

# Delaware

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*The First State*

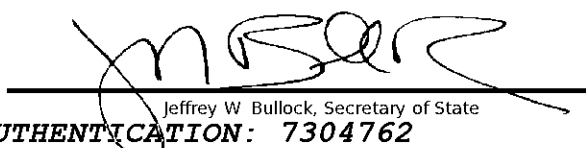
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "AMERICAN IMMUNIZATION REGISTRY ASSOCIATION", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF MAY, A.D. 2009, AT 12:53 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4687058 8100

090472485



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7304762

DATE: 05-15-09

**STATE of DELAWARE**  
**CERTIFICATE of INCORPORATION**  
**A NON-STOCK CORPORATION**

*State of Delaware*  
*Secretary of State*  
*Division of Corporations*  
*Delivered 12:55 PM 05/14/2009*  
*FILED 12:53 PM 05/14/2009*  
*SRV 090472485 - 4687058 FILE*

**AMERICAN IMMUNIZATION REGISTRY ASSOCIATION**

The undersigned, acting as incorporator of a corporation under the General Corporation Law of the State of Delaware, adopts the following articles of incorporation for such corporation:

**Article I**

The name of the Corporation is **AMERICAN IMMUNIZATION REGISTRY ASSOCIATION**.

**Article II**

Its Registered Office in the State of Delaware is to be located at 2711 Centerville Road Suite 400 in the City of Wilmington, County of New Castle, DE 19808. The name of the Registered Agent is Corporation Service Company.

**Article III**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware. This Corporation shall be a nonstock nonprofit corporation organized exclusively for charitable, scientific and educational purposes, including to promote the development and implementation of immunization information systems (IIS) as an important tool in preventing and controlling vaccine preventable diseases by providing a forum to combine efforts, share knowledge, and promote activities to advance IIS and immunization programs. To this end, the Corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, 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 of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

**Article IV**

At all times shall the following operate as conditions restricting the operations and activities of the Corporation:

1. The Corporation shall not afford pecuniary gain, incidentally or otherwise to its officers, Directors, members or any other individual. No part of the net earnings of this Corporation shall inure to the benefit of any officer, Director or member of the Corporation, or any other individual except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes. Such net earnings, if any, of this Corporation shall be used to carry out the nonprofit corporate purposes set forth in Article III above.
2. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

#### **Article V**

In case of dissolution of the Corporation, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or 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.

#### **Article VI**

The duration of the corporate existence shall be perpetual.

#### **Article VII**

The Corporation shall not have any capital stock.

#### **Article VIII**

The Corporation shall be a membership corporation. The conditions of membership shall be set forth in the Corporation's bylaws.

#### **Article IX**

Except as otherwise provided by law or in the By-laws of the Corporation, the business of the corporation shall be managed and all the powers of the Corporation shall be exercised by the Board of Directors of the Corporation. The names and addresses of the persons who are the initial Directors of the Corporation are as follows:

Sheryl V. Riddick, AIRA President, 1015 NE 71<sup>st</sup>, Seattle, WA 98115

Anne Cordon, AIRA President-Elect, 1274 Cuyamaca Ave., Chula Vista, CA 91911

Emily Peterson, AIRA Secretary, 445 Labore Rd., #314, Little Canada, MN 55117

Anna C. Dragsbaek, AIRA Treasurer, Houston Area Immunization Partnership, P.O. Box 2709, Cypress, TX 77410

Dorothy Williams McCall, AIRA Board Member, Vaccine Preventable Disease Program, PO Box 369, Trenton, NJ 08625-0369

Loretta A. Santilli, AIRA Board Member, New York State Immunization Information System, Empire State Plaza, Corning Tower 678, Albany, New York 12237

Bridget Ahrens, AIRA Board Member, Division of Health Surveillance, Vermont Department of Health, 108 Cherry St, Burlington VT 05402

#### **Article X**

No member, officer, or Director of this Corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the (members) officer, or Directors be subject to the payment of the debts or obligations of this Corporation.

#### **Article XI**

The name and mailing address of the incorporator(s) are as follows:

Sheryl V Riddick, 1015 NE 71<sup>st</sup> St., Seattle, WA 98115

**Remainder of page left intentionally blank. Signature page follows.**

I, **The Undersigned**, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 14<sup>th</sup> day of May, 2009.

/s/ Sheryl Riddick  
Sheryl V Riddick  
(Incorporator)