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**Articles of Incorporation
of the
International Brain Barriers Society (IBBS)**

ARTICLE I: Name

This nonprofit corporation shall be called the "International Brain Barriers Society" referred to hereafter by name or "IBBS." The IBBS shall be a nonprofit organization incorporated in the State of Minnesota.

ARTICLE II: Registered Office and Agent

The registered office of the IBBS is:

IBBS, c/o Lester R. Drewes, 2514 East Superior Street, Duluth, MN 55812

Contact Name: Lester R. Drewes

Phone Number: 218.726.7925

E-Mail Address: lrdrewes@d.umn.edu

ARTICLE III: Number of Shares

IBBS will not authorize any shares.

ARTICLE IV: Incorporators

The names and addresses of each incorporator of IBBS are:

Lester R. Drewes, 2514 E. Superior St., Duluth, MN 55812

Lester R. Drewes 1 Feb 2008
Signature Date

Björn Bauer, 132 West Kent Road, Duluth, MN 55812

Björn Bauer 1 Feb 2008
Signature Date

ARTICLE V: Purposes and Activities

Section 1. The IBBS is organized exclusively for the scientific and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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 or the corresponding section of any future United States Internal Revenue Law. The purposes of IBBS include the following and are set forth in its Certificate of Incorporation:

1. To encourage, promote and advocate scientific and clinical research on the biological barriers in the central nervous system (CNS);
2. To accumulate information about barriers in the CNS and promote its dissemination to scientists, physicians, patients, policy makers, public and private funding agencies and other concerned parties;
3. To educate the general public and medical profession about the existence, diagnosis and treatment of disorders involving the barriers of the CNS.

Section 2: The IBBS shall endeavor to realize this purpose by:

1. Encouraging worldwide representation;
2. Stimulating debate, research and discovery;
3. Enhancing communication and participation among basic scientists, translational researchers and clinicians.
4. Liaising with the pharmaceutical industry in the development and delivery of new medicines and treatments for CNS diseases
5. Encouraging integration and participation of young researchers;
6. Involving multidisciplinary approaches;
7. Disseminating and translating results to clinical practice;
8. Representing and advocating to policy makers, public and private funding agencies, and their representatives;
9. Advancing public education and awareness;
10. Developing liaison with patients and beneficiaries of research advances.

Section 3. No substantial part of the activities of IBBS shall be the carrying on of propaganda, or otherwise

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attempting to influence legislation, and IBBS shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 4. Notwithstanding any other provision of these articles, IBBS shall not carry on any other 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI: Membership

Regular membership in the IBBS shall be composed of persons who share the stated purpose of the IBBS and who provide evidence for their activity and interest in brain barriers research by having published at least two relevant scientific papers in refereed journals. Individuals who are not eligible for election as members may apply for Associate Membership. Associate Members may submit abstracts for presentation and may not vote. Any person with merit and scientific interest in barriers in the CNS and is enrolled in an accredited graduate or postgraduate program or is a research trainee shall be eligible for Student Membership. Any association, corporation, institution or individual who desires to support the IBBS with funds or services valued at 5000 dollars (US) or 5000 EUROS or greater may be invited to become a Sustaining Member.

Application for membership in the IBBS shall be initiated by the individual who shall furnish to the Secretary a letter proposing membership, the name of a regular member endorsing the application, and a copy of his/her curriculum vitae.

The Council/Steering Committee (hereafter referred to as "Council") will review applications and recommend for membership at a business meeting. Two-thirds of the votes cast are required to elect a candidate for membership.

ARTICLE VII: Officers and Council/Steering Committee

Section 1: The officers of the IBBS shall be a President (Chairperson), the Immediate Past President, a Secretary, and a Treasurer.

Section 2: The Council will consist of the officers of the IBBS, not more than nine (13) elected Councilors plus one (1) Student Councilor. The Council shall be responsible for the fulfillment of the scientific and business obligations of the IBBS.

ARTICLE VIII: No Pecuniary Gain

No part of the net earnings of the IBBS shall inure to the benefit of, or be distributable to, any of its members, trustees, officers or other private persons, except that the IBBS shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.

ARTICLE IX: Dissolution

Section 1: The Membership shall determine the dissolution of the IBBS by a two-thirds (2/3) majority of the members present and voting. *Upon the winding up and dissolution of the IBBS, after paying or adequately providing for the debts and obligations of the IBBS, the remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.*


ARTICLE X: Bylaws

Bylaws may be altered, amended, repealed, or adopted by a two-thirds (2/3) majority of the Councilor members present at any regular or special meeting.

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DEPARTMENT OF STATE
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Mark Ritchie
Secretary of State

**Bylaws of the
International Brain Barriers Society (IBBS)**

BYLAW I: Meetings

Section 1: Communication.

The IBBS will establish a website for communication among the membership.

Section 2: Scientific Meetings.

The IBBS shall facilitate at least one (1) annual scientific meeting at a time and place determined by the Council/Steering Committee (hereafter referred to as "Council") or as recommended by a Conference Organizer. Other scientific meetings may be held at times and places determined by the Council.

The IBBS will ideally help facilitate meetings in this field including, but not limited to, the "Signaling in the BBB" hosted by German scientists, the "CYB" meeting hosted by other scientists in alternate years and the Gordon Research Conference with the theme "Barriers in the CNS".

Section 3: Business Meetings.

A Business Meeting of the Membership shall be scheduled at the regular, scientific meeting of the IBBS. Ten percent (10%) of the active Membership constitutes a quorum at the Business Meeting.

Section 4: Special Meetings.

Special Meetings shall be called by the President at the request of 10% of the active Members and require twenty percent (20%) of the active Members for a quorum. Notice of the time and place of such meetings shall be sent to all active Members of the IBBS at least four (4) weeks in advance of the Meeting. Only matters specified in the call can be transacted at a special meeting.

Section 5: Procedure.

Parliamentary procedures to be followed in all Business Meetings shall be those specified in "Standard Code of Parliamentary Procedure" by Alice F. Sturgis.

BYLAW II: Financial

Section 1: Dues and Assessments.

The annual dues and assessments may be changed from time to time by the Council. Associate Member dues shall be the same as the active Member dues. Student/trainee membership dues shall be one half the regular membership fees. These dues are payable 1 December of each year payable to the IBBS and submitted to the Treasurer.


BYLAW III: Council/Steering Committee (hereafter referred to as "Council")

Section 1: Membership to the Council.

The Council consists of fourteen (14) persons [the President (Chairperson), the Immediate Past President, the Secretary, the Treasurer, not more than 9 elected Councilors plus 1 Trainee Councilor] responsible for the fulfillment of the scientific and business obligations of the IBBS. The respective functions within the Council shall be decided by the Council itself, including nominating the President [who shall have to rotate every two (2) years], the Secretary, and the Treasurer. The attribution of other tasks to each member of the Council shall be decided within the Council. The President organizes and chairs the debates and discussions and brings forward issues arising. Among other tasks given to members of the Council could be editor of home page, responsible for raising funds, chair of scientific program committee, etc.

Section 2: President.

The President (Chairperson) shall preside at meetings of the Council and over the Business Meeting of the IBBS at the close of the regular term of office. The President shall vote only to break a tie. Unless otherwise specified, the President shall, with the approval of the Council, appoint members to serve on Standing Committees and ad hoc Committees, designate the chair of each Committee, and appoint representatives to other organizations. He/She shall perform all other duties of President listed in the Bylaws.

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Section 3: Immediate Past-President.

The retiring President (Immediate Past President) shall serve on the Council for the next 2 years, and chair the Nominating Committee for the subsequent meeting. The Past President shall serve ex officio on those Committees designated by the President and shall serve as President in the absence of the President. He/She shall perform all other duties of Immediate Past-President listed in the Bylaws.

Section 4: Secretary.

The Secretary shall:

1. Serve as archivist and be responsible for all official records, a minute book that shall contain all minutes of meetings of the members and of the Council, a copy of the Certificate of Incorporation, a copy of the Articles of Incorporation and Bylaws, and all amendments thereto, membership records, archives, and historic material that shall be repositied with the Secretary.
2. Act as Secretary of all of the members and the Council, and shall keep the minutes of all such meetings. The Secretary shall attend to the giving and serving of all notices of the IBBS and shall perform all duties customarily incident to the office of the Secretary, subject to the control of the Council.
3. Perform all other duties of the Secretary listed in the Bylaws.

Section 5: Treasurer.

The Treasurer shall:

1. Have the custody of all funds and securities of the IBBS that may come into his/her hands. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the IBBS, and shall deposit all monies and other valuable effects of the IBBS in the name and to the credit of the IBBS in such banks or depositories as the Council may designate. Annually and whenever required by the Council, he/she shall render a statement of the accounts.
2. Prepare a summary of the most recent audit and a report of the IBBS current financial status. This information shall be shared with the Membership at the Business Meeting.
3. Perform all other duties of the Treasurer listed in the Bylaws.

Section 6: Councilors.

The Councilors shall:

1. Serve as full voting members of the Council.
2. Perform all other duties of Councilors listed in the Bylaws.


Section 7: Duration of Office.

The duration of office in the Council shall be 4 years.

Re-election of half of the Council every second year avoids that the whole committee is changed at the same time. Officers may be re-elected but they may not serve for more than eight (8) consecutive years (2 election periods). The representative of the Research Trainee Section should be re-elected every second year and may not serve more than 4 years. The first election will thus be often (14) persons, out of whom five (5) have to be reelected after 2 years. In the first election it should be stated which candidates who are going to be subject to re-election after 2 years.

Section 8: Elections and Eligibility. The Membership of active Members shall elect the officers among its own members. Any active member may be a candidate to the election if the candidacy is brought forward. Candidates to the election should be announced at least one month before the voting. It is recommended that, if possible, each gender should be represented by at least three (3) members, that all continents with a substantial number of members should be represented and that one member should be a research trainee (student or postdoctoral fellow).

Section 9: Duties and Activities of the Council. The Council shall direct and conduct the general activities of the IBBS. The Council is authorized to carry out tasks not allocated to the General Assembly. In legal actions, the IBBS shall be represented by the President, the Secretary, and the Treasurer. The Council shall make decisions by majority vote of those present or by voting done by-mail or by electronic ballot (internet). In case of equal vote,

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the vote of the President shall prevail. The Council shall make decisions about affiliations to other organizations. The Council shall report on its activities and decisions to the active members at least every twelve (12) months.

Section 10: Meetings. The Council shall meet at regular intervals, at least once a year.

BYLAW IV: General Assembly

Section 1: All active members of the IBBS form The General Assembly.

Section 2: Council.

The Council shall:

1. Be the governing board of the IBBS, responsible only to the Membership.
2. Arrange for programs, approve committee appointments, be responsible for the fiscal affairs of the IBBS, and transact such business as necessary and desirable for function and growth of the IBBS.
3. Determine the location of meeting two years in advance, or as soon as practical.
4. Be empowered to compensate any Council member.
5. Control all activities of IBBS including setting dues levels. Unless specifically authorized by the Council, no officer, agent, council member, or member of the IBBS shall have the power or authority to bind the IBBS by any contract or engagement or to pledge its credit or financially obligate it for any purpose in any amount.
6. Maintain and edit the IBBS web pages.

Section 3: Meetings and Other Deliberations.

The Council shall meet, at the call of the President, and if deemed necessary by the President, at least once a year. A quorum shall consist of a majority of Council. Meetings may be held by means of telephone conference or equipment of similar communications by means of which all Council members participating in the meeting by telephone can hear each other. Participating in a meeting by telephone or similar communications equipment shall constitute presence in person at meetings except where a Council member participates in a meeting for the sole purpose of objecting to the transaction of any business on the grounds that the Special Meeting is not lawfully convened or called. Council members are expected to attend all meetings.

Given the far-flung nature of the IBBS, and the geographical scatter of the Council, the President may ask the Council to individually deliberate on, and make decisions about, various issues brought to the attention of the Council by written means. Communications may be sent to Council via facsimile, e-mail, or by regular mail, and a vote with or without comment requested. Council members will be expected to participate in these deliberations. If two or more Council members object in writing to this process on a given issue, the issue will not be decided in this manner, but considered at a regular meeting or teleconference meeting of the Council.

Section 4: The General Assembly may vote in writing (mail or electronic mail), on the request of the Council, or during the Business Meeting. Voting by mail or by electronic ballot (internet) should be announced at least two weeks before the voting starts and should be open for voting during at least two weeks. Votes are sent to the Secretary who tallies the votes in the presence of a witness. Individual votes will be kept strictly confidential. The Secretary will keep the votes for at least one year in case an active member requests recounting. All counting is based on those who vote.

Section 5: The General Assembly votes for members of the Council, the location of the IBBS Conference, amendments to the Statutes, the dissolution of the IBBS, and any other business suggested by the Council or by writing to the Secretary by 10% or more of the members.

Section 6: The General Assembly should meet at least every second year at a business meeting, which may be arranged by the Council during the sessions of the IBBS Conference. The invitation to the business meeting shall be announced to the members at least two months before the date of the meeting.

BYLAW V: Appointment, Nomination and Election of Members of the Council

Section 1: Eligibility for Office.

All candidates for election or appointment to the

Council must be regular members in good standing.

Section 2: Nomination Procedures.

The Nominating Committee shall be responsible for all nominations to elective office, shall determine the eligibility of nominees, and shall ascertain that nominees are willing to stand for office and shall be required to advance to the Secretary names for each open position as needed. IBBS members shall have been encouraged to suggest nominees to the Committee prior to the Committee submitting its report.

Section 3: Election Procedures.

Election shall be by secret mail ballot. The Secretary shall prepare a printed or electronic ballot that bears all names submitted by the Nominating Committee that contains the affiliation of each candidate.

BYLAW VI: Amendments to the Statutes

Amendments to the Statutes must be proposed by the Councilor in writing to the Secretary by thirty (30) or more active members and must be acted upon within the year following the receipt of the proposal. An amendment shall require for its adoption an affirmative vote by 2/3 of the votes.

BYLAW VII: IBBS Scientific Conferences

Section 1: A local Congress Chair is appointed in advance by the General Assembly, upon proposal of the Council. The Congress Chair is responsible for appointing a local Organizing Committee.

Section 2: The Program Committee is responsible for the program format and content, and for the rules applied to delegates, sponsors and guest.

Section 3: The Scientific Committee serves as an advisory board and assesses the abstract submissions upon directions of the Program Committee

Section 4: The local Organizing Committee is responsible for the local facilities of the venue and all other local logistic aspects.

BYLAW VIII: Other Committees

Section 1: Nominating Committee.

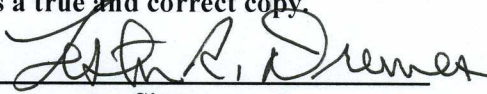
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Section 2: Research Trainees/Students Section.

The IBBS should develop a section for research trainees and students with its own Coordinating Committee. Membership to this section is only open to research trainees and students. This section shall work under the same statues as the parent organization, and advise the IBBS regarding matters of importance for young and developing researchers. The Research Students Section shall have a representative on the Council and two on the Program Committee.

These articles and bylaws of the International Brain Barriers Society (IBBS) were approved and adopted on February 13, 2008. This is a true and correct copy.


Lester R. Drewes, IBBS President


Signature

13 February
Date
2008



Tara
Feb 13, 2008
Tara Ann Olson exp 1/31/2010

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Signature

13 February
Date
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Tara
Feb 13, 2008
Tara Ann Olson exp 1/31/2010

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State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Mark Ritchie, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

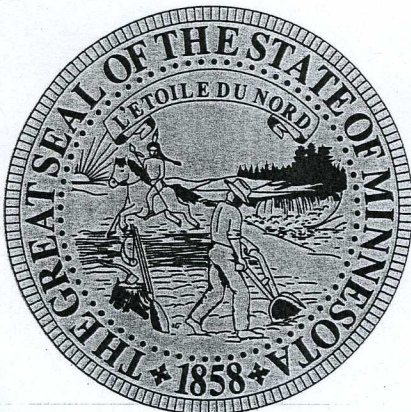
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: International Brain Barriers Society

Corporate Charter Number: 2702770-2

Chapter Formed Under: 317A

This certificate has been issued on 02/01/2008.



Mark Ritchie
Secretary of State.