



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Organization Exempt From Income Tax**2008**Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)Department of the Treasury
Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

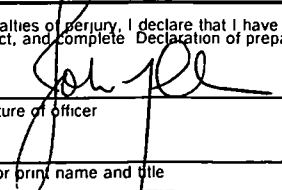
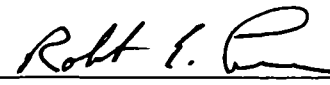
Open to Public Inspection**For the 2008 calendar year, or tax year beginning Jul 1, 2008, and ending Jun 30, 2009**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input checked="" type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization CROI FOUNDATION Number and street (or P O box if mail is not delivered to street addr) Room/suite 456 DAILEY ROAD City, town or country State ZIP code + 4 PITTSBURGH PA 15227	D Employer Identification Number 26-4033365 E Telephone number (412) 882-0678 G Gross receipts \$ 1,180,848.	F Name and address of principal officer JOHN W. MELLORS SAME AS C ABOVE H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'No,' attach a list (see instructions) H(c) Group exemption number ▶	I Tax-exempt status <input checked="" type="checkbox"/> 501(c) (3) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 J Website: ▶ N/A K Type of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶ L Year of Formation 2008 M State of legal domicile DC
---	--	--	---	---

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities SEE ATTACHED STATEMENT A <hr/> 2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets 3 Number of voting members of the governing body (Part VI, line 1a) 3 4 Number of independent voting members of the governing body (Part VI, line 1b) 8 5 Total number of employees (Part V, line 2a) 0 6 Total number of volunteers (estimate if necessary) 9 7a Total gross unrelated business revenue from Part VIII, line 12, column (C) 0. 7b Net unrelated business taxable income from Form 990-T, line 34		
Revenue	8 Contributions and grants (Part VIII, line 1h) 9 Program service revenue (Part VIII, line 2g) 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	Prior Year	Current Year
			1,172,025.
			8,823.
			1,180,848.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) 14 Benefits paid to or for members (Part IX, column (A), line 4) 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 16a Professional fundraising fees (Part IX, column (A), line 11e) b Total fundraising expenses (Part IX, column (D), line 25) ▶ 0. 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f) 18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25) 19 Revenue less expenses. Subtract line 18 from line 12		30,430. 30,430. 1,150,418.
Net Assets or Fund Balances	20 Total assets (Part X, line 16) 21 Total liabilities (Part X, line 26) 22 Net assets or fund balances Subtract line 21 from line 20	Beginning of Year	End of Year
			1,150,418. 1,150,418.

Part II Signature Block

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge. Signature of officer  Date 7/30/2010 Type or print name and title		
Paid Preparer's Use Only	Preparer's signature ▶  Date 7/19/10 Firm's name (or yours if self employed), address, and ZIP + 4 Lane & Company, CPAs 1920 N Street NW, Suite 320 Washington DC 20036	Check if self employed <input checked="" type="checkbox"/> Preparer's identifying number (see instructions) EIN ▶ Phone no ▶ (202) 463-6500	

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No**BAA For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.**

TEEA0101 12/22/08

Form 990 (2008)

G16 20

SCANNED AUG 26 2010

Part III Statement of Program Service Accomplishments (see instructions)

1. Briefly describe the organization's mission:

SEE ATTACHED STATEMENT A2. Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If 'Yes,' describe these new services on Schedule O

3. Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If 'Yes,' describe these changes on Schedule O

4. Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code _____) (Expenses \$ _____ 0. including grants of \$ _____ 0.) (Revenue \$ _____ 0.)

SEE STATEMENT B

4b (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4c (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4d Other program services. (Describe in Schedule O)

(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses ▶ \$ _____ 0. (Must equal Part IX, Line 25, column (B))

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If 'Yes,' complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I		X
4 Section 501(c)(3) organizations Did the organization engage in lobbying activities? If 'Yes,' complete Schedule C, Part II		X
5 Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If 'Yes,' complete Schedule C, Part III		
6 Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If 'Yes,' complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If 'Yes,' complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If 'Yes,' complete Schedule D, Part IV		X
10 Did the organization hold assets in term, permanent, or quasi-endowments? If 'Yes,' complete Schedule D, Part V		X
11 Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? If 'Yes,' complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		X
12 Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? If 'Yes,' complete Schedule D, Parts XI, XII, and XIII		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the U S ?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U S ? If 'Yes,' complete Schedule F, Part I		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If 'Yes,' complete Schedule F, Part II		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If 'Yes,' complete Schedule F, Part III		X
17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? If 'Yes,' complete Schedule G, Part I		X
18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? If 'Yes,' complete Schedule G, Part II		X
19 Did the organization report more than \$15,000 on Part VIII, line 9a? If 'Yes,' complete Schedule G, Part III		X
20 Did the organization operate one or more hospitals? If 'Yes,' complete Schedule H		X
21 Did the organization report more than \$5,000 on Part IX, column (A), line 1? If 'Yes,' complete Schedule I, Parts I and II		X
22 Did the organization report more than \$5,000 on Part IX, column (A), line 2? If 'Yes,' complete Schedule I, Parts I and III		X
23 Did the organization answer 'Yes' to Part VII, Section A, questions 3, 4, or 5? If 'Yes,' complete Schedule J		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, and that was issued after December 31, 2002? If 'Yes,' answer questions 24b-24d and complete Schedule K If 'No,' go to question 25		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If 'Yes,' complete Schedule L, Part I		X
b Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? If 'Yes,' complete Schedule L, Part I		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If 'Yes,' complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? If 'Yes,' complete Schedule L, Part III		X

BAA

Form 990 (2008)

Part IV Checklist of Required Schedules (continued)

	Yes	No
28 During the tax year, did any person who is a current or former officer, director, trustee, or key employee		
a Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? <i>If 'Yes,' complete Schedule L, Part IV</i>	28a X	
b Have a family member who had a direct or indirect business relationship with the organization? <i>If 'Yes,' complete Schedule L, Part IV</i>	28b	X
c Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? <i>If 'Yes,' complete Schedule L, Part IV</i>	28c X	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If 'Yes,' complete Schedule M</i>	29	X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If 'Yes,' complete Schedule M</i>	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If 'Yes,' complete Schedule N, Part I</i>	31	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If 'Yes,' complete Schedule N, Part II</i>	32	X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If 'Yes,' complete Schedule R, Part I</i>	33	X
34 Was the organization related to any tax-exempt or taxable entity? <i>If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	X
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If 'Yes,' complete Schedule R, Part V, line 2</i>	35	X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If 'Yes,' complete Schedule R, Part V, line 2</i>	36	X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If 'Yes,' complete Schedule R, Part VI</i>	37	X

BAA

Form 990 (2008)

Part V Statements Regarding Other IRS Filings and Tax Compliance

	Yes	No
1 a Enter the number reported in Box 3 of form 1096, Annual Summary and Transmittal of U S Information Returns Enter -0- if not applicable	1 a	0
b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1 b	0
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1 c	X
2 a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2 a	0
2 b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you be required to <i>e-file</i> this return (see instructions)	2 b	
3 a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	3 a	X
b If 'Yes' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O	3 b	
4 a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4 a	X
b If 'Yes,' enter the name of the foreign country See the instructions for exceptions and filing requirements for Form TD F 90-22.1 , Report of Foreign Bank and Financial Accounts	4 b	
5 a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5 a	X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5 b	X
c If 'Yes,' to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?	5 c	
6 a Did the organization solicit any contributions that were not tax deductible?	6 a	X
b If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not deductible?	6 b	
7 Organizations that may receive deductible contributions under section 170(c).		
a Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75?	7 a	X
b If 'Yes,' did the organization notify the donor of the value of the goods or services provided?	7 b	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7 c	X
d If 'Yes,' indicate the number of Forms 8282 filed during the year	7 d	
e Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7 e	X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7 f	X
g For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7 g	
h For all contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	7 h	
8 Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	X
9 Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.		
a Did the organization make any taxable distributions under section 4966?	9 a	X
b Did the organization make any distribution to a donor, donor advisor, or related person?	9 b	X
10 Section 501(c)(7) organizations. Enter		
a Initiation fees and capital contributions included on Part VIII, line 12	10 a	
b Gross Receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10 b	
11 Section 501(c)(12) organizations. Enter:		
a Gross income from other members or shareholders	11 a	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11 b	
12 a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12 a	
b If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year	12 b	

BAA

Form 990 (2008)

Part VI Governance, Management and Disclosure (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)**Section A. Governing Body and Management**

For each 'Yes' response to lines 2-7b below, and for a 'No' response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

	Yes	No
1a Enter the number of voting members of the governing body		
1b Enter the number of voting members that are independent		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee?		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a material diversion of the organization's assets?		X
6 Does the organization have members or stockholders?		X
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
7b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9a Does the organization have local chapters, branches, or affiliates?		X
9b If 'Yes,' does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
10 Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990	X	
11 Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O		X

Section B. Policies

	Yes	No
12a Does the organization have a written conflict of interest policy? If 'No,' go to line 13	X	
12b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c Does the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this is done	X	
13 Does the organization have a written whistleblower policy?		X
14 Does the organization have a written document retention and destruction policy?		X
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision:		
a The organization's CEO, Executive Director, or top management official?	N/A	
b Other officers or key employees of the organization?	N/A	
Describe the process in Schedule O (see instructions)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
16b If 'Yes,' has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosures

17 List the states with which a copy of this Form 990 is required to be filed: _____

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.

☐ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization.

► **THE ENTITY** 456 DAILEY ROAD PITTSBURGH PA 15227 (412) 882-0678

BAA

Form 990 (2008)

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (cont.)

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
1 b Total								0.	0.	0.

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization **0**

3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If 'Yes,' complete Schedule J for such individual

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If 'Yes' complete Schedule J for such individual

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If 'Yes,' complete Schedule J for such person

	Yes	No
3		X
4		X
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

(A) Name and business address	(B) Description of Services	(C) Compensation

2 Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation from the organization **0**

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS	1 a Federated campaigns	1 a				
	b Membership dues	1 b				
	c Fundraising events	1 c				
	d Related organizations	1 d				
	e Government grants (contributions)	1 e				
	f All other contributions, gifts, grants, and similar amounts not included above	1 f 1,172,025.				
	g Noncash contribns included in lns 1a-1f	\$				
	h Total. Add lines 1a-1f		1,172,025.			
PROGRAM SERVICE REVENUE	Business Code					
	2 a _____					
	b _____					
	c _____					
	d _____					
	e _____					
	f All other program service revenue					
	g Total. Add lines 2a-2f					
OTHER REVENUE	3 Investment income (including dividends, interest and other similar amounts)		8,823.	0.	0.	8,823.
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross Rents	(i) Real				
		(ii) Personal				
		b Less rental expenses				
		c Rental income or (loss)				
	d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities				
		(ii) Other				
		b Less cost or other basis and sales expenses				
		c Gain or (loss)				
	d Net gain or (loss)					
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
		b Less direct expenses	b			
		c Net income or (loss) from fundraising events				
	9 a Gross income from gaming activities See Part IV, line 19	a				
		b Less direct expenses	b			
		c Net income or (loss) from gaming activities				
	10 a Gross sales of inventory, less returns and allowances	a				
		b Less cost of goods sold	b			
		c Net income or (loss) from sales of inventory				
Miscellaneous Revenue		Business Code				
11 a _____						
b _____						
c _____						
d All other revenue						
e Total. Add lines 11a-11d						
12 Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e			1,180,848.	0.	0.	8,823.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees)				
a Management				
b Legal	28,028.	0.	28,028.	0.
c Accounting				
d Lobbying				
e Prof fundraising svcs. See Part IV, line 17				
f Investment management fees				
g Other	2,325.	0.	2,325.	0.
12 Advertising and promotion				
13 Office expenses	77.	0.	77.	0.
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a -----				
b -----				
c -----				
d -----				
e -----				
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	30,430.	0.	30,430.	0.
26 Joint Costs. Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year	(B) End of year
ASSETS	1 Cash — non-interest-bearing	1	9,406.
	2 Savings and temporary cash investments	2	1,141,012.
	3 Pledges and grants receivable, net	3	
	4 Accounts receivable, net	4	
	5 Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L.	5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L.	6	
	7 Notes and loans receivable, net	7	
	8 Inventories for sale or use	8	
	9 Prepaid expenses and deferred charges	9	
	10a Land, buildings, and equipment cost basis	10a	
	b Less accumulated depreciation. Complete Part VI of Schedule D.	10b	10c
	11 Investments — publicly-traded securities	11	
	12 Investments — other securities. See Part IV, line 11.	12	
	13 Investments — program-related. See Part IV, line 11.	13	
	14 Intangible assets	14	
	15 Other assets. See Part IV, line 11.	15	
16 Total assets. Add lines 1 through 15 (must equal line 34).	0. 16	1,150,418.	
LIABILITIES	17 Accounts payable and accrued expenses	17	
	18 Grants payable	18	
	19 Deferred revenue	19	
	20 Tax-exempt bond liabilities	20	
	21 Escrow account liability. Complete Part IV of Schedule D.	21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L.	22	
	23 Secured mortgages and notes payable to unrelated third parties	23	
	24 Unsecured notes and loans payable	24	
	25 Other liabilities. Complete Part X of Schedule D.	25	
	26 Total liabilities. Add lines 17 through 25.	0. 26	0.
NET ASSETS OR FUND BALANCES	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29 and lines 33 and 34.		
	27 Unrestricted net assets	27	1,150,418.
	28 Temporarily restricted net assets	28	
	29 Permanently restricted net assets	29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.		
	30 Capital stock or trust principal, or current funds	30	
	31 Paid-in or capital surplus, or land, building, and equipment fund	31	
	32 Retained earnings, endowment, accumulated income, or other funds	32	
	33 Total net assets or fund balances.	0. 33	1,150,418.
34 Total liabilities and net assets/fund balances.	0. 34	1,150,418.	

Part XI Financial Statements and Reporting

- 1 Accounting method used to prepare the Form 990 ☒ Cash ☐ Accrual ☐ Other
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant?
- b Were the organization's financial statements audited by an independent accountant?
- c If 'Yes' to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b If 'Yes,' did the organization undergo the required audit or audits?

	Yes	No
2a		X
2b		X
2c		
3a		X
3b		

BAA

Form 990 (2008)

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions and membership fees received (Do not include 'unusual grants'.)						
2 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf						
3 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge.						
4 Total. Add lines 1-3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage for 2007 Schedule A, Part IV-A, line 26f	15	%
16a 33-1/3 support test – 2008. If the organization did not check the box on line 13, and the line 14 is 33-1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization. <input type="checkbox"/>		
b 33-1/3 support test – 2007. If the organization did not check a box on line 13, or 16a, and line 15 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization. <input type="checkbox"/>		
17a 10%-facts-and-circumstances test – 2008. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. <input type="checkbox"/>		
b 10%-facts-and-circumstances test – 2007. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions. <input type="checkbox"/>		

BAA

Schedule A (Form 990 or 990-EZ) 2008

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions and membership fees received (Do not include 'unusual grants'.)					1,172,025.	1,172,025.
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in a activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1-5					1,172,025.	1,172,025.
7a Amounts included on lines 1, 2, 3 received from disqualified persons					0.	0.
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000						
c Add lines 7a and 7b					0.	0.
8 Public support. (Subtract line 7c from line 6.)						1,172,025.

Section B. Total Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6					1,172,025.	1,172,025.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources					8,823.	8,823.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b					8,823.	8,823.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (add lines 9, 10c, 11, and 12.)						1,180,848.
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input checked="" type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h	18	%
19a 33-1/3 support tests – 2008. If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 33-1/3 support tests – 2007. If the organization did not check a box on line 14 or 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions <input type="checkbox"/>		

Part IV **Supplemental Information.** Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. (see instructions)

[illegible]

SCHEDULE L
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Transactions with Interested Persons**

► Attach to Form 990 or Form 990-EZ.
► To be completed by organizations that answered
'Yes' on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c,
or Form 990-EZ, Part V, line 38a or 40b.

OMB No 1545-0047

2008**Open to Public
Inspection**

Name of the organization

CROI FOUNDATION

Employer identification number

26-4033365

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

To be completed by organizations that answered 'Yes' on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ► \$

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ► \$

Part II Loans to and/or From Interested Persons.

To be completed by organizations that answered 'Yes' on Form 990, Part IV, line 26 or Form 990-EZ, Part V, line 38a.

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
Total				► \$						

Part III Grants or Assistance Benefitting Interested Persons.

To be completed by organizations that answered 'Yes' on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of grant or type of assistance

Part IV Business Transactions Involving Interested Persons.

To be completed by organizations that answered 'Yes' on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction \$	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
MELISSA A. SORDYL	BOARD MEMBER	1,172,025.	MS SORDYL IS A PRINCIPAL OF WESTOVER		X
			MANAGEMENT GROUP (WESTOVER) WESTOVER		
			MANAGES A CONFERENCE (SEE STMT B)		
			FOR THE FOUNDATION WITH NET PROCEEDS		
			FROM THE CONFERENCE REPORTED AS A		
			CONTRIBUTION ON THIS RETURN.		

BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule L (Form 990 or 990-EZ) 2008

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

► Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No 1545 0047

2008

Open to Public Inspection

Name of the organization

CROI FOUNDATION

Employer identification number

26-4033365

Pt VI-A, Line 10 A COPY OF THE FORM 990 WAS PROVIDED TO ALL MEMBERS OF THE
GOVERNING BODY FOR REVIEW AND APPROVAL PRIOR TO FILING
THE FORM WITH THE IRS.

Pt VI-B, Line 12c COMPLETED ANNUALLY AND REVIEWED BY THE GOVERNING BODY.

Pt VI-C, Line 19 ALL AVAILABLE UPON REQUEST.

PAGE 1, PART I, LINE 1 AND PAGE 2, PART III, LINE 1

MISSION STATEMENT

The Conference on Retroviruses and Opportunistic Infections Foundation was incorporated in the District of Columbia on December 30th 2008 to provide a forum for basic scientific and clinical investigators to present, discuss, and critique their investigations into the epidemiology and biology of human retroviruses and the diseases they produce. The goal of the conference is to provide a forum for translating laboratory and clinical research into progress against the AIDS epidemic. The Conference on Retroviruses and Opportunistic Infections was established in 1993. The Foundation will ensure the ongoing success of the conference and institutionalize activities and responsibilities that previously had been handled on an ad-hoc basis. The Foundation is organized to encourage the advancement of science, disseminate educational information, and to provide a forum for world-wide researchers to gather and collaborate scientific.

PAGE 2, PART III, LINE 4

PROGRAM SERVICE ACCOMPLISHMENTS

The Conference on Retroviruses and Opportunistic Infections (CROI) brings over 4,000 leading researchers and clinicians from around the world together for a scientifically focused meeting of the world's leading researchers working to understand, prevent, and treat HIV/AIDS and its complications. The goal of CROI is to provide a forum for translating laboratory and clinical research into progress against the AIDS epidemic. Timely communication of the results of such research among scientists and clinicians working on this subject is critical to advancing the field as rapidly as possible. CROI fills this need by bringing about 4000 of the leaders in disparate, but interrelated areas of AIDS research to interact with and educate one another in the very latest results, treatment methods, and state of the art technological advances.

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545 1709

▶ **File a separate application for each return.**

- ▶ ☒ If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- ▶ ☐ If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns*

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization	Employer identification number
	CROI FOUNDATION	26-4033365
	Number, street, and room or suite number. If a P.O. box, see instructions	
	456 DAILEY ROAD	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	PITTSBURGH	PA 15227

Check type of return to be filed (file a separate application for each return)

- | | | |
|--|--|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- ▶ The books are in the care of _____

Telephone No _____ FAX No _____

- ▶ ☐ If the organization does not have an office or place of business in the United States, check this box
- ▶ ☐ If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **Feb 15**, 20 **10**, to file the exempt organization return for the organization named above.
The extension is for the organization's return for

- ▶ ☐ calendar year 20__ or
- ▶ ☒ tax year beginning **Jul 1**, 20 **08**, and ending **Jun 30**, 20 **09**

2 If this tax year is for less than 12 months, check reason. ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.Form **8868** (Rev 4-2008)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. You must file original and one copy.

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization CROI FOUNDATION	Employer identification number 26-4033365 For IRS use only
	Number, street, and room or suite number. If a P.O. box, see instructions 456 DAILEY ROAD	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions PITTSBURGH PA 15227	

Check type of return to be filed (File a separate application for each return)

<input checked="" type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of _____
Telephone No. _____ FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until May 17, 20 10
- 5 For calendar year _____, or other tax year beginning Jul 1, 20 08, and ending Jun 30, 20 09
- 6 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	0.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instrs.	8c \$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature [Signature] Title CPA Date 2/15/10

Approved January 28, 2009
Amended June 22, 2009

**BYLAWS
OF
The CROI Foundation**

ARTICLE I

Name

The name of the corporation is the CROI Foundation (the "Corporation").

ARTICLE II

Purposes of the Corporation

Section 1. To operate exclusively for the charitable and educational purpose of organizing, promoting and presenting the Conference on Retroviruses and Opportunistic Infections (CROI).

Section 2. To exercise any powers conferred upon corporations formed under the District of Columbia Nonprofit Corporation Act as may be necessary or convenient in order to accomplish the above-described purposes, including, but not limited to, the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated, or any other thing of value.

ARTICLE III

Offices and Registered Agent

Section 1. **Offices.** The Corporation shall maintain continuously in the District of Columbia a registered office at such place as may be designated by the Board of Directors or the President. The principal office of the Corporation and such other offices as it may establish shall be located at such place(s), either within or without the District of Columbia, as may be designated by the Board of Directors.

Section 2. **Agent.** The Corporation shall maintain continuously within the District of Columbia a registered agent, which agent shall be designated by the Board of Directors.

Section 3. **Changes.** Any change in the registered office or registered agent of the Corporation shall be accomplished in compliance with the District of Columbia Nonprofit Corporation Act and as provided in these Bylaws.

CROI Foundation EIN 26-4033365

ARTICLE IV

Board of Directors

Section 1. General Powers and Duties.

A. The affairs and property of the Corporation shall be managed, controlled and directed by a Board of Directors. The Board of Directors shall have, and may exercise, any and all powers provided in the Articles of Incorporation or the District of Columbia Nonprofit Corporation Act which are necessary or convenient to carry out the purposes of the Corporation.

B. The Board of Directors shall work closely with the CROI Scientific Program Committee (CROI PC) and the CROI Secretariat to accomplish the mission of CROI by exercising any and all powers necessary or convenient to carry out such purpose, including, but not limited to:

(1) Entering into a memorandum of understanding with the CROI PC and the CROI Secretariat that, among other things, describes the roles and responsibilities of the CROI Foundation, the CROI PC and the CROI Secretariat in accomplishing the charitable mission of CROI. Such memorandum of understanding shall provide, among other things, that the CROI PC is responsible for the scientific program content of the CROI.

(2) Approving nominations for members of the CROI PC and the CROI PC Chair and Vice-Chairs, as provided in Article V herein.

(3) Having the sole and absolute discretion to veto any policies, procedures or actions taken or proposed to be taken by the CROI PC or the CROI Secretariat, whether expressly, by interpretation or by operation of law, that would pose a substantial risk of preventing the Corporation at any time from qualifying and continuing to qualify as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the Code), contributions to which are deductible for federal income tax purposes, or that would pose a substantial risk of causing the loss of such qualification under section 501(c)(3) of the Code.

(4) Entering into and overseeing the management services agreement with the CROI Secretariat.

Section 2. Composition of the Board of Directors.

A. The number of Directors constituting the Board of Directors shall be fixed by resolution of the Board of Directors, but shall not be less than nine (9) nor more than eleven (11).

B. The Board of Directors will be comprised of two (2) Permanent Directors (co-founders of CROI), three (3) Standing Directors (current CROI

Chair and two (2) Vice-Chairs), and no less than one (1) nor more than four (4) Past CROI Chair Directors (past CROI Chairs), and no less than one (1) and no more than three (3) PC Representative Directors (nominated by the CROI PC).

Section 3. Permanent Directors (co-founders of CROI).

A. The two Permanent Directors are the co-founders of CROI: Robert T. Schooley, M.D., and Melissa A. Sordyl, M.B.A.

B. The terms of the Permanent Directors shall be perpetual. The position of Permanent Director shall end by his or her death, resignation or removal in accordance with these Bylaws.

C. A Permanent Director may resign at any time by giving notice thereof in writing to the Secretary-Treasurer of the Corporation.

D. A Permanent Director may be removed by unanimous vote of the remaining Directors of the Corporation.

E. Any vacancy in the Permanent Directors shall not be filled.

Section 4. CROI Standing Directors (current CROI Chair and Vice-Chairs).

A. The terms of the CROI Standing Directors on the Board of Directors shall coincide with their respective terms as CROI Chair or Vice-Chair as follows: the term of the CROI Chair as a Standing Director on the Board shall be two years; the term of the CROI Vice-Chair as a Standing Director on the Board shall be two years for that CROI Vice-Chair who shall become the next CROI Chair; the term of the other Vice-Chair of CROI as a Standing Director on the Board shall be four years on the Board.

B. The term of a Standing Director shall expire by his or her death, resignation or removal in accordance with these Bylaws.

C. A Standing Director may resign at any time by giving notice thereof in writing to the Secretary-Treasurer of the Corporation.

D. A Standing Director may be removed, with or without cause, by a two-thirds vote of the other Directors in office.

E. Any vacancy in the Standing Directors shall be filled by appointment of a new Chair or Vice-Chair of CROI.

Section 5. Past CROI Chair Directors.

A. The term of the Past CROI Chair Directors on the Board of Directors shall be for two years after the end of their term as Chair of CROI, with the exception of the Past CROI Chair Directors listed below:

(1) Class A Past CROI Chair Directors shall serve until the 2010 annual meeting of the Board;

(2) Class B Past CROI Chair Directors shall serve until the 2012 annual meeting of the Board;

(3) Class C Past CROI Chair Directors shall serve until the 2014 annual meeting of the Board; and

(4) Class D Past CROI Chair Directors shall serve until the 2016 annual meeting of the Board.

B. The term of a Past CROI Chair Director shall expire by his or her death, resignation or removal in accordance with these Bylaws.

C. A Past CROI Chair Director may resign at any time by giving notice thereof in writing to the Secretary-Treasurer of the Corporation.

D. A Past CROI Chair Director may be removed, with or without cause, by a two-thirds vote of the other Directors in office.

Section 6. PC Representative Directors.

A. The terms of the PC Representative Directors will be for two years.

B. The term of a PC Representative Director shall expire by his or her death, resignation or removal in accordance with these Bylaws.

C. A PC Representative Director may resign at any time by giving notice thereof in writing to the Secretary-Treasurer of the Corporation.

D. A PC Representative Director may be removed, with or without cause, by a two-thirds vote of the other Directors in office.

E. Any vacancy in the PC Representative Directors, including a vacancy caused by the expiration of a PC Representative Director's term or by an increase in the number of PC Representative Directors comprising the Board of Directors, shall be filled by a majority vote of the remaining Directors in office, even though less than a quorum, from nominees proposed by the CROI PC and compiled and presented to the Board of Directors by the CROI PC Chair and Vice-Chairs.

Section 7. Meetings of the Board of Directors.

A. Regular meetings of the Board of Directors shall be held twice each year, once at a time between the end of the CROI and before the summer CROI PC meeting and once after the summer CROI PC meeting. Special meetings shall be called at the discretion of the President of the Board of

Directors or at the request of one-third of the Directors in office. The last regular meeting of the Board of Directors in each fiscal year shall constitute its annual meeting.

B. The time and place of all meetings of the Board of Directors shall be designated by the President of the Board of Directors. The meetings may be held within or without the District of Columbia.

C. At least thirty days' notice shall be given to each Director of a regular meeting of the Board of Directors. A special meeting of the Board of Directors may be held upon notice of at least fifteen days. Notice of a meeting of the Board of Directors shall specify the date, time and place of the meeting, but, except as provided in Article IX of these Bylaws, need not specify the purpose for the meeting or the business to be conducted. Notice must be either delivered personally to each Director, mailed to his or her business address as it appears on the records of the Corporation, sent by facsimile to his or her facsimile number as it appears on the records of the Corporation, or sent to his or her electronic mail address as it appears on the records of the Corporation. If such notice is given by mail, it shall be deemed delivered when deposited in the United States mail properly addressed and with postage prepaid thereon. If such notice is given by facsimile or electronic mail, it shall be deemed delivered upon receipt of confirmation that the transmittal has been successful. Notwithstanding the foregoing, a Director may waive notice of any regular or special meeting of the Board of Directors by written statement filed with the Board of Directors, or by oral statement at any such meeting. Attendance at a meeting of the Board of Directors shall also constitute a waiver of notice, except where a Director states that he or she is attending for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened.

D. Two-thirds of the Board of Directors as fixed pursuant to these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

E. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, all matters before the Board of Directors shall be decided by a two-thirds majority vote of the Directors present at a meeting at which a quorum exists.

F. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the text of the resolution or matter agreed upon is sent to all the Directors in office and all the Directors in office consent to such action in writing, setting forth the action taken. Such consent in writing shall have the same force and effect as a vote of the Board of Directors at a meeting and may be described as such in any document executed by the Corporation.

G. Any or all Directors may participate in a meeting of the Board of Directors by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

ARTICLE V

CROI Scientific Program Committee

Section 1. General Powers and Duties.

A. The CROI Scientific Program Committee (CROI PC) shall be responsible for the scientific program content of CROI and shall have such other powers as mutually agreed by the CROI Foundation, the CROI PC and the CROI Secretariat.

B. The CROI PC shall nominate no less than one (1) and no more than three (3) members of the CROI PC to serve as PC Representative Directors on the CROI Foundation Board of Directors, and the CROI PC Chair and Vice-Chairs shall compile such nominees and present them to the Board of Directors as set forth in Article IV, Section 6.

Section 2. Composition.

A. The number of members constituting the CROI PC shall be fixed by resolution of the CROI PC. The CROI PC shall nominate one (1) member to serve as Chairman and two (2) members to serve as Vice-Chairman, and the current CROI PC Chair and Vice-Chairs shall present such nominees to the Board of Directors for approval. The CROI PC Chair and Vice-Chairs shall each serve at the pleasure of the Board of Directors.

B. The term of a member shall be three years. A member may serve multiple terms, subject to the approval of the CROI PC Chair and Vice-Chairs.

C. Any vacancy in the CROI PC shall be filled by the CROI Foundation Board of Directors pursuant to nominations compiled by the CROI PC Chair and Vice-Chairs, following a call for nominations from current members of the CROI PC.

Section 3. Policies and Procedures. The CROI PC shall adopt such policies and procedures as necessary and convenient to carry out its roles and responsibilities. The CROI PC shall inform the CROI Foundation Board of Directors of its policies and procedures.

ARTICLE VI

Committees

Section 1. The Board of Directors may create any committee(s) consisting of Directors or other persons, which committee(s) shall have such authority as the Board of Directors may by law direct.

ARTICLE VII

Officers

Section 1. The Officers of the Corporation shall be a President and a Secretary/Treasurer. The President will be the current Chair of CROI. The Secretary-Treasurer shall be filled by the Vice-Chair of CROI who will become the next Chair of CROI.

Section 2. All of the Officers of the Corporation shall hold their offices for such terms, not in excess of two years, and shall exercise such powers, perform such other duties and receive such compensation as shall be determined from time to time by the Board of Directors.

Section 3. The Officers of the Corporation shall hold office until their successors are chosen and qualified. Any Officer of the Corporation may be removed, with or without cause, at any time by a two-thirds majority of the Directors in office. Any vacancy occurring in any office of the Corporation may be filled by the Board of Directors.

Section 4. The President and Secretary-Treasurer may enter into and execute on behalf of the Corporation contracts, leases, debt obligations and all other forms of agreements or instruments, whether under seal or otherwise, permitted by law, the Articles of Incorporation and these Bylaws, except where such documents are required by law to be otherwise signed and executed, or where the signing and execution thereof shall be exclusively delegated to some other Officer or agent of the Corporation.

Section 5. The duties and powers of the Officers of the Corporation shall be as provided in these Bylaws or as provided pursuant to these Bylaws, or (except to the extent they are inconsistent with these Bylaws or with any provision made pursuant hereto) shall be those customarily exercised by corporate officers holding such offices.

Section 6. The President. The President shall be the chief operating officer of the Corporation and, subject to the control of the Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with any policies and directives approved by the Board of Directors. The President shall have the power to change the registered agent and registered office of the Corporation.

Section 7. The Secretary-Treasurer. The Secretary-Treasurer shall be responsible for keeping an accurate record of the proceedings of all meetings of the Board of Directors, and such other actions of the Corporation as the Board of Directors shall direct. He or she shall give or cause to be given all notices in accordance with these Bylaws or as required by law and, in general, perform all duties customary to the office of Secretary-Treasurer. The Secretary-Treasurer shall have custody of the corporate seal of the Corporation, and he or she, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it. When so affixed, it may be attested by his or her signature or by the signature of such Assistant Secretary. The Board of Directors may give authority to any Officer to affix the seal of the Corporation and to attest the affixing by his or her signature.

The Secretary-Treasurer shall have the custody of and be responsible for all corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in the books of the Corporation. He or she shall deposit or cause to be deposited all monies or other valuable effects in the name of the Corporation in such depositories as shall be selected by the Board of Directors.

Section 8. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors or its delegate, taking proper vouchers for such disbursements, and shall render an account of all his or her transactions as Treasurer and of the financial condition of the Corporation to the President and the Board of Directors at its regular meetings or when the Board of Directors so requires.

ARTICLE VIII

Indemnification

Section 1. The Corporation does hereby indemnify to the maximum extent legally permissible each Director and Officer and former Director and Officer of the Corporation, and each individual who served at its request as a director, officer or trustee of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with or arising out of any threatened, pending or completed claim, action, suit, proceeding, issue or matter of whatever nature, whether civil, criminal, legislative, administrative or investigative, in which he or she may be involved as a party or otherwise by reason of his or her being or having been such Director, Officer, director, officer or trustee.

Section 2. This indemnification includes amounts paid or incurred in connection with reasonable settlements if made with a view to the curtailment of the costs of litigation.

Section 3. This indemnification includes amounts paid or incurred in connection with acts of negligence, whether liability on the part of such Director, Officer, director, officer or trustee exists as to the Corporation, its Directors, Officers, agents or employees or as to third parties, including creditors.

Section 4. This indemnification also extends to any criminal action, suit, investigation or proceeding, provided that the same shall be dismissed against such Director, Officer, director, officer or trustee or that he or she shall have been found not guilty. Such indemnification likewise extends to a criminal action, suit, investigation or proceeding that is terminated by a plea of *nolo contendere*, or its equivalent, to a charge of misdemeanor, provided that the conduct complained of on the part of the Director, Officer, director, officer or trustee was done in good faith and with the belief that it was in the best interest of the Corporation and on the reasonable assumption of its legality.

Section 5. No such reimbursement or indemnification shall relate to any expense incurred in connection with any matter as to which such Director, Officer, director, officer or trustee has been adjudged to be liable for gross negligence or misconduct in the performance of his or her duty to the Corporation, exclusive of issues or matters not related to the conduct on which the judgment was based, unless and only to the extent that the court in which the action or suit was brought shall determine that, despite such adjudication of liability and in view of all the circumstances of the case, such Director, Officer, director, officer or trustee is fairly and reasonably entitled to indemnification for those expenses that the court shall deem proper.

Section 6. The indemnification provided by this Article VII shall not be deemed exclusive of any other rights which such Director, Officer, director, officer or trustee may have under any agreement, vote of the Board of Directors or otherwise.

Section 7. No indemnification shall be made under this Article VII if such indemnification would result in any liability for tax under chapter 42 of the Internal Revenue Code of 1986.

Section 8. Every provision of this Article VII is intended to be severable, and, if any term or provision is invalid for any reason whatsoever, such invalidity shall not affect the validity of the remainder of this Article VII.

ARTICLE IX

Miscellaneous Provisions

Section 1. Seal. The seal of the Corporation shall be circular in form and shall have inscribed thereon the words, "CROI Foundation," "District of Columbia" and "Corporate Seal."

Section 2. Checks. All checks, drafts or other orders for the payment of money shall be signed by such Officer or Officers or such other person or persons as the Board of Directors may from time to time designate.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be the fiscal year ending June 30.

Section 4. Reserve Fund. In order to protect against unforeseen expenses and liabilities associated with the operation of future CROIs, the Corporation shall

accumulate and maintain in a reserve fund ("Fund") a portion of the annual receipts from each CROI. The Fund shall accumulate and maintain an amount at least equal to the amount reasonably necessary to cover the expenses and liabilities associated with the next subsequent CROI, but shall not accumulate and maintain more than twice that amount.

ARTICLE X

Amendments

Section 1. Amendment of Bylaws. These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted, at any meeting of the Board of Directors, by a majority vote of the Directors in office, if at least fifteen days' written notice is given of the intention to take such action at such meeting.

Section 2. Amendment of Articles of Incorporation. The Articles of Incorporation may be altered or amended, or new Articles of Incorporation may be adopted, at any meeting of the Board of Directors, by a majority vote of the Directors in office, if at least fifteen days' written notice is given of the intention to take such action at such meeting.

CROI Foundation EIN: 26-4033365

**CROI FOUNDATION
BOARD OF DIRECTORS MEETING MINUTES
January 28, 2009**

The CROI Foundation Board of Directors met by teleconference on Wednesday, January 28, 2009.

Directors Present (All members of the Board were present)

Connie Benson, MD
John M. Coffin, PhD
Kevin M. DeCock, MD
Scott M. Hammer, MD
John W. Mellors, MD
Douglas D. Richman, MD
Robert T. Schooley, MD
Melissa A. Sordyl, MBA
Mario Stevenson, PhD

Directors Absent

None

Guests

James Joseph, Esq.
Andras Kosaras, Esq.
David R. Mathias (Administrator)
Lois M. Mathews (Administrative Assistant to John Mellors)

MINUTES

(The meeting of the CROI Foundation was called to order
at 3:00 p.m. EST; it concluded by 4:00 p.m. EST)

This was the first Board meeting of the Foundation, and all Board members were present.

John Mellors began the meeting by providing introductions and providing the agenda for the meeting, which was to provide an overview of the status of the Foundation and the process for applying for tax-exempt status, to review the Foundation's organizing documents and approve the Bylaws and organizing resolutions, and to review the Foundation's finances.

John Mellors provided an introduction and set forth three guiding principles in structuring the Foundation and the operation of the CROI. The Foundation should be operated with

administrative efficiency, clarity in purpose, and to provide checks and balances to the CROI Program Committee and the CROI Secretariat in organizing the CROI.

John then asked David Mathias to provide an overview of the Foundation's finances. David indicated that he had opened a bank account in the Foundation's name and EIN and that Westover Management Group (serving as CROI Secretariat) had transferred \$1,175,025 into the Foundation's bank account. The funds are now held in a money market account and a checking account.

John then asked James Joseph from Arnold & Porter to provide an overview of the exemption application process and to provide an overview of the Bylaws and organizing resolutions for Board approval.

James Joseph indicated that the exemption application is in the process of being drafted and that the Bylaws need to be approved by the Board before the application can be filed. In reviewing the Bylaws and structure of the Foundation, he noted that the Foundation must have overarching control over how the CROI is operated to protect its tax-exempt status, but beyond this requirement, there was significant flexibility in how the CROI is organized and operated. In response to a question from the directors whether there were any unusual provisions in the Foundation's Bylaws, he noted that in the Foundation's case, the Foundation is going to be sharing some control and autonomy in operating the CROI with the CROI Program Committee and the CROI Secretariat. He noted that in most cases, the Foundation's Board would have complete control, but that in this case there is a need to balance the roles and functions of the three separate groups involved in organizing the CROI and that the Foundation will have overarching control to ensure that its tax-exempt status is not jeopardized. He then proceeded to review the organizing resolutions and present them for discussion and approval by the directors.

Appointments of Directors

The following Directors were elected to serve as Past CROI Chair Directors of the Corporation: Douglas D. Richman (Class A), Constance A. Benson (Class B), Mario Stevenson (Class C), John W. Mellors (Class D).

Appointments of Officers

John W. Mellors was elected to serve as President and John M. Coffin was elected to serve as Treasurer and Secretary of the Corporation.

Authorizations

The President of the Corporation was authorized to file all necessary applications and do all other things necessary to obtain tax-exempt status for the Foundation at the federal and state levels.

The President (or his designee) was authorized to designate a bank as depository of the Corporation's funds and assets and the Officers were authorized to sign checks and other similar

instruments on behalf of the Corporation, provided that the following signatures are necessary to validate a check or similar instrument in the amounts listed:

<u>Amount of Check or Similar Instrument</u>	<u>Signatures Required</u>
\$10,000 or below	One officer
Above \$10,000	Any two officers

CROI Program Committee members

The individuals listed below in the Resolutions were appointed to serve as members of the CROI Program Committee for a term as set forth opposite his or her name. John W. Mellors was elected to serve as the CROI PC Chair, and John M. Coffin and Kevin M. DeCock were each elected to serve as CROI PC Vice Chairs.

Bylaws, Policies, and Contracts

The Board of Directors approved the Bylaws presented at the meeting, with one change. The Board discussed options for how the CROI PC Chair and Vice-Chairs should be nominated and appointed. The Board agreed that Article V of the Bylaws should be revised to say that the CROI PC members shall nominate the Chair and Vice-Chair and present such nominees for approval by the Foundation's Board.

The Board also agreed that because most Directors had little time to review the Bylaws before the meeting, each Director should review the Bylaws carefully after the meeting and additional suggestions for changes to the Bylaws can be taken up at subsequent Board meetings.

The Board approved the Conflict of Interest Policy circulated with the Bylaws.

The Board discussed the need to execute a management services agreement with the CROI Secretariat as provided in the Bylaws. At this point, Melissa Sordyl, the CROI Secretariat and Board member, recused herself from discussing and voting on this matter. Melissa Sordyl has been the CROI Secretariat since the founding of CROI. The Board authorized the President to enter into a management services agreement with Melissa Sordyl for a three-year term that shall automatically review for additional three-year terms. Any modifications to the agreement shall require super-majority (three-quarters) approval of the Board. The Board directed the Foundation's legal counsel (Arnold & Porter) to prepare a services management agreement for its review and to ensure that nothing in the agreement (with a particular focus on the compensation arrangement) will jeopardize the tax-exempt status of the Foundation.

James Joseph noted that Arnold & Porter currently represents Melissa Sordyl and her firm, Westover Management Group, as CROI Secretariat, and that it is necessary to enter into a separate retainer agreement with the Foundation that will provide that in case a conflict of

interest arises between Arnold & Porter's representation of the Foundation and Melissa Sordyl, Arnold & Porter will represent the Foundation.

John Mellors concluded the Board meeting by suggesting that the directors have a meeting in March to review the progress of the exemption application and to review any questions or suggestions Board members may have after reviewing the Foundation's Bylaws.

There being no further business, the meeting adjourned.

RESOLUTIONS OF CROI FOUNDATION.

On motions duly made and seconded, it was **VOTED** unanimously¹ to approve the following resolutions:

RESOLVED, that the Bylaws attached hereto as Annex A are hereby approved and adopted as the Bylaws of the Corporation, and the Secretary-Treasurer of the Corporation is hereby directed to maintain the Bylaws of the Corporation as they may hereafter be amended from the current form in the minute book of the Corporation.

RESOLVED, that each of the individuals whose names appear below is elected to the office of the Corporation set forth opposite his name, to serve for a term of TWO (2) years or until their successors are appointed or elected and qualified:

John W. Mellors	President
John M. Coffin	Secretary-Treasurer

RESOLVED, that each of the individuals whose names appear below is elected to the Class of Past CROI Chair Directors of the Corporation set forth opposite his name, to serve for a term as designated in the Bylaws of the Corporation:

Douglas D. Richman	Class A
Constance A. Benson	Class B
Mario Stevenson	Class C
John W. Mellors	Class D

RESOLVED, that each of the individuals whose names appear below is elected as a member of the CROI Scientific Program Committee (CROI PC), to serve for a term of THREE (3) years or until their term expires as indicated opposite his or her name:

¹ Melissa Sordyl (Principal of Westover Management Group, Inc.) recused herself from discussing and voting on the resolution that approved retaining Westover Management Group, Inc. as the Conference Secretariat and to provide services to the Foundation with respect to managing the CROI

John W. Mellors, MD (CROI PC Chair)	(term expires 2012)
John M. Coffin, PhD (CROI PC Vice Chair)	(term expires 2014)
Kevin M. De Cock, MD (CROI PC Vice Chair)	(term expires 2016)
Elaine J. Abrams, MD	(term expires 2010)
Constance A. Benson, MD	(term expires 2009)
Susan P. Buchbinder, MD	(term expires 2011)
Dennis R. Burton, PhD	(term expires 2009)
Andrew Carr, MD	(term expires 2011)
Ellen G. Chadwick, MD	(term expires 2009)
Richard E. Chaisson, MD	(term expires 2009)
Judith S. Currier, MD	(term expires 2011)
Wafaa El-Sadr, MD, MPH	(term expires 2009)
Courtney V. Fletcher, PharmD	(term expires 2010)
Dana H. Gabuzda, MD	(term expires 2009)
Francisco Gonzalez-Scarano, MD	(term expires 2010)
Beatrice H. Hahn, MD	(term expires 2009)
James G. Hakim, MBChB	(term expires 2010)
Scott M. Hammer, MD	(term expires 2011)
Sharon L. Hillier, PhD	(term expires 2010)
David D. Ho, MD	(term expires 2009)
Harold W. Jaffe, MD	(term expires 2011)
Richard A. Koup, MD	(term expires 2010)
Nathaniel R. Landau, PhD	(term expires 2010)
Norman L. Letvin, MD	(term expires 2009)

Michael H. Malim, DPhil	(term expires 2009)
Julio S.G. Montaner, MD	(term expires 2010)
Douglas D. Richman, MD	(term expires 2010)
Robert T. Schooley, MD	(term expires 2012)
Melissa A. Sordyl	(term expires 2012)
Mario Stevenson, PhD	(term expires 2009)
Amahio Telenti, MD, PhD	(term expires 2011)
David Thomas, MD	(term expires 2009)

RESOLVED, that the President, or such other individual or individuals as may be designated by the President, shall designate a bank as depository of securities, funds and other assets of the Corporation, that the Officers of the Corporation (or any one of them) are authorized and directed to take such action as may be required to open one or more accounts for the Corporation with such bank; and that the President and Secretary-Treasurer are each authorized to sign checks, drafts and other similar instruments on behalf of the Corporation, provided, however, that the prior approval of any two of such Officers shall be necessary for a check, draft or similar instrument in an amount in excess of \$10,000.

RESOLVED, that the President and such other individuals as may be designated by the President may enter into and execute on behalf of the Corporation contracts, leases, debt obligations and all other forms of agreements or instruments, whether under seal or otherwise, permitted by law, the Articles of Incorporation and Bylaws if such action has not otherwise been delegated by the Board of Directors and if such action is deemed necessary or desirable to further the interests of the Corporation; provided that, unless otherwise provided by the Board of Directors, the approval of two-thirds majority of the Board of Directors shall be necessary to enter into and execute on behalf of the Corporation a contract, lease, debt obligation or other form of agreement or instrument obligating the Corporation to pay an aggregate amount in excess of \$10,000.

RESOLVED, that the President and Secretary-Treasurer are authorized and directed to execute and file all necessary applications and do all other things deemed by such Officer or Officers to be necessary or desirable to secure for the Corporation appropriate exemptions from income, real property, sales, franchise, use and other taxes.

RESOLVED, that for the purpose of authorizing the Corporation to do business in any state or territory of the United States of America or any foreign country in which it is necessary or expedient for the Corporation to transact business and, so long as permissible under applicable laws and regulations, the Officers of the Corporation (or any one of them) are authorized and directed to appoint and substitute all necessary agents for service of process, to designate and

change the location of all necessary statutory offices and, under the corporate seal, to execute and file all necessary certificates, reports and other instruments as may be required by the laws of such state, territory or country to authorize the Corporation to transact business therein, and whenever it is expedient for the Corporation to cease doing business therein and withdraw therefrom, to revoke any appointment of agent for service of process, and to file such certificates, reports, revocations of appointment, or surrender of authority as may be necessary to terminate the authority of the Corporation to do business in any such state, territory or country.

RESOLVED, that the Conflict of Interest Policy attached hereto as Annex B is approved and adopted as the Conflict of Interest Policy of the Corporation

RESOLVED, that Westover Management Group, Inc. ("Westover") is hereby retained to serve as the Conference Secretariat and to provide services to the Corporation with respect to organizing, promoting and presenting the Conference on Retroviruses and Opportunistic Infections and the President is authorized and directed to enter into and execute on behalf of the Corporation a management services agreement with Westover for such services. The agreement shall have a three-year term that shall automatically renew for additional three-year terms, unless terminated in advance by its terms. Any modifications to the agreement shall require a super-majority approval (three-quarters) of the Board of Directors. Nothing in such agreement shall contain any terms or conditions that may jeopardize the tax-exempt status of the Corporation.

RESOLVED, that the President is authorized to execute a retainer letter with Arnold & Porter LLP to serve as the Corporation's legal counsel.

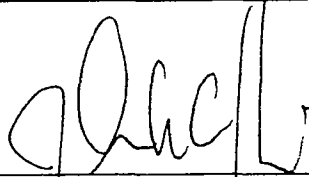
RESOLVED, that the fiscal year of the Corporation shall be the fiscal year ending June 30th.

RESOLVED, that the Secretary-Treasurer of the Corporation shall secure a minute book and seal for the Corporation.

RESOLVED, that the Secretary-Treasurer or other corporate officer of the Corporation is hereby authorized to certify the foregoing actions and resolutions for any purpose or purposes as the proper and official actions and resolutions of the Board.

No other actions were taken by the undersigned.

CROI FOUNDATION



John M. Coffin, PhD, Secretary