

Pediatric Heart Transplant Study Minutes of the Board of Directors Meeting

**Monday, November 1, 2010
11:00 (eastern)/10:00 (central)**

The inaugural meeting of the Pediatric Heart Transplant Study Foundation (PHTS) was held on November 1, 2010 at 10:00 CST a.m. via conference call. The attendees were as follows:

Directors Present:

Dr. Anne Dipchand
Dr. Bill Mahle
Dr. David Naftel
Dr. Shelly Miyamoto
Dr. Connie White-Williams
Dr. Betsy Blume
Dr. Richard Kirk

Directors Absent:

Dr. James Kirklin

Guests Present:

Dr. Elfriede Pahl
Chris Meeks
Craig Collum
Margaret Foushee
Susanna Lenderman

The meeting was called to order at 10:00 a.m. CST and presided over by Anne Dipchand, MD. Ms. Susanna Lenderman served as Secretary. Members received materials that relate to the agenda items prior to the meeting. Materials are attached.

Dr. Dipchand presented the Articles of Incorporation of the Foundation and called for approval by the Board. There being no discussion and upon motion duly made and seconded, the following resolution was adopted by unanimous vote:

BE IT RESOLVED, that the Board of Directors for the Pediatric Heart Transplant Study Foundation adopted and approved the Articles of Incorporation of Pediatric Heart Transplant Study Foundation (the "Foundation") as filed in the

Office of the Judge of Probate of Jefferson on County, Alabama on July 22, 2010,
be inserted into the minute book of the Foundation;

Dr. Dipchand called for approval by the Board to allow Chris Meeks to act as sole incorporator of the Foundation including the adoption, execution and filing of the Articles of Incorporation; naming the initial directors who shall serve until the first meeting of the board and until their successors are duly elected and qualified. There being no discussion and upon motion duly made and seconded, the following resolution was adopted by unanimous vote:

BE IT RESOLVED, that each and all of the actions of Chris Meeks, acting as the sole incorporator of the Foundation, including, but not limited to:

(i) the adoption, execution and filing of the Articles of Incorporation of the Foundation; and

(ii) the naming of the initial directors of the Foundation who shall serve until the first annual meeting of the board of directors and until their successors are duly elected and qualified;

are hereby ratified, approved, and confirmed in all respects;

Dr. Dipchand presented the Bylaws of the PHTS and called for approval by the Board. There being no discussion and upon motion duly made and seconded, the following resolution was adopted by unanimous vote:

BE IT RESOLVED, that the bylaws for the Foundation in the form attached hereto as Exhibit A are hereby approved and adopted as the official bylaws of the Foundation, and the Secretary of the Foundation is hereby directed to maintain the bylaws of the Foundation as they may hereafter be amended in current form in the minute book of the Foundation;

Dr. Dipchand presented Dr. Elfriede Pahl as new member of the PHTS Board and called for approval by the Board. There being no discussion and upon motion duly made and seconded, the following resolution was adopted by unanimous vote:

BE IT RESOLVED, that Elfriede Pahl be elected to the PHTS Foundation Board.

Dr. Dipchand presented nominees to serve as officers of the PHTS and called for a vote by the Board. The following officers were elected by unanimous vote, therefore;

BE IT RESOLVED, that the following named individuals are hereby elected to serve in the offices designated opposite their names at the pleasure of the board of directors of the Foundation:

<u>Name</u>	<u>Office</u>
Anne Dipchand	President
Bill Mahle	Vice-President
Elfriede Pahl	Secretary & Treasurer

Dr. Dipchand called for approval by the Board that the Foundation shall use a calendar year for federal income tax and financial accounting purposes. There being no discussion and upon motion duly made and seconded, the following resolution was adopted by unanimous vote:

BE IT RESOLVED, that the Foundation shall use the calendar year for federal income tax and financial accounting purposes;

Dr. Dipchand called for approval by the Board to authorize the opening of one or more deposit, trust, investment, endowment or other accounts for and in the name of the Foundation. There being no discussion and upon motion duly made and seconded, the following resolution was adopted by unanimous vote:

BE IT RESOLVED, that the account documents, including, without limitation, any resolutions required to be adopted by the Foundation's directors to authorize the opening of one or more deposit, trust, investment, endowment, or other accounts for and in the name of the Foundation., are hereby approved and such resolutions are hereby adopted as the resolutions of the board of directors of the Foundation;

Dr. Dipchand called for approval by the Board to authorize K. Wood Herren, Esq. of Bradley Arant Boult Cummings LLP to represent the Foundation before the Internal Revenue Service in order to file Internal Revenue Service Form 1023, Application for Recognition of Exemption Under Section 501(c) (3) of the code, and such other and further forms and documents as they, in consultation with counsel. said officers are further authorized and directed to execute and deliver for and in behalf of the Foundation an IRS Form 2848, *Power of Attorney and Declaration of Representative* There being no discussion and upon motion duly made and seconded, the following resolution was adopted by unanimous vote:

BE IT RESOLVED, that the officers of the Foundation are hereby authorized and directed to make application to the Internal Revenue Service for recognition of the Foundation's exemption from federal income taxation, including, but not limited to, the filing of Internal Revenue Service Form 1023, *Application for Recognition of Exemption Under Section 501(c)(3) of the Code*, and such other and further forms and documents as they, in consultation with counsel for the Foundation, deem necessary or appropriate, and in that connection, said officers are further authorized and directed to execute and deliver for and in behalf of the Foundation an IRS Form 2848, *Power of Attorney and Declaration of Representative*, authorizing K. Wood Herren, Esq. of Bradley Arant Boult Cummings LLP, counsel to the Foundation, to represent the Foundation before the Internal Revenue Service in connection with said application; and

Dr. Dipchand called for approval by the Board to authorize the appropriate officers of the Foundation to do any and all other or further things, and to execute any and all other or further documents, all on behalf of the Foundation, as they, in their sole discretion, may deem necessary or desirable to effectuate the purposes of the foregoing resolutions, to complete the organization of the Foundation and to cause the Foundation to commence the conduct of the charitable activities for which it was organized. the opening of one or more deposit, trust, investment, endowment or other accounts for and in the name of the Foundation. There being no discussion and upon motion duly made and seconded, the following resolution was adopted by unanimous vote:

BE IT RESOLVED, that the appropriate officers of the Foundation are hereby authorized to do any and all other or further things, and to execute any and all other or further documents, all on behalf of the Foundation, as they, in their sole discretion, may deem necessary or desirable to effectuate the purposes of the foregoing resolutions, to complete the organization of the Foundation and to cause the Foundation to commence the conduct of the charitable activities for which it was organized.

The Board discussed the date, time and location of its next meeting. Dr. Dipchand requested that Dr. Pahl communicate the information to the Board when the date, time and location had been determined.

There being no further discussion, the meeting was adjourned at 10:20 am (Central).

Respectfully yours,
Susanna Lenderman
Acting Secretary