

ByLaws
of
infinite quanta

A Florida Non-Profit Corporation

Article I
Corporate

Section 1.1. Name – The name of the Corporation is INFINITE QUANTA, hereinafter referred to as “IQ”.

Section 1.2. Principle Office – The principal office of IQ shall be located in the City of Fernandina Beach, County of Nassau, State of Florida. The location of the principal office of IQ may be changed at any time by the Board of Directors.

Section 1.3. Registered Office – The registered office of IQ required by the Florida Non-Profit Chapter 617, to be maintained with the State of Florida, shall be located at 24915 Twin Oaks Lane, Fernandina Beach, Florida, 32034. The location of the registered office of IQ may be changed at any time by the Board of Directors.

Section 1.4. Initial Trustees – As December 20, 2003, the initial Trustees of IQ:

- Stephen J. Lukacs Jr., 24915 Twin Oaks Lane, Fernandina Beach, Florida 32034
- Jonathan Rose, 14 Bank Street, Sussex, NJ 07461
- Robert Macias, 1437 North Fletcher Avenue, Fernandina Beach, Florida 32034

Article II
Objectives

Section 2.1. Corporate Purpose – The purpose of IQ is to perform pure scientific research and to develop innovative and applied scientific instrumentation for the final objective of acquiring constructive scientific knowledge and the distribution of such pure knowledge and applied innovation through various forms of information transmission,

i.e. scientific journals, internet, etc. The information transmission of the gained pure knowledge and developed instrumental innovation shall be made public, through public journals and media, for the good and progress of the scientific, engineering, pharmaceutical, and medical communities, and the world, as a whole.

Section 2.2. Scientific Purpose – The purpose of IQ is to use the techniques of engineering and the concepts and laws of physics to build practical and innovative scientific and laboratory instruments to study and discover new physical phenomena and chemical interactions in biological molecules. These biological and macromolecular discoveries may include, but are not limited to, water, lipids, carbohydrates, amino acids, peptides, proteins, nucleic acids, DNA, and RNA. It is the ultimate hope that such discoveries will benefit the chemical, biological, pharmaceutical, and medical communities, and the world, as a whole.

Section 2.3. Exempt Purpose – IQ is incorporated in the State of Florida under Chapter 617 of the Florida Statutes issued in November 2003 as an organization operated as a nonprofit exclusively for the collection, development, and dissemination of scientific knowledge and information. IQ was organized and will operate as a scientific research organization within the meaning of section 501(c)(3) of the Internal Revenue Code of 2003, as amended, or similar provision of any future revenue law, hereinafter referred to the “Code”, without profit to any officer or director.

No substantial part of the activities of IQ shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and IQ shall not participate or intervene in any political campaign, including the publishing or distribution of statements, on behalf of, or in opposition to, any candidate for public office. Subject to the foregoing, IQ may also engage in all other activities which are permissible by law.

Section 2.4. Legal Status – IQ shall conduct its activities and undertake to achieve its purpose only by the ways and means consistent with a scientific research organization with the meaning of section 501(c)(3) in the Internal Revenue Code of 2003, as amended, or similar provision of any future revenue law.

Section 2.5. Promotions – IQ shall promote its purpose through meetings of its directors and associates for the interchange of knowledge and experience; through the activities of its directors and associates, through dissemination of research findings, publications, workshops, conferences, committee and sub-committee meetings, and through other such means as the Associates and the IQ Board of Directors may lawfully authorize.

Section 2.6. Prohibitions – No director, officer, employee, or other person connected with IQ, or any other private individual or organization organized for profit, shall receive at any time any of the net assets, earnings, or pecuniary profit from the operations of IQ. However, this provision shall not prevent payment to any such person for reasonable compensation for services performed for IQ in effecting any of its scientific research purposes, provided that such compensation is otherwise permitted by these ByLaws and is fixed by resolution of the Board of Directors. Further, no person or persons shall be

entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of IQ.

Article III

Values and Ethics

Section 3.1. Scientific Intention and Community Responsibility – As stated in Section 2.1 of these ByLaws, the intention of the scientific and laboratory research is to acquire *constructive* scientific knowledge and all publication or public distribution of all data, discoveries, information, and knowledge remain of a constructive nature. It is the intention of IQ that the scientific knowledge produced will not be used for any destructive means and that IQ's scientific innovations will not be tools of violence or terrorism. This is to ensure that the overall and final objectives of IQ remain for the good of the scientific, engineering, medical, educational, and ecological communities, and the world, as a whole.

Section 3.2. Scientific Endeavors – IQ is organized and operates under the premise of performing scientific and laboratory research free and independent of any personal, corporate, or political gain or profit. This is to ensure that the creative process and intense effort in gaining such scientific discovery and knowledge remains untainted and free to flow without pressure or hindrance for its scientists and engineers.

Section 3.3. Scientific Purity of Results – Any and all data, discoveries, information, and knowledge obtained by the scientific and laboratory pursuits of IQ shall remain untainted and unmodified, irrespective of any predetermined hypotheses, theories, hopes, or goals. This is to ensure that a pure scientific ethic permeates the process of developing, gathering, processing, understanding, and publishing the data.

Section 3.4. Scientific Publication – Scientific data, discoveries, information, and knowledge obtained by the scientific and laboratory pursuits of IQ shall be made public through various forms of public publication, such as scientific, engineering, medical, or educational journals, the internet, or other forms of public media. This is to ensure that any such gained discoveries or scientific knowledge are for the good of the world, our society, our health, and/or our ecosystem.

Section 3.5. Scientific Mentoring – IQ will enable a mentoring program, either official or unofficial, for secondary and higher educational students. This mentoring program will expose the student, with innate interest and abilities, to practical laboratory techniques, scientific concepts and understanding, and natural philosophy. This is to ensure that IQ maintains a healthy and proactive relationship with its immediate community, and the society, as a whole.

Article IV

Membership

Section 4.1. Members – IQ shall not have any members. All decisions and acts contemplated or required by law to be made by members may be made by the Board of Directors and, if necessary, actively voting Associates.

Article V

Associates

Section 5.1. Associates – Associates, herein, are those corporations, foundations, agencies, trusts, academics, individuals, etc., all of which may be of public or private holdings, that provide support to IQ, either through financial or scientific contributions.

Section 5.2. Contributions – IQ may be receive support in two forms:

- **Scientific** – Support provided via scientific guidance, advice, expertise, equipment, computational, theoretical, or samples for study.
- **Financial** – Support provided via monetary contributions for the strict and explicit use to support and advancement of the scientific research.

Section 5.3. Classes – Associates are further defined into three specialized classes:

- **Contributors** – Associates that provide purely financial support to IQ.
- **Partners** – Associates that provide both financial and scientific support to IQ.
- **Collaborators** – Associates that provide purely scientific support to IQ.

Section 5.4. Benefits - Associates providing support to IQ will benefit this organization by contributing to pure scientific research and innovation that is not driven or determined by profit or new product development that will provide scientific and technical knowledge to the scientific and medical communities and the world, in general.

Voting privileges are awarded to actively contributing Associates based on the degree of contribution, either financial or scientific. These privileges intimately include our Associates in the decision-making process and overall scientific goals.

Each Associate will also be listed in IQ's public distribution of organizational documents. Additional information on the degree of the contribution to IQ or the nature of the relationship with IQ will also be published in such documents, at the Associate's request. This process will further privilege our Associates with public recognition and respect.

And finally, since IQ is a tax exempt organization under the Internal Revenue Code 501(c)(3), contributors may deduct their contributions under Section 170 of the IRC. The amount of monetary contribution, and thus the corresponding deduction, pertaining to a scientific contribution will be predetermined and agreed upon by the Board of Directors.

Section 5.5. Voting Privileges – An Associate, once accepted as such, will be granted voting points by the Board of Directors. The voting points are granted based on the relative level of the scientific and/or financial contribution as compared to the total voting scheme within IQ.

Section 5.6. Adjustment and Revoking of Voting Privileges – The Board of Directors reserve the right to annually review and adjust the overall voting scheme, and relative or Associate-specific voting points. The relative and Associate-specific voting points are based on the current relative level of the scientific and/or financial contribution of the Associate. The Board of Directors will revoke the voting points of an Associate when the Associate ceases to contribute to IQ and its endeavors.

Article VI

Board of Directors

Section 6.1. President – The President of IQ serves as the Chief Executive Officer and Chair of the Board. The President represents the best interests of the entire organization, its goals, and its relationships with its Associates and the public, as a whole. The President serves in a capacity of leader in motivating other Directors and staff. During the President’s term, the President directs the affairs in keeping with the goals, objectives, policies, practices, and strategic direction established by the Board of Directors. The President is the formal spokesperson for IQ and its motivational leader.

Section 6.2. Vice President – Except as specifically limited by vote of the Board of Directors, the Vice President of IQ, or if there is more than one Vice President, the one designated senior in status by the Board of Directors, shall perform the duties and have the power to sign all documents and other instruments of the President during the absence or disability of the President. The Vice President, or each of them if there is more than one Vice President, shall perform such other duties and have such other powers as the President and/or the Board of Directors shall designate.

Section 6.3. Treasurer – The Treasurer of IQ serves as Chief Financial Officer and Vice Chair of the Board. The Treasurer is responsible to help establish and maintain the financial and strategic direction of IQ. The Treasurer is responsible for recommending, updating, and monitoring IQ financial policies and practices. The Treasurer represents the best interests of the entire organization, especially as it pertains to fiscal responsibility, the financial soundness of IQ, and the prudent application of funds in keeping with goals, objectives, policies, practices, and strategic direction established by

the Board of Directors. The Treasurer is the formal spokesperson for IQ on financial matters.

Section 6.4. Secretary – The Secretary of IQ serves as the Chief Information and Correspondence Officer. The Secretary shall prepare and submit notices on all meetings, accurately acquire, maintain, and distribute the minutes of all meetings of the Board of Directors, maintain a file of all corporate correspondence and other records, and prepare and distribute the annual report of IQ’s activities and financial condition. The Secretary shall keep accurate lists of all Associates, their contributions, and correspond with each Associate, as necessary their current status, condition, and relationship with IQ. The Secretary shall maintain redundant archives and a permanent repository of all notices, minutes, correspondence, lists, and publications. The Secretary shall publicly publish all pertinent archive and repository documents in a manner in keeping with current technology. The Secretary is the formal spokesperson for IQ on informational and publication matters.

Section 6.5. Number – The Directors of IQ shall consist of a President, one or more Vice Presidents, a Treasurer, a Secretary, and such other officers as may be elected in accordance with the provisions of these ByLaws. Only one Director seat may be held by a single person at one time.

Section 6.6. Election and Term of Office – The Directors of IQ shall hold office for a period of up to six (6) years. The election, as required, will be held at the annual meeting of the Board of Directors in the month of December. Each Director elected at the annual meeting of the Board of Directors shall take office upon election. If the election of the Directors shall not be held at such annual meeting, such election shall be held as soon thereafter as may be convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until such officer’s successor shall have been duly elected and shall have qualified or until such officer’s death or until such officer shall resign or shall have been removed in the manner hereinafter provided. Any officer may succeed himself or herself.

Section 6.7. Removal – Any Director or agent elected or appointed by the Board of Directors may be removed with or without cause by the affirmative vote of a majority of the members of the Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 6.8. Vacancies – A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors of IQ for the unexpired portion of the term. In the event of a vacancy in the office of the President, or the President’s inability to serve for any reason, the powers and duties of that office shall be exercised by the most senior, as confirm by majority vote of the Board of Directors, Vice President.

Section 6.9. Resignation – Any Director may resign effective upon giving written notice to the President or Secretary, unless such notice specifies a later time for the effectiveness of such resignation.

Article VII

Meetings of the Board of Directors

Section 7.1. Regular Meetings – The Board of Directors may provide, by resolution, the time and place, either within or without the State of Florida, for the holding of regular meetings without other notice than such resolution.

Section 7.2. Special Meetings – Special meetings of the Board of Directors may be called by or at the request of the President at any time. Upon written request of at least two (2) Directors, the President shall call a special meeting to be held not more than twenty (20) days after the receipt of such request. The President may fix any place, either within or without the State of Florida, as the place for holding any special meeting of the Board of Directors.

Section 7.3. Annual Meeting – The annual meeting of the Directors shall be held in December of each year as fixed by resolution of the Directors for the purpose of electing Directors and officers and the transaction of such business as may come before the meeting. In the event that such annual meeting is not held by oversight or otherwise on the date herein provided for, the Board of Directors shall cause a meeting in lieu thereof to be held as soon thereafter as conveniently possible, and any election or business transacted at such meeting shall be as valid as if transacted or held at the regularly scheduled annual meeting. Such subsequent meeting shall be called in the same manner as provided herein.

Section 7.4. Notice – Notice of any special meeting of the Directors shall be given at least ten (10) days prior to the meeting by written notice delivered personally or mailed to each Director at the Director's address in a sealed envelope with postage thereon prepaid. If notice is given by e-mail, such notice shall be deemed to be delivered when IQ receives electronic confirmation of receipt of such e-mailed notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except as otherwise provided by these ByLaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 7.5. Quorum – At any meeting of the Board of Directors of IQ, the presence of a majority of the Directors in person shall constitute a quorum for the transaction of business. The President, or in the absence of the President, the senior Vice-President of IQ, shall act as the Chair of the Board of Directors. In the absence of the President or

Vice-President of IQ, the quorum present may choose a Chair for the meeting. If less than a quorum is present, a majority of the Directors present may adjourn any meeting from time to time without further notice.

Article VIII

Dissolution

Section 8.1. Dissolution – Upon dissolution of IQ, the Board of Directors shall, after paying or making provision for the payment of all liabilities of IQ, transfer or convey all of the remaining scientific or laboratory apparatus and equipment of IQ to the State University System of Florida. Any and all nontransferable apparatus, equipment, or assets will be sold at fair market value, or any net cash, will be donated to a scientific research or scientific educational nonprofit organization within the United States of America.

Article IX

Amendments

Section 9.1. Amendments – These ByLaws may be altered, amended, or repealed, in whole or in part, or new ByLaws may be adopted by the Board of Directors of IQ, provided however, that notice of such alteration, amendment, repeal, or adoption of new ByLaws be contained in the notice of such meeting of the Board of Directors. All such amendments must be approved by an affirmative vote of at least a majority of the entire Board of Directors then in office at a duly noted regular or special meeting of the Board of Directors.

ADOPTED as of the 20th day of December, 2003.

INFINITE QUANTA

By: _____
Stephen J. Lukacs Jr., President