, scientific, literary and educational purposes (including environmental and nature conservation purposes), and to use and apply the whole or any part of the principal and income therefrom for such purposes directly on projects, programs and initiatives it pursues, or by contributions to other organizations that qualify as exempt organizations under Section 502(c)(3) of the Internal Revenue Code 1986 as amended (the “Code”).

2.2 Specifically, the mission of the **International Society for Electroporation-Based Technologies and Treatments** is to promote the advancement of scientific knowledge of the interactions of pulsed electric and electromagnetic fields and ionized gases with biological systems (cells, tissues, organisms, molecules and materials), with an emphasis on electroporation, and to facilitate the development of applications based on these phenomena in biology, medicine, biotechnology, and food and environmental technologies. The Society fosters collaboration and exchange of ideas and information among scientists, technology users, and other interested parties to accelerate the dissemination of new findings, and supports

research, education, and training through the organization and sponsorship of congresses, conferences, workshops, and schools.

2.3 The Aims/Objectives of the Society shall be, in particular:

- a.** To organize international meetings to facilitate interactions among scientists, technology users, and other interested parties;
- b.** To support workshops and schools to train and educate students, postdoctoral researchers, and young and established investigators in the principles associated with pulsed electric and electromagnetic field and ionized gas phenomena (electroporation, ablation, sterilization, textural modifications, etc.) in biology, medicine, biotechnology, and food and environmental technologies;
- c.** To provide communication channels for establishing collaboration among scientists in biology, medicine, chemistry, physics, mathematics, informatics, and engineering to enhance understanding of pulsed electric and electromagnetic field and ionized gas interactions with biological systems;
- d.** To promote the development of pulsed electric and electromagnetic field- and ionized gas-based applications and to encourage and facilitate the exploration of new applications of pulsed electric and electromagnetic fields and ionized gases in biology, medicine, biotechnology, and food and environmental technologies;
- e.** To promote the continuation of existing and the formation of new links between industrial partners and academia for the development of new applications.

ARTICLE 3

TAX EXEMPT OPERATIONS

3.1 The Corporation shall have and may exercise all powers and authorities now or hereafter conferred upon nonstock corporations under the laws of the Commonwealth of Virginia. However, no part of its net earnings shall inure to the benefit of any incorporator, trustee, Director or Officer of the Corporation or any private individual, except that reasonable compensation may be paid for services rendered effecting one or more of the Corporation's purposes. No incorporator, trustee, Director, Officer or private individual shall be entitled to share in the distribution of any corporate assets upon dissolution.

3.2 No part of the funds or activities of the Corporation shall be for the carrying on or support of propaganda or otherwise attempting to influence legislation (except as and to the extent permitted by the provisions of the Code or similar statutes regarding Federal income tax exempt organizations pursuant to Sec. 501(c)(3)) and the Corporation 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.

3.3 Notwithstanding any other provisions of these Articles, 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

3.4 As a means of accomplishing its charitable purposes for any time during which the Internal Revenue Service does not recognize the Corporation as a public charity, the Corporation shall distribute for each taxable year sufficient income and principal at such times and in such manner as to avoid subjecting the Corporation to tax under Section 4942 of the Code. Furthermore, for any time during which the

Internal Revenue Service does not recognize the Corporation as a public charity, neither the Corporation, nor anyone on its behalf shall, (a) engage in any act of self-dealing as defined in Section 4941 of the Code, (b) retain any excess business holdings as defined in Section 4943 of the Code, (c) make investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or (d) make any taxable expenditures as defined in Section 4945 of the Code.

ARTICLE 4

MEMBERS

4.1 The Corporation shall have one or more class of members with such designations, qualifications, and rights as set forth in the Bylaws of the Corporation. Membership in the Corporation shall be open to all individuals and legal entities.

ARTICLE 5

BOARD OF DIRECTORS / THE COUNCIL

5.1 The number of Directors, which shall be not less than five (5) nor more than twelve (12), shall be fixed by the Bylaws of the Corporation. Initially the Corporation shall have five (5) Directors elected in accordance with Article 10 of the Bylaws of the Corporation (The Council).

5.2 The Directors shall be elected and vacancies shall be filled by a vote of members of the Corporation in accordance with the Bylaws of the Corporation.

5.3 For the purposes of these Articles of Incorporation and the associated Bylaws of the Corporation the term "Director" shall refer and be interchangeable with "Council member", and the term "Board of Directors" shall refer and be interchangeable with "The Council."

5.4 All Council members are considered, and are to be treated, as Officers of the Corporation.

ARTICLE 6

DISSOLUTION

6.1 Upon the proper dissolution of the Corporation in accordance with Article 16 of the Bylaws of the Corporation (Dissolution of the Association), the Board of Directors, after paying or providing for the payment of all liabilities of the Corporation, shall convey any remaining assets of the Corporation to an organization(s) chosen by the Board of Directors which is exempt from Federal income taxation under Section 501(c)(3) of the Code or to the Commonwealth of Virginia or a political subdivision or agency thereof, for a public purpose.

ARTICLE 7

LIABILITY AND INDEMNIFICATION

7.1 To the full extent that the Virginia Nonstock Corporation Act as it exists on this date or may after be amended (the "Act") permits the limitation or elimination of the liability of Directors or Officers of such corporations, a Director or Officer of this Corporation shall not be liable to the Corporation for monetary damages.

7.2 To the full extent permitted and in the manner prescribed by the Act and any other applicable law, the Corporation shall indemnify a Director or Officer of the Corporation who is or was a party to any proceeding by reason of the fact that they are or were a Director or Officer or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

7.3 Reference in this Article to Directors, Council members, Officers, employees or agents shall include former Directors, Council members, Officers, employees and agents and their respective heirs, executors and administrators.

ARTICLE 8

REGISTERED AGENT AND OFFICE

8.1 The initial registered agent shall be:

Dr. Richard Heller, a Director of the Corporation and a resident of
Norfolk, VA.

The registered office of the Corporation is physically located in the City of Norfolk,
VA. The registered office address shall be:

**4211 Monarch Way, Suite 300,
Norfolk, VA 23508, USA.**

ARTICLE 9

INITIAL DIRECTORS AND ADDRESSES

1) Richard Heller

Mailing information:

ISEBTT

4211 Monarch Way, Suite 300

Norfolk, VA 23508

2) Wolfgang Frey

Mailing information:

ISEBTT

4211 Monarch Way, Suite 300

Norfolk, VA 23508

3) Marie-Pierre Rols

Mailing information:

ISEBTT

4211 Monarch Way, Suite 300

Norfolk, VA 23508

4) Julie Gehl

Mailing information:

ISEBTT

4211 Monarch Way, Suite 300

Norfolk, VA 23508

5) Damijan Miklavčič

Mailing information:

ISEBTT

4211 Monarch Way, Suite 300

Norfolk, VA 23508

6) Javier Raso

Mailing information:

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4211 Monarch Way, Suite 300

Norfolk, VA 23508

7) Eugene Vorobiev

Mailing information:

ISEBTT

4211 Monarch Way, Suite 300

Norfolk, VA 23508



James Reidy, Incorporator