

**ACTION BY WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
PHOENIX BIOINFORMATICS CORPORATION
IN LIEU OF FIRST MEETING**

Pursuant to the authority granted to directors by Section 307 of the California Corporation Code and the Bylaws of Phoenix Bioinformatics Corporation, a California non-profit public benefit corporation (the "Corporation"), to take action by written consent in lieu of the first Board of Directors meeting, the undersigned, constituting all the Directors of the Corporation, hereby consent to, and adopt, as of September 18, 2013, the attached Resolutions with full force and effect.

IN WITNESS WHEREOF, the undersigned have duly executed this Written Consent effective as of the date first written above.

Eva Huala

Eric Lyons

Robert J. Muller

**RESOLUTIONS
OF THE BOARD OF DIRECTORS OF
PHOENIX BIOINFORMATICS CORPORATION
IN LIEU OF FIRST MEETING**

September 18, 2013

INCORPORATION

WHEREAS, the original Articles of Incorporation of the Corporation were submitted to the California Secretary of State on August 30, 2013;

WHEREAS, the Incorporator of the Corporation has appointed the undersigned as the initial Directors of the Corporation;

WHEREAS, the Incorporator has engaged the services of an attorney for consultation regarding the formation, incorporation, and review of the Articles of Incorporation, Bylaws, and other governing documents of the Corporation;

RESOLVED, that all actions of the Incorporator taken on behalf of the Corporation be, and hereby are, ratified, confirmed, and approved;

RESOLVED, that based on receipts provided, the Corporation shall reimburse the Incorporator and Officers for expenses paid for by Incorporator or Officers for the incorporation and formation of the Corporation;

RESOLVED FURTHER, that a certified copy of the Articles of Incorporation shall be inserted by the Secretary of the Corporation into the minute book of the Corporation, and kept at the principal office.

BYLAWS

WHEREAS, the initial Board of Directors reviewed, considered, and discussed the Bylaws of the Corporation for adoption;

RESOLVED, that the initial Board of Directors unanimously approved and adopted the the Bylaws of the Corporation; and

RESOLVED FURTHER, that an original signed copy of the Bylaws of the Corporation shall be inserted into the minute book by the Secretary and kept at the Corporation's principal office.

PRINCIPAL OFFICE

WHEREAS, the initial Board of Directors reviewed and discussed the location of the Corporation's principal office in the county set forth in the Bylaws;

RESOLVED, that the principal office of the Corporation shall be located at 3124 South Court, Palo Alto, California.

AGENT FOR SERVICE OF PROCESS

RESOLVED, that Eva Huala, named as the initial agent for service of process in the Articles of Incorporation is named as the Corporation's agent for service of process.

ELECTION OF DIRECTORS

WHEREAS, Article 3 Section 1 of the Bylaws states that initially, a three (3) member Board of Directors shall govern the Corporation;

WHEREAS, Article Section 1 further states that as of the date of the first annual meeting of the Board of Directors, the authorized number of Directors shall be no fewer than nine (9) and no more than twelve (12);

RESOLVED, that the following persons have been elected as the initial Board of Directors, and such persons have agreed to serve as Directors:

- Eva Huala
- Eric Lyons
- Robert J. Muller

RESOLVED, that the initial Board of Directors shall elect six (6) more Directors by the first annual meeting of the Board of Directors.

APPOINTMENT OF OFFICERS

WHEREAS, the initial Board of Directors considered and discussed the appointment of Officers to carry out the day-to-day business of the Corporation;

RESOLVED, that the following persons have been unanimously appointed as Officers:

- Eva Huala, President/Executive Director
- Donghui Li, Vice-President
- Robert J. Muller, Treasurer
- Tanya Z. Berardini, Secretary

COMPENSATION OF DIRECTORS & OFFICERS

WHEREAS, the initial Board of Directors considered and discussed the compensation to be paid by the Corporation to its Directors and Officers, in accordance with Article 9 (Compensation Policies) of the Bylaws;

RESOLVED, that the Directors shall not be paid any compensation to serve as Directors of this Corporation;

RESOLVED, that, except for the office of President/Executive Director, no Officers shall be paid any compensation to serve as Officers of this Corporation;

RESOLVED, that this action does not restrict or impede the ability of the Corporation to pay its Officers Officers in the future in accordance with Article 9 (Compensation Policies) of the Bylaws and approval of the Board of Directors;

RESOLVED, that this action does not restrict or impede the ability of the Corporation to pay its Directors or Officers as employees or contractors in accordance with Article 9 (Compensation Policies) of the Bylaws;

RESOLVED, that this action does not restrict or impede the ability of the Corporation to hire and pay any other employees or contractors for carrying out the Corporation's mission and purpose;

RESOLVED FURTHER, that any compensation paid to the President/Executive Director shall be in accordance with the provisions set forth in Article 9 of the Bylaws.

FEDERAL EMPLOYER IDENTIFICATION NUMBER (FEIN)

WHEREAS, the Corporation intends to hire employees and contractors which requires obtaining an employer identification number from the Internal Revenue Service (IRS);

RESOLVED, that the Officers of the Corporation are authorized, directed, and empowered to obtain an employer identification number with the IRS on behalf of the Corporation.

BANK ACCOUNT

WHEREAS, the Corporation requires a bank account in order to carry out its mission and purpose;

RESOLVED, that the funds of this corporation shall be deposited with Charles Schwab & Co. ("Bank") in a Schwab One Organization account in the Corporation's name.

RESOLVED, that the Treasurer of the Corporation be, and hereby is, authorized, directed, and empowered to establish an account with the Bank and to deposit Corporation's funds in such account;

RESOLVED, that all checks, drafts, and other instruments obligating this Corporation to pay money shall be jointly signed on behalf of the Corporation by both of the following Officers:

- Eva Huala, President/Executive Director
- Robert J. Muller, Treasurer

RESOLVED FURTHER, that the authority conferred herein shall remain in force until revoked by the Board of Directors of this Corporation and until written notice of such revocation has been received by the Bank.

BUDGET

WHEREAS, the initial Board of Directors deems it to be in the best interests of the Corporation to develop a budget for income and expenses;

RESOLVED, that the Officers of the Corporation shall be, and hereby is, authorized, directed and empowered to prepare a budget for the Corporation.

BUSINESS PLAN

WHEREAS, the initial Board of Directors deems it to be in the best interests of the Corporation to develop a three-year business plan for the operation of the Corporation;

RESOLVED, that the Officers of the Corporation shall be, and hereby is, authorized, directed, and empowered to prepare a three-year business for the Corporation.

INSURANCE

WHEREAS, the initial Board of Directors deems it to be in the best interests of the Corporation to purchase commercial general liability insurance and Directors' and Officers' insurance;

RESOLVED, that the Officers of the Corporation shall be, and hereby is, authorized, directed, and empowered to research and procure commercial general liability insurance and Directors' and Officers' insurance.

ACCOUNTING

WHEREAS, the initial Board of Directors deems it to be in the best interests of the Corporation to engage the services of a qualified Certified Public Accountant (CPA),

RESOLVED, that the Officers of the Corporation shall be, and each of them hereby is, authorized, directed, and empowered to engage the services of a qualified CPA.

GOVERNMENT REPORTING

WHEREAS, the Corporation is required to make periodic filings as required by the California Attorney General and/or the California Secretary of State, regarding the business or financial activity of the Corporation and the distribution of assets held for charitable purposes;

RESOLVED, that the Officers are authorized and directed to complete and submit such filings as are necessary or requested from the California Attorney General, the California Secretary of State, or any other governmental agency, as required by law.

TAX-EXEMPT STATUS (Federal & State)

WHEREAS, the initial Board of Directors deems it to be in the best interests of the corporation to pursue tax-exempt status as a California non-profit public benefit corporation;

RESOLVED, that the Officers of the Corporation are authorized to engage and consult with legal counsel to ascertain the requirements and availability of tax-exempt status under federal and state tax codes, and are authorized and directed to execute and file all necessary applications and documents to obtain such exemptions with the appropriate authorities, and to pay for applicable legal and government filing fees.