

Commonwealth of Pennsylvania
ARTICLES OF INCORPORATION-NON-PROFIT 7 Page(s)



**ARTICLES OF INCORPORATION
OF
PHARMACEUTICAL SUPPLY CHAIN INITIATIVE
(a Pennsylvania nonprofit corporation)**

FIRST. Name. The name of the corporation is Pharmaceutical Supply Chain Initiative.

SECOND. Registered office. The address of the initial registered office of the corporation in the Commonwealth of Pennsylvania is c/o Corporation Service Company. The registered office of the corporation shall be deemed for venue and official publication purposes to be located in Philadelphia County.

THIRD. Purposes. The purposes of the corporation are to achieve better social, economic, and environmental outcomes in the pharmaceutical supply chain by supporting suppliers to operate in a manner consistent with industry expectations about ethics, labor, health and safety, environment, and management systems, and to engage in activities consistent with or in furtherance of the previously stated specific purpose.

FOURTH: Nonprofit status. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

FIFTH: Incorporation. The corporation is incorporated under the Nonprofit Corporation Law of 1988, as amended.

SIXTH: Non-stock organization. The corporation is organized on a non-stock basis.

SEVENTH: Tax provisions.

(a) Notwithstanding any other provision of these articles of incorporation, 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)(6) of the Internal Revenue Code. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its officers, directors, 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 the purposes above set forth. References in these articles of incorporation to provisions of the Internal Revenue Code are to provisions of the Internal Revenue Code of 1986, as amended, or to corresponding provisions of any future United States internal revenue law.

(b) Upon the dissolution of the corporation, the board of directors shall, after paying or

making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation to such organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code as the board of directors shall determine, in accordance with any restrictions imposed on any of the assets of the corporation by an applicable gift, devise, or bequest and any applicable provisions of the bylaws of the corporation, and otherwise in such manner as the board of directors shall determine.

EIGHTH: Exoneration of directors. No director of the corporation shall be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, except to the extent that by law a director's liability for monetary damages may not be limited. No amendment or repeal of this article EIGHTH shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any act or omission of the director occurring prior to the amendment or repeal.

NINTH: Exoneration of officers. No officer of the corporation shall be personally liable for monetary damages (other than under criminal statutes and under federal, state and local laws imposing liability on officers for the payment of taxes) unless his or her conduct constitutes self-dealing, willful misconduct, or recklessness. No amendment or repeal of this article NINTH shall apply to or have any effect on the liability or alleged liability of any officer of the corporation for or with respect to any act or omission of the officer occurring prior to the amendment or repeal.

TENTH: Indemnification.

(a) The corporation shall indemnify any person who was or is a party to or witness in, or is threatened to be made a party to or witness in, any threatened, pending, or completed action or proceeding, including without limitation actions by or in the right of the corporation, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a director or officer of the corporation, or is or was serving while a director or officer of the corporation at the request of the corporation as a director, officer, employee, agent, fiduciary, or other representative of another corporation (for profit or not-for-profit), limited liability company, partnership, joint venture, trust, employee benefit plan, or other enterprise, against all liabilities, expenses (including without limitation attorneys' fees), judgments, fines, excise taxes, and amounts paid in settlement in connection with such action or proceeding unless the act or failure to act by such person giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness. The corporation shall have the power to indemnify employees and agents of the corporation on the same basis as provided above in this subsection (a), and to advance expenses to employees and agents on the same basis as provided in subsection (b), as the board of directors may from time to time determine or authorize.

(b) Expenses (including without limitation attorneys' fees) incurred by any person who was or is an officer or director of the corporation in connection with any action or proceeding referred to in subsection (a) shall automatically be paid by the corporation, without the need for action by the board of directors, in advance of the final disposition of the action or proceeding upon receipt of an undertaking by or on behalf of the person to repay the amount if it shall

ultimately be determined that the person is not entitled to be indemnified by the corporation.

(c) Notwithstanding anything in this article TENTH to the contrary, the corporation shall not be obligated to indemnify any person under subsection (a) or advance expenses under subsection (b) with respect to proceedings, claims, or actions commenced by the person, other than mandatory counterclaims and affirmative defenses.

(d) The indemnification and advancement of expenses provided by or pursuant to this article TENTH shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any insurance policy, agreement, vote of directors, or otherwise, both as to actions in such person's official capacity and as to actions in another capacity while holding an office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such person. If Pennsylvania law is amended to permit a Pennsylvania nonprofit corporation to provide greater rights to indemnification and advancement of expenses for its directors and officers than the express terms of this article TENTH, this article TENTH shall be construed to provide for such greater rights.

(e) The duties of the corporation to indemnify and to advance expenses to a director or officer as provided in this article TENTH shall be in the nature of a contract between the corporation and each such person, and no amendment or repeal of any provision of this article TENTH shall alter, to the detriment of such person, the right of the person to the advancement of expenses or indemnification related to a claim based on an act or failure to act that took place prior to the amendment or repeal or the termination of the service of the person as a director or officer, whichever is earlier.

ELEVENTH: Reservation of power to amend. These articles of incorporation may be amended in the manner prescribed at the time by statute.

TWELFTH: Incorporators. The incorporators constitute a majority of the members of the committee authorized to incorporate the unincorporated association known as the "Pharmaceutical Supply Chain Initiative" by the requisite vote required by the organic law of the association for the amendment of such organic law. The names and addresses of the incorporators are:

Birgit Skuballa
Bayer HealthCare AG
E 39, 127
Leverkusen, 51368
Germany

Lars Guldbaek Karlsen
Novo Nordisk
Krogshoejvej 59
Bagsvaerd
Denmark 2880

David Lapinski
Bristol-Myers Squibb
One Squibb Drive
New Brunswick, NJ 08903
USA

IN WITNESS WHEREOF, the incorporators have signed these articles of incorporation.

Dr. Birgit Isabella Skuballa
Leitung
BHC-PS-QHSE-HSE-MSA
D-51368 Leverkusen



Birgit Skuballa

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David Lapinski

Lars Guldbæk Karlsen

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Birgit Skuballa

David Lapinski

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4/4/13

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David Lapinski



Lars Guldbæk Karlsen