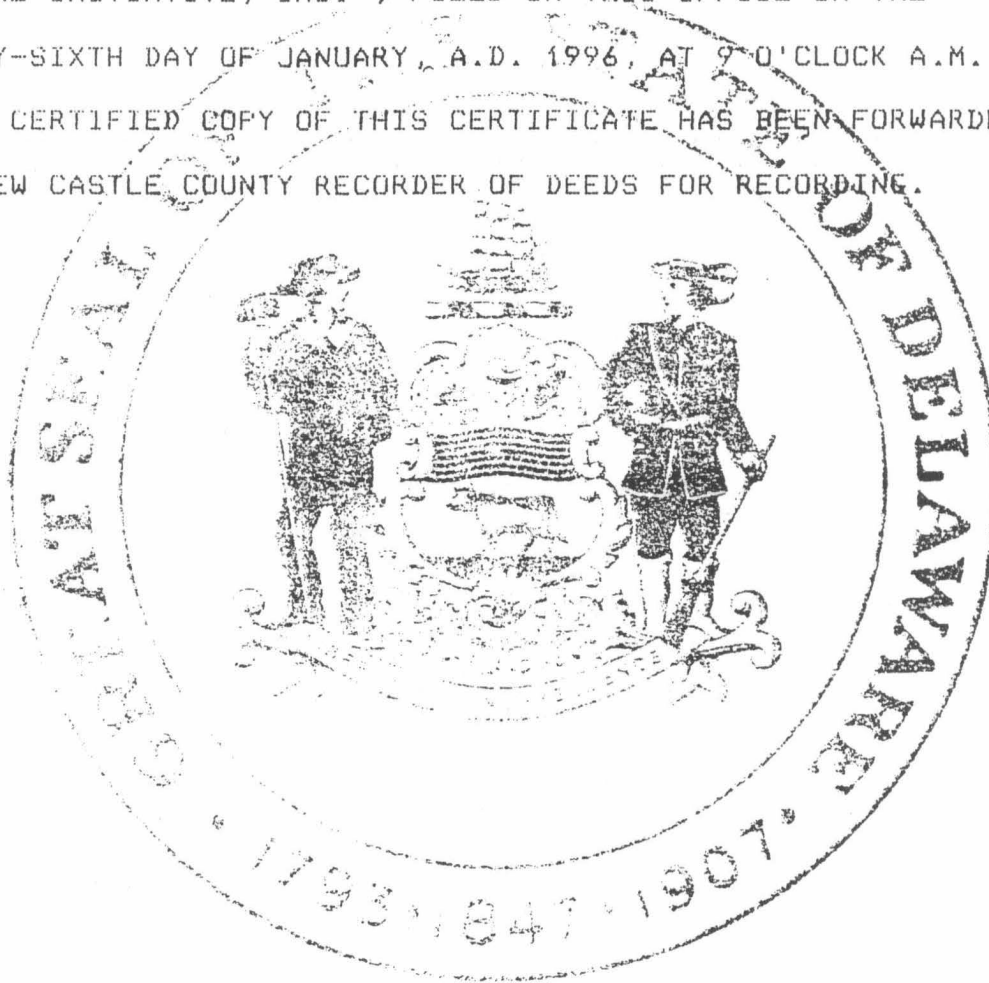


State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, 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 "INTERNATIONAL AIDS VACCINE INITIATIVE, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JANUARY, A.D. 1996, AT 9 O'CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2586805 8100

960026812

AUTHENTICATION:

7808214

DATE:

01-29-96

CERTIFICATE OF INCORPORATION
OF
INTERNATIONAL AIDS VACCINE INITIATIVE, INC.

(A Delaware Corporation)

I, the undersigned, in order to form a non-profit non-stock corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, as amended, do hereby certify as follows:

1. NAME.

The name of the corporation (the "Corporation") is:
International AIDS Vaccine Initiative, Inc.

2. REGISTERED OFFICE AND AGENT.

The registered office of the Corporation in the State of Delaware is to be situated at 1013 Center Road, Wilmington, County of New Castle and the name of its registered agent at such address is The Prentice-Hall Corporation System, Inc.

3. PURPOSES AND POWERS.

3.1. Notwithstanding any other provisions of this Certificate of Incorporation, the objects and purposes of the Corporation shall be exclusively charitable, scientific, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code. The objects and purposes of the Corporation shall include, but not be limited to supporting and promoting the development of and accessibility to a human immunodeficiency virus ("HIV") vaccine to prevent the spread of acquired immunodeficiency syndrome ("AIDS") throughout the world.

3.2. As a means of accomplishing these purposes, the Corporation, in furtherance and not by way of limitation of its statutory powers, shall have the power to solicit, raise, accept, hold and administer funds exclusively for its objects and purposes, and to that end to take and receive, by purchase, grant, gift, bequest or devise, or as beneficiary of any trust, any property, real or personal, tangible or intangible, wheresoever situated; to make donations in furtherance of such purposes; to invest and reinvest the funds and other property of the Corporation, including the power to invest and reinvest such funds and property in furtherance of such purposes, without regard to whether such investments would be considered as desirable or prudent by an investor interested solely in profit and not interested in promoting such purposes; to collect and receive the income, if any, from any investment or reinvestment of such funds or property; and to apply the income and, if the Corporation so decides, the principal of such property as the Corporation may from time to time possess, to the purposes of the Corporation.

3.3. It is the intention of the Corporation to be exempt from income taxes as an organization described in Section 501(c)(3) of the Internal Revenue Code. Accordingly, notwithstanding any other provision of this Certificate of Incorporation:

A. 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 Internal Revenue Code;

B. The Corporation shall not be conducted or operated for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any director, officer, member, employee or member of a committee of, or person connected with, the Corporation or any other private individual (other than an individual who is a member of a charitable class of the type that the Corporation is organized to support); provided, however, that this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes or an amount representing the fair market value of property purchased by the Corporation;

C. In the event of the liquidation, dissolution or winding up of the Corporation (whether voluntary, involuntary or by operation of law), the Corporation's property or assets shall not be conveyed or distributed to any director, officer, member, employee or member of a committee of, or person connected with, the Corporation, or any other private individual, nor to any organization created or operated for profit; but, after deducting all necessary expenses of liquidation, dissolution or winding up, as the case may be, all the remaining property and assets of the Corporation shall be distributed only to such other organizations as shall then qualify under Section

501(c)(3) of the Internal Revenue Code as the directors of the Corporation shall in their discretion determine;

D. Except to the extent permitted by the Internal Revenue Code, the Corporation shall not carry on propaganda or otherwise attempt to influence legislation, and the Corporation shall not participate in or intervene in (including by the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office; and

E. During any period when the Corporation is determined to be a "private foundation" as defined in Section 509 of the Internal Revenue Code, the Corporation, in accordance with the following sections thereof, shall: (a) distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942; (b) not engage in any act which is subject to tax as self-dealing under Section 4941; (c) not retain any holdings which are subject to tax as excess business holdings under Section 4943; (d) not make any investments in such manner as to subject the Corporation to tax under Section 4944; and (e) not make any taxable expenditures which are subject to tax under Section 4945.

4. INCORPORATOR.

4.1. The name and mailing address of the incorporator are as follows:

Mary E. McDonald
1133 Avenue of the Americas
22nd Floor
New York, New York 10036

4.2. The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation in the manner required by the General Corporation Law of Delaware.

5. DIRECTORS.

5.1. The affairs of the Corporation shall be managed and all powers of the Corporation shall be exercised by the Board of Directors in accordance with and subject to the provisions of the Bylaws, except as otherwise provided by law, but the directors shall act only as a Board and the individual directors shall have no power as such.

5.2. The names and addresses of the persons who are to serve as the directors until the first annual meeting of the members are as follows:

Philip Russell, M.D.
11909 Coldstream Drive
Potomac, Maryland 20854

Peter Piot, M.D., Ph.D.
Executive Director
Joint United Nations Programme
on HIV/AIDS (UNAIDS)
World Health Organization
20 Avenue Appia
CH-1211 Geneva 27
Switzerland

Seth F. Berkeley, M.D.
98 Bowery Street
New York, New York 10013

5.3. The number of directors which shall constitute the whole Board shall be fixed by the Bylaws.

5.4. The powers of the Board of Directors, unless otherwise specified by the members, shall include the power to borrow money and give security in the name of the Corporation without limit as to amount, but only in furtherance of the stated objects and purposes of the Corporation.

5.5. No director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not limit the liability of a director (a) for any breach of the director's duty of loyalty to the Corporation, (b) for misconduct or a knowing violation of law, or (c) for any transaction from which the director derived an improper personal benefit.

6. MEMBERS.

The members of the Corporation shall at all times be those persons serving as directors.

7. NO STOCK.

The Corporation shall not have authority to issue any capital stock.

8. BYLAWS.

The Corporation shall adopt Bylaws, which shall set forth the procedures for the election of members and directors of the Corporation, and may contain such other provisions for the regulation of the affairs of the Corporation as from time to time shall be deemed advisable. Such Bylaws are to be adopted in the first instance by the persons named in Section 5.2 hereof to serve as initial directors, and thereafter the Board of Directors may from time to time make, amend or repeal Bylaws; provided that any Bylaw may be amended or repealed and any Bylaw may be made by the members.

9. MISCELLANEOUS.

9.1. The private property of the members, directors and officers of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

9.2. No member, director or officer of the Corporation or any other person shall be liable on account of any investment or reinvestment of the Corporation's funds made pursuant to Section 3.2 hereof which such member, director, officer or other person intended in good faith to

further the objects and purposes set forth in Section 3.1 hereof.

9.3. All references in this Certificate of Incorporation to the Internal Revenue Code shall mean the Internal Revenue Code of 1986, as amended, and shall be deemed to include any amendments adopted from time to time, or corresponding provisions of any future internal revenue law.

IN WITNESS WHEREOF, I have signed this Certificate of Incorporation, and I affirm the same as my act and deed and that the facts contained herein are true under penalties of perjury, this 25 day of January, 1996.



Mary E. McDonald

Delaware

PAGE 1

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 AMENDMENT OF "INTERNATIONAL AIDS VACCINE INITIATIVE, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF AUGUST, A.D. 2012, AT 11:30 O'CLOCK A.M.


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



2586805 8100

120919475

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9804480

DATE: 08-24-12

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
(A CORPORATION WITHOUT CAPITAL STOCK)**

The corporation, International AIDS Vaccine Initiative, Inc., organized and existing under the laws of the State of Delaware, hereby certifies as follows:

(1) That at a meeting a vote of the members of the governing body was taken for and against amendment to the Certificate of Incorporation, said Amendment being as follows:

Delete Section 3.3.C in its entirety and replace with new Section 3.3.C:

"C. The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes, and which has established its tax-exempt state under Section 501(c)(3) of the Internal Revenue Code."

(2) That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 2nd day of AUGUST A.D. 2012.

By: 

Authorized Officer

Name: Labeeb Abboud

Senior Vice President

General Counsel & Assistant Secretary