

**ASSOCIATION FOR MASS SPECTROMETRY:  
APPLICATIONS TO THE CLINICAL LABORATORY, INC.**

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**FIRST ACTIONS BY UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS**

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In accordance with Section 307(b) of the California Corporations Code and the bylaws of the Association for Mass Spectrometry: Applications to the Clinical Laboratory, Inc., a California corporation (the “*Corporation*”), the undersigned, constituting all of the members of the Corporation’s Board of Directors (the “*Board*”), hereby adopt the following resolutions effective on the date of the last signature:

**ELECTION OF OFFICERS**

**RESOLVED:** That David Herold is elected as Chairperson of the Board, President and CEO of the Corporation to serve until the next annual meeting of Directors and at the pleasure of the Board and/or until the earlier of his resignation or removal and until his successor(s) have been duly elected and qualified.

**RESOLVED:** That Christopher Herold is elected as Secretary and Treasurer (CFO) of the Corporation to serve until the next annual meeting of Directors and at the pleasure of the Board and/or until the earlier of his resignation or removal and until his successor(s) have been duly elected and qualified.

**RATIFICATION OF INCORPORATOR’S ACTIONS**

**RESOLVED:** That the actions of Christopher Herold, as Incorporator, are hereby ratified, approved and adopted.

**EMPLOYER IDENTIFICATION NUMBER (EIN)**

**RESOLVED:** That the action of Christopher Herold, as Incorporator, to obtain the Corporation’s EIN (26-4812173; assigned May 5, 2009) is ratified and approved.

**APPROVAL OF CORPORATE MINUTE BOOK**

**RESOLVED:** That the Corporation shall maintain as part of its corporate records a Minute Book, which shall include, but is not limited to, a record of its Articles of Incorporation and amendments thereto, its bylaws and amendments thereto, minutes of all meetings of its directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of the Directors present or represented and the proceedings thereof, minutes of all meetings of Board committees, with the time and place of holding, the notice thereof given, the names of the Directors present, and the proceedings thereof, and all written consents of Board of Directors’ meetings and Board committees. The Secretary is authorized to purchase a corporate Minute Book.

**APPROVAL OF ARTICLES OF INCORPORATION**

**RESOLVED:** That a copy of the Articles of Incorporation of the Corporation as filed with the Secretary of State of the State of California and bearing the file stamp and certification of the Secretary of State of the State of California shall be inserted in the Minute Book and the contents of those Articles are hereby ratified and approved.

**INCORPORATION EXPENSES**

**RESOLVED:** That the Corporation is hereby authorized and directed to pay Chris Herold the sum of \$60 for personal expense incurred for incorporation fees paid to the Secretary of State. See Exhibit A.

**ADOPTION OF AGENT FOR SERVICE OF PROCESS**

**RESOLVED:** That the agent named as the initial agent for service of process in the Articles of Incorporation of the Corporation is hereby confirmed as the Corporation's agent for the purpose of service of process.

**APPROVAL OF BYLAWS**

**RESOLVED:** That the bylaws of the Corporation shall be inserted in the Minute Book and the contents of those bylaws are hereby ratified and approved and the Secretary of the Corporation is authorized and directed to execute a certificate of the adoption of those bylaws, to insert those bylaws, so certified, in the Corporation's Minute Book and to cause the bylaws, and any amendments thereto, to be kept and maintained in accordance with California Corporations Code Section 213.

**CORPORATE SEAL**

**RESOLVED:** That, in accordance with California Civil Code Section 1629, a corporate seal is not required to certify official documents of the Corporation and is not required to be used by Directors or officers of the Corporation.

**AUTHORIZATION FOR EXPENDITURES**

**RESOLVED:** That any expenditure or purchase made in the name of the Corporation of less than \$5,000 shall not require Board authorization and any expenditure or purchase made in the name of the Corporation of \$5,000 or more shall first require Board authorization.

**ELECTION OF FISCAL YEAR**

**RESOLVED:** That the first fiscal year of the Corporation will begin on the date that the Articles of Incorporation were filed (May 22) and shall end on December 31 of that calendar year and the fiscal year shall end on December 31 of each following year.

**ELECTION OF PRINCIPAL EXECUTIVE OFFICE**

**RESOLVED:** That the principal executive office of the Corporation is designated as 9909 Hibert St., Suite C, San Diego, CA 92131.

**DIRECTORS' COMPENSATION**

**RESOLVED:** That the Directors of the Corporation shall not be compensated for the performance of their duties as Directors.

**CORPORATE AND OTHER FILINGS**

**RESOLVED:** That the Secretary of the Corporation is authorized and directed to prepare and to file, or cause to be filed, with the Secretary of State the necessary documents to obtain the authority to do business in the State of California and any other state deemed necessary by the Corporation and to take whatever action is necessary to obtain licenses, authorizations, and permits that are necessary or desirable for the Corporation's business. The Secretary is directed to insert a copy of the Initial List of Officers, Directors and Registered Agent in the Minute Book.

**STATEMENT OF INFORMATION**

**RESOLVED:** That the President or Secretary is authorized and directed to execute and file with the office of the Secretary of State the Statement of Information, setting forth the names and addresses of the Corporation, its officers, Directors, and registered agent for service of process.

**DESIGNATION OF BANKING AUTHORITY**

**RESOLVED:** That the Corporation shall establish in its name one or more deposit accounts for the Corporation's funds and employment taxes with an FDIC insured institution, and that either David Herold, in his capacity as President of the Corporation, or Chris Herold, in his capacity as Treasurer of the Corporation, is authorized to establish such an account or accounts on terms and conditions as agreed with the bank.

**RESOLVED:** That all applicable Directors and/or officers are authorized to execute the standard form of corporate resolution required by the bank for opening a corporate account and that a copy of such will be included in the Minute Book.

**RESOLVED:** That the President and Treasurer are authorized to endorse checks, drafts, and/or other evidence of indebtedness made payable to the Corporation, but only for the purpose of deposit. And that all checks, drafts, and other instruments obligating the Corporation to pay money shall be signed on the Corporation's behalf by the President or Treasurer.

**EXECUTION OF CONTRACTS AND OTHER DOCUMENTS**

**RESOLVED:** That all contracts and agreements of this Corporation will be signed on the Corporation's behalf by the President or Secretary. In the event that the President and Secretary are unable to execute

such agreements or contracts, any officer appointed by the Board shall have the authority to execute such agreements or contracts.

**FILING FOR TAX EXEMPTION**

**RESOLVED:** The Secretary is authorized and directed to execute and file all necessary applications for tax exemption with the appropriate state and federal tax authorities, and to pay necessary filing fees.

**OMNIBUS RESOLUTION**

**RESOLVED:** That the officers of the Corporation are authorized to take all actions as they deem advisable to carry out the foregoing resolutions and all actions heretofore taken by the officers and Directors of the Corporation with respect to the foregoing transactions and all other matters contemplated by the foregoing resolutions are hereby approved, adopted, ratified and confirmed.

*(Signature Page Follows)*

This Action by Unanimous Written Consent of the Board of Directors shall be effective as of the date of the last signature and may be executed in any number of counterparts, each of which shall constitute an original and all of which together shall constitute one action.

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David Herold, MD, PhD                      Date  
Director

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Christopher Herold, PhD, MBA              Date  
Director

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Gary Siuzdak, PhD                              Date  
Director


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Andrew Hoofnagle, MD, PhD              Date  
Director

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Russell Grant, PhD                              Date  
Director

This Action by Unanimous Written Consent of the Board of Directors shall be effective as of the date of the last signature and may be executed in any number of counterparts, each of which shall constitute an original and all of which together shall constitute one action.

  
\_\_\_\_\_  
David Herold, MD, PhD                      Date  
Director

  
\_\_\_\_\_  
Christopher Herold, PhD, MBA              Date  
Director

\_\_\_\_\_  
Gary Siuzdak, PhD                      Date  
Director

\_\_\_\_\_  
Andrew Hoofnagle, MD, PhD              Date  
Director

\_\_\_\_\_  
Russell Grant, PhD                      Date  
Director

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David Herold, MD, PhD                      Date  
Director


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Christopher Herold, PhD, MBA              Date  
Director

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Gary Siuzdak, PhD                              Date  
Director

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                              6/25/09  
Andrew Hoofnagle, MD, PhD              Date  
Director

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Russell Grant, PhD                              Date  
Director

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David Herold, MD, PhD                      Date  
Director

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Christopher Herold, PhD, MBA              Date  
Director

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                      7/13/09  
Gary Siuzdak, PhD                      Date  
Director

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Andrew Hoofnagle, MD, PhD              Date  
Director

---

Russell Grant, PhD                      Date  
Director



This Action by Unanimous Written Consent of the Board of Directors shall be effective as of the date of the last signature and may be executed in any number of counterparts, each of which shall constitute an original and all of which together shall constitute one action.

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David Herold, MD, PhD                      Date  
Director

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Christopher Herold, PhD, MBA            Date  
Director

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Gary Siuzdak, PhD                      Date  
Director

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Andrew Hoofnagle, MD, PhD            Date  
Director

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                      6/25/09  
*Russell Grant*  
Russell Grant, PhD                      Date  
Director

Exhibit A

**Description:** Counter Fee for Articles of Incorporation Filing Request on May 5, 2009. This first request was denied because Article IIB stated that "The corporation is operated exclusively for charitable, scientific and/or educational purposes". The sentence may not include the words *scientific or educational*. The counter service fee is not refundable.

T1240549  
CHRISTOPHER D. HEROLD  
205 - 12TH STREET  
DEL MAR, CA 92014-2344

90-8169/3222  
000000818246

456

DATE May 5, 2009

PAY TO THE ORDER OF Secretary of State \$ 15.00

Fifteen Dollars  $\frac{15}{100}$  DOLLARS

UCF CREDIT UNION  
3100 Gilman Drive  
La Jolla, California 92037  
www.usecu.org  
(800) 233-0250

MEMO Counter Filing Fee *CH*

ENDORSE HERE  
CALIF. STATE TREASURER  
SECRETARY OF STATE  
Absence of Prior End Guaranteed

FOR DEPOSIT ONLY

DO NOT WRITE IN THESE SPACES

MEMO

Description: Counter Fee for resubmission on May 22, 2009.

CHRISTOPHER D. HERO 3119580 90-8169/3222 457  
205 - 12TH STREET 000000818246  
DEL MAR, CA 92014-2344 DATE May 22, 2009

PAY TO THE ORDER OF Secretary of State \$ 1500  
Fifty Dollars <sup>XX</sup>/<sub>100</sub> DOLLARS

UCU 00 Gilman Drive  
La Jolla, California 92037  
www.usecu.org  
CREDIT UNION (600) 233-0250

MEMO Counter Fee memo [Signature]

ENDORSE HERE

BANK OF AMERICA # 1111  
For Deposit Only  
CALL STATE TREASURER  
SECRETARY OF STATE  
Absence of Prior End Guaranteed

DO NOT WRITE STAMPED OR PRINTED INFORMATION IN THESE SPACES

The amount of this check is as stated hereon and is not subject to any other conditions or restrictions.

\* FEDERAL RESERVE BANKING OF CALIFORNIA MEMBER FDIC

**Description:** Filing Fee for resubmission of Articles of Incorporation using check written on May 5, 2009 (returned by Secretary of State) and included with resubmission on May 22, 2009.

3119580 90-8169/3222 455  
000000818246

CHRISTOPHER D. HEROLD  
205 - 12TH STREET  
DEL MAR, CA 92014-2344

DATE May 5, 2009

PAY TO THE ORDER OF Secretary of State \$ 30<sup>00</sup>

Thirty Dollars Xx  
100 DOLLARS

USECU 8100 Gilman Drive  
La Jolla, California 92037  
www.usecu.org  
CREDIT UNION (800) 233-0250

MEMO: ASACP Incorp Filing Fee

*[Signature]*

ENDORSE HERE

BANK OF AMERICA #148  
For Deposit Only  
CALIF. STATE TREASURER  
(SECRETARY OF STATE)  
Absence of Prior End Guarantee

DO NOT WRITE IN THESE SPACES

\* FEDERAL RESERVE CALLS OUR CREDIT UNION INSURE THIS CHECK