

Amended and Restated
Articles of Incorporation
Rosacea Research & Development Institute

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The undersigned citizens of the United States and citizens of other countries, desiring to form a Non-Profit Corporation Law of the State of Hawaii, USA, do hereby adopt and certify the following Articles of Incorporation.

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ARTICLE I
Name/Registered Office

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The name of the corporation shall be "Rosacea Research and Development Institute" using the acronym "RRDi."

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ARTICLE II

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The mailing address of the corporation's initial principal office is 96-1174 Kamani St., Apt 2, P.O. Box 999, Pahala, Hawaii 96777, USA.

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ARTICLE III
PURPOSE

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The said corporation is formed not for pecuniary profit and is organized exclusively as a charitable organization defined in Section 501 (c) (3) of the Internal Revenue Code of the USA. The purpose of for which this corporation is formed is to fund research and development for the skin condition known as rosacea, for patient advocacy for those suffering from rosacea, and to publish the findings of this research for the public, medical and other professional groups. The said corporation is founded by and for those suffering from rosacea.

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ARTICLE IV
DEFINITION OF A ROSACEAN

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A rosacean by definition is anyone suffering from the disease of rosacea and has been diagnosed by a qualified physician.

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ARTICLE V
REGISTERED AGENT/OFFICE & INCORPORATOR

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The name and address of he Registered Agent, registered office and Incorporator of the corporation is:

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Name: Brady Barrows
Address: 96-1174 Kamani St., Apt 2
Pahala, Hawaii 96777, USA

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The powers of the incorporator are to be terminated upon filing of the Articles of Incorporation, upon which time the management of the corporation is vested in the Board of Directors, as defined in the corporation's bylaws.

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ARTICLE VI
BOARD OF DIRECTORS

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The Board of Directors is responsible for the management and affairs of the corporation and provides policy and direction, including and not limited to the amending the Articles of Incorporation, Charter, the Rules of Institute, the Bylaws, the Conflict of Interest Policy, hiring and directing any employees of the corporation, the appointment, hiring and directing the Medical Advisory Committee, the responsibility for spending all funds received and necessary decisions related to the operation of the corporation. Employee positions are determined by the board of directors with a majority vote and the amount of

compensation paid to the employee. The board of directors may also determine the amount of compensation paid to the Medical Advisory Committee, if any. The board of directors consists of no more than twelve (12) members who are elected by majority vote of the general membership for the term of five (5) years, but are eligible for re-election by the members of the corporation on or within thirty days after June 7 every five years. The Board of Directors shall follow the Bylaws of the Corporation. The board members serve without compensation except for reasonable expenses where defined in the bylaws, and shall not have any right, title, or interest in or to any property of the corporation. All members of the board of director shall be rosaceans as defined in Article IV and volunteer their services to the corporation freely and without compensation. The current members of the Board of Directors are published on the world wide web at the RRDi Official Website at the following url >

<http://www.irosacea.org/html/board.html>

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ARTICLE VII MEMBERS

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Members of the corporation may be taken from the general public who may wish to join the general membership who shall determine by majority vote who the board of directors shall be once every five years on the anniversary of the date of incorporation, June 7, 2004, within thirty days. The corporation requires that members provide their name, mailing address and a valid email address. Returned mail and 'Bouncing' emails (ie., emails that are returned, and hence, invalid) are cause for removal from the membership by the board of directors. The corporation requires that members provide upon request whether the member has a diagnosis from a physician for rosacea that would determine by definition in Article IV that the member is a rosacean. The board of directors may request a letter from a physician stating that the member has a diagnosis of rosacea which the member should provide if asked. Failure to comply with the membership requirements is grounds for dismissal or for rejection as a member of the corporation. Membership is unlimited at this time but may be limited by the board of directors at the board's discretion and amended in this article. The Board of Directors will determine that a majority of members of the corporation are rosaceans as defined by Article IV.

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ARTICLE VIII LIMITATIONS

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No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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 or engage in any religious activity. Notwithstanding any other provision of these articles, the corporation 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 107 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The corporation is non profit in nature and shall not authorize or issue shares of stock. No dividends shall be paid and no part of the income or profit of the operations shall be distributed to its members, directors, officers or board members, except for seervices actually rendered to the corporation, and except upon liquidation of its property in case of corporate dissolution. All members of the corporation must adhere and accept the Conflict of Interest Policy of the RRDi which is made available upon joining. The Board of Directors must adhere strictly with the Conflict of Interest Policy.

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ARTICLE IX DEBT OBLIGATIONS AND PERSONAL LIABILITY

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No member, board member, officer or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, board members, officers or directors be subject to the payment of the debts or obligations of this corporation.

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ARTICLE X
DISSOLUTION

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Upon the dissolution of the corporation, 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, or shall be distributed to the Rosacea Research Foundation, a non profit organization in Alabama, USA, if the Rosacea Research Foundation is an approved 501 (c) (3) legally operating in Alabama. Any such assets not so disposed of shall be disposed of by a court of Competant Jurisdiction 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 rosacea research.

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