

Articles of Incorporation of The Moroccan-American Society for Life Sciences
We, the undersigned, being of legal age, and for the purpose of forming a corporation under and pursuant to the provisions of the District of Columbia Nonprofit Corporation Act, and laws amendatory thereof and supplementary thereto, do hereby form a body corporate and adopt the following Articles of Incorporation:

ARTICLE 1

The name of this corporation shall be Moroccan-American Society for Life Sciences and the moniker "BIOMATEC" will be used to identify it.

ARTICLE 2

The purpose for which BIOMATEC is formed is to gather life scientists, particularly Moroccans with graduate school training, to work toward the following goals:

- ✓ To promote scientific advances,
- ✓ To serve as a bridge between scientific communities and organizations, especially between those in the United States of America and The Kingdom of Morocco,
- ✓ To organize scientific events and publications,
- ✓ To provide support to scientists, particularly those from Morocco,
- ✓ To collaborate with other organizations sharing these goals.

ARTICLE 3

No part of the net earnings of BIOMATEC shall be used to the benefit of, or be distributable to its members, officers, or other private persons, 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 its purposes.

BIOMATEC is organized exclusively for charitable, educational, and scientific 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 of 1954 (or corresponding section of any future Federal Tax Code). BIOMATEC is a non-governmental, a non-profit organization, with no political or religious affiliation. Therefore BIOMATEC shall not participate in, help finance, or lend its name to any activities aimed at furthering the political aspirations of any candidate for public office or any political party, nor will it engage in advocacy of any positions other than those which are within the realm of serving the advancement of the life sciences in general.

Notwithstanding any other provision of these articles, BIOMATEC shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE 4

BIOMATEC shall have all the powers granted or available to a non-profit corporation under the laws of the state of "name of the state".

ARTICLE 5

BIOMATEC shall not issue, nor shall it cause to be issued, any shares of capital stock.

ARTICLE 6

The registered office of BIOMATEC shall be located in New Jersey, U.S.A.

ARTICLE 7

The period of duration of BIOMATEC shall be perpetual.

ARTICLE 8

Upon the dissolution of BIOMATEC, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court having jurisdiction over it 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 9

BIOMATEC shall be governed by these articles and the "by-laws". Amendments to either can be proposed by the board of directors and approved by two-thirds (2/3rds) of the voting members in attendance at an Annual meeting. If fifteen percent (15%) of the voting members propose a change to the articles of incorporation or the by-laws, the board must present the same to the annual meeting for a vote, which will require approval by two-thirds (2/3rds) of the voting members in attendance to take effect. Whether offered by the board or the voting members, any proposed amendments must be sent to all members at a reasonable delay before the voting date.

ARTICLE 10

Though it is anticipated that most members of BIOMATEC will be Moroccan Biologists living in the United States, individuals not living in the USA and friends of Morocco are very welcome to apply. Two categories of membership are recognized; voting and supporting:

- ✓ Voting members are life scientists who have paid their annual membership fees.
- ✓ Supporting members are all others interested in the vision and mission of BIOMATEC.

Only Voting members have right of vote. The Board of Directors reserves the rights to deny or discontinue any memberships to individual who do not respect these Articles or the By-Laws of BIOMATEC, or whose activities are opposed to BIOMATEC's goals. Membership in BIOMATEC shall be granted by, and be subject to, any conditions set forth by its Board of Directors. Those granted membership shall not acquire any power to act for or on behalf of BIOMATEC.

ARTICLE 11

The conduct of the affairs of BIOMATEC shall be vested in a Board of Directors consisting of at least five (5) and not more than fifteen (15) members, as provided for from time to time in the By-Laws. The By-Laws shall provide the exact term and tasks of the board of directors. Board members are elected during a meeting, known as the general assembly. A completion of a voting membership in BIOMATEC for at least one year is required to be eligible for a seat in the Board of Directors. Removal of a member of the Board of Directors can occur by a vote of two-thirds of all sitting members of the Board, or after a duly called vote at which at least two thirds (2/3rds) of the voting members of BIOMATEC vote for removal.

Executive decisions of the Board of Directors require a majority vote of the quorum present in the period of the vote. The quorum shall include the president or one of the vice-presidents and shall have at least two-thirds (2/3rds) of board members. In case of a tie, vote of the President, or in the president's absence, vote of the Vice-President (s), will determine the outcome.

ARTICLE 12

The names and post office addresses of the incorporators of BIOMATEC are as follows in alphabetical order:

Mohammed Bourdi, PhD., Kamal EL Bissati, PhD., and Mounir Chehtane, Ms.
1951 Hone Ave, Bronx, NY 10461

BY-LAWS of The Moroccan-American Society for Life Sciences:

ARTICLE I: NAME AND LOCATION

Section 1: The name of this non-profit, non-governmental corporation shall be "The Moroccan-American Society for Life Sciences" and the moniker "BIOMATEC" will be used to identify it.

Section 2: The registered office of BIOMATEC shall be located in Bronx, NY.

Section 3: Other Offices for the transaction of business shall be located at such places as the Board of Directors may from time to time determine.

ARTICLE II: VISION, MISSION AND OBJECTIVES

Section 1: Science and Technology present a vital role in the sustained development process of a given country. Biotechnology is particularly of well-acknowledged importance. BIOMATEC vision is to serve as an example in technology and knowledge transfer to developing countries.

The Kingdom of Morocco will be the model. BIOMATEC aims to respond to diverse needs of Moroccan institutions in sciences, by offering information support, technical expertise transfer, educational assistance, and other services that would improve the scientific standards and the level of biotechnological industries and businesses.

Section 2: BIOMATEC's mission is to gather scientists, particularly Moroccans with graduate school training, to work towards the following goals:

- ✓ To promote scientific advances,

- ✓ To serve as a bridge between scientific communities and organizations, especially between those in the United States of America and The Kingdom of Morocco,
- ✓ To organize scientific events and publications,
- ✓ To provide support to scientists, particularly those from Morocco,
- ✓ To collaborate with other organizations sharing these goals.

ARTICLE III: BOARD OF DIRECTORS AND OFFICERS

Section 1: The business and property of BIOMATEC shall be managed by a Board of Directors composed of five members elected during the general assembly's duly called vote.

Section 2: A committee of volunteers or nominated members shall organize the general assembly, which shall take a place a month to a day before the date of expiration of the outgoing board's term.

Section 3: To qualify as a candidate for a seat in the Board of Directors a completion of a voting membership in BIOMATEC for at least one year is required.

Section 4: Except when a vacancy occurs in the Board of Directors because of expansion of the number of Directors, or to fill a vacancy caused by the death, resignation or removal of a Director, each member of the Board of Directors shall serve for a two year term which shall start the day after the expiration date of the outgoing Board's term.

Section 5: Removal of one or all members of the Board of Directors is effective after a duly called vote by at least two-thirds (2/3rds) of voting members.

Section 6: Executive decisions of the Board of Directors require a majority vote of the quorum present in the period of the vote. The quorum shall include the president or one of the vice-presidents and shall contain at least two-thirds (2/3rds) of Board members. In case of a tie, vote of the President, or in the president's absence, vote of the Vice-President (s), will determine the outcome.

Section 7: To fill vacancies in the Board, the quorum of the Board of Directors shall elect, by a majority vote, eligible members whose term will end the same date as the elected Board's term.

Section 8: In the beginning of its term, the Board of Directors shall elect for up to the end of its term, by a majority vote, each of the following officers: a President, a Vice- President, a Secretary, an officer and a Treasurer.

Section 9: The duties of the officers shall be those generally held to be the normal duties of a corporation officer of that office.

Section 10: For a particular mission, the Board of Directors may appoint committees, which shall be under the close supervision of a designated member of the Board. The structure and function of each permanent committee shall be then detailed in the By-Laws.

Section 11: Special meetings of the Board may be called by the president or by two fifths of the Board's members.

Section 12: The Board of Directors must send BIOMATEC's annual financial and activity reports to all members, by the end of each year.

ARTICLE IV: MEMBERSHIP IN BIOMATEC

Section 1: The Board of Directors shall set forth standards whereby individuals who are interested in supporting the aims of BIOMATEC, as set forth from time to time by the Board, can become members of "The Moroccan American Society for Life Sciences". The Board shall solicit the views of members on topics that are relevant to BIOMATEC and seek to utilize their talents to further the aims of its activities.

Section 2: A membership in BIOMATEC is an engagement to respect the ruling texts and to help accomplishing the mission, vision and objectives of the Corporation.

Section 3: Annual membership fees are due by all members and no membership is valid before fee payment. Its amount is set to \$ 15 for students, \$ 50 for faculty, and \$35 for all others. Exemption from annual membership fees may be considered upon a request to the Board of Directors.

Section 4: Both Directors and members are granted the right to inspect the organization's properties and finances. Members who would like to, should address an official request to the Board of Directors.

Section 5: No member can act for or on behalf of BIOMATEC, except the Board of Directors by an official statement.

Section 6: The Board of Directors reserves the right to deny or discontinue any membership to individuals who do not respect the articles of incorporation or the By-Laws of BIOMATEC, or whose activities are opposed to BIOMATEC's goals. Should this happen, all members must be informed and the reason (s) clearly explained.

ARTICLE V: GENERAL ASSEMBLY, MEETINGS AND VOTES

Section 1: For the purposes of notifying voting members of the general assembly, annual meetings, proposed amendments, or any activity, The Board of Directors can use postal mail as well as electronic mail for communication.

Section 2: The general assembly or the meetings can be attended in person or organized through Internet.

Section 3: The general assembly, meetings, votes, activities or any event shall be duly called and the reasons of the event communicated to all members, by the Board of Directors, at least eight weeks, if attending in person is necessary, otherwise at least two weeks prior to the date of the event.

Section 4: Only voting members have right of vote.

Section 5: The general assembly shall be presided over by BIOMATEC's president, or in the president's absence by the vice-president, or if the board decides otherwise, by any other member designated or elected by the board of directors.

Section 6: If any voting member can not attend a meeting, that member might vote, at the Board's discretion, by means of electronic communication or could appoint, by written statement, another voting member, to represent and carry on that meeting's vote on his/her behalf.