

RESTATED CERTIFICATE OF INCORPORATION
of
ACRES Site Accreditation and Standards Institute, Inc.

ACRES Site Accreditation and Standards Institute, Inc., a corporation organized under the laws of the State of Delaware, USA originally filed on September 20, 2019 under the same name hereby restates and amends its Certificate of Incorporation duly adopted by the Board of Directors pursuant to sections 245 and 242 of the Delaware General Corporation law. The original Certificate of Incorporation is amended and restated as follows:

CERTIFICATE OF INCORPORATION
of
Site Accreditation and Standards Institute, Inc.
A Non-Stock Corporation

FIRST: The name of the corporation is: **Site Accreditation and Standards Institute, Inc.**

SECOND: Its registered office in the State of Delaware is located at 16192 Coastal Highway, Lewes, Delaware 19958-9776, County of Sussex. The registered agent in charge thereof is Harvard Business Services, Inc.

THIRD: The purpose of this tax deductible non-profit organization shall be to engage in any lawful activity for which corporations may be organized under the General Corporation Law of Delaware. In addition the purpose of this non-profit organization is: In recognition of the legacy of the Alliance for Clinical Research Excellence and Safety (ACRES) and in furtherance of its mission to enhance medicines development and clinical research performance and build a multi- stakeholder and global system for excellence in clinical research; the Site Accreditation and Standards Institute (SASI) as a separate, fully-independent, nonprofit, federally tax- exempt, successor organization will assume the activities of, and by grant, the relevant assets of ACRES and in furtherance thereof:

A) Assume the ownership of the ACRES Intellectual Property: ACRES-QC S001: 2019, the ACRES Quality Continuum Standard for the Quality Management of Clinical Research Sites (Standard), and

B) Preserve, protect and manage with appropriate fiduciary responsibility the value and credibility of the Standard including the necessary updates and edits required to maintain its global relevance, and

C) Deploy and maintain a regimen for certifying conformance to the Standard and award a "Accredited" registration for Clinical Research Sites in compliance with the Standard, and

D) Initiate any and all necessary and relevant business activities, processes or philanthropic initiatives to support, expand and maintain its mission within the constraints of its federally tax- exempt status.

This corporation is organized exclusively for charitable, religious or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a

corporation contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)

INUREMENT OF INCOME: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers of the corporation, or any private persons (except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered), and no member, trustee, or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

LEGISLATIVE OR POLITICAL ACTIVITIES: 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. (except as otherwise provided by Internal Revenue Code section 501(h).

DISSOLUTION CLAUSE: Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any assets not so disposed of shall be disposed of by the Court of Common Pleas 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 such purposes.

FOURTH: The corporation shall not have any capital stock.

FIFTH: The conditions of membership shall be stated in the by-laws.

SIXTH: This corporation shall be perpetual unless otherwise decided by a majority of the Board of Directors.

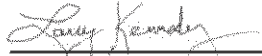
SEVENTH: In furtherance and not in limitation of the powers conferred by the laws of Delaware, the board of directors is authorized to amend or repeal the bylaws.

EIGHTH: The corporation reserves the right to amend or repeal any provision in this Certificate of Incorporation in the manner prescribed by the laws of Delaware.

NINTH: The incorporator is Richard H. Bell in care of Harvard Business Services, Inc., whose mailing address is 16192 Coastal Highway, Lewes, DE 19958.

TENTH: To the fullest extent permitted by the Delaware General Corporation Law a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

The undersigned, being the Authorized Officer of ACRES Site Accreditation and Standards Institute, Inc. for the purpose of restating the certificate of incorporation of the corporation, do hereby make, file and record this Restated Certificate of Incorporation, and certify that the facts herein stated are true, this 20th day of September, 2019



Signature of Authorized Officer

Larry Kennedy

Printed Name of Authorized Officer

Executive Director

Title of Authorized Officer