ARTICLES OF INCORPORATION
of
CLL Topics, Inc.
(Arizona Non-Profit Corporation)
Dated October 24, 2003

As Amended by
ARTICLES OF AMENDMENT
filed on
May 26, 2004
ARTICLES OF INCORPORATION
of
CLL Topics, Inc.
(Arizona Non-Profit Corporation)

ARTICLE 1

Name: The Name of this Corporation is CLL Topics, Inc.

ARTICLE 2

Purpose: The purpose for which the Corporation is organized is to provide support and education to patients suffering from Chronic Lymphocytic Leukemia (CLL) and to foster the development of new therapies for the disease. This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

ARTICLE 3

Character of Affairs: The character of affairs of the Corporation will be to serve as an Internet based information forum and support group and to promote the development of new therapies for CLL.

ARTICLE 4

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 2. 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 any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation 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 provision of any future United States Internal Revenue Laws) or: (b) by a corporation, contributions to which are deductible under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Laws).

ARTICLE 5
Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all its assets exclusively for the purposes of the Corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE 6

The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the bylaws.

ARTICLE 7

Board of Directors: The initial Board of Directors shall consist of two directors. The names and addresses of the persons who are to serve as the directors until the first annual meeting of the Board of Directors, or until their successors are elected and qualify are:

Chaya Venkat  
204 Bowstring Drive  
Sedona, Arizona 86336

Palasena C. Venkat  
204 Bowstring Drive  
Sedona, Arizona 86336

The number of persons to serve on the Board of Directors shall be fixed by the Bylaws.

ARTICLE 8

Known Place of Business: The street address of the known place of business of the Corporation is:

204 Bowstring Drive  
Sedona, Arizona, 86336

ARTICLE 9

Statutory Agent: The name and address of the statutory agent of the Corporation is:

Palasena C. Venkat
204 Bowstring Drive  
Sedona, AZ 86336

ARTICLE 10

Incorporators: The names and addresses of the incorporators are:

Chaya Venkat     204 Bowstring Drive, Sedona, AZ 86336  
Palasena C. Venkat  204 Bowstring Drive, Sedona, AZ 86336

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles to the Arizona Corporation Commission.

ARTICLE 11

Discrimination: The Corporation will not practice or permit discrimination on the basis of sex, age, race, national origin, religion, or physical handicap or disability.

ARTICLE 12

Members: The Corporation will not have members.

EXECUTED this 24th day of October 2003, by all of the incorporators.

Signed: __________________________  ________________________

Chaya Venkat     Palasena C. Venkat

Phone:  928-203-0238  
Fax:       928-282-0160

Acceptance of Appointment by Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named Corporation effective this 24th day of October 2003.

Signed: __________________________

Palasena C. Venkat