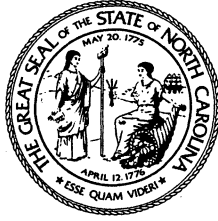


# STATE OF NORTH CAROLINA



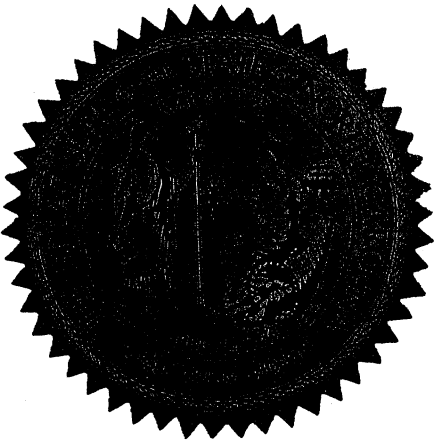
Department of The  
Secretary of State

To all whom these presents shall come, Greetings:

*I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of*

**ARTICLES OF INCORPORATION  
OF  
NORTH CAROLINA STATE UNIVERSITY  
PHYSICAL AND MATHEMATICAL SCIENCES FOUNDATION, INC.**

*the original of which is now on file and a matter of record in this office.*



*IN WITNESS WHEREOF, I have hereunto set my  
and and affixed my official seal at the City of  
Raleigh, this 29th day of July, 1997.*

*Elaine F. Marshall*

Secretary of State

20083

ARTICLES OF INCORPORATION  
OF  
NORTH CAROLINA STATE UNIVERSITY PHYSICAL AND  
MATHEMATICAL SCIENCES FOUNDATION, INC.

We, the undersigned natural persons of the age of eighteen (18) years or more, do hereby associate ourselves into a non-profit corporation under the laws of the State of North Carolina, as contained in Chapter 55A of the North Carolina General Statutes, entitled "Non-Profit Corporation Act," and the several amendments thereto, and to that end do hereby set forth:

- (1) The name of the corporation is NORTH CAROLINA STATE UNIVERSITY PHYSICAL AND MATHEMATICAL SCIENCES FOUNDATION, INC.
- (2) The period of duration of the corporation shall be perpetual.
- (3) The objects and purposes for which this Corporation is organized are:
  - (a) To operate exclusively for educational and scientific purposes;
  - (b) To aid and promote, by financial assistance and otherwise, all types of education and research in the School of Physical and Mathematical Sciences of North Carolina State University and its various departments;
  - (c) To promote the educational, scholarly, and community service functions of the School of Physical and Mathematical Sciences of North Carolina State University and its various departments by provision of financial and other assistance to:
    - (i) maintain a distinguished faculty and assist them in their professional undertakings;
    - (ii) encourage the development and application of innovative ideas in teaching, learning and research;
    - (iii) facilitate educational and research activities involving cooperation with other faculties of the University or with other

institutions and organizations in the broader community.

The foregoing clauses shall be construed as both objects and powers, and such enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation and the enjoyment and exercise thereof as conferred by the laws of the State of North Carolina now or hereafter in effect. The corporation shall have no power to declare dividends, and no part of its earnings shall enure to the benefit of any Director of the corporation or to any other private shareholder or individual. The corporation shall have no power or authority to engage in activities which consist of carrying on propaganda or otherwise attempting to influence legislation nor to participate in, or intervene in, any political campaign on behalf of any candidate for public office.

(4) The corporation shall have no capital stock.

(5) The corporation shall have no members.

(6) The address of the initial registered office of the corporation is Holladay Hall, North Carolina State University, Raleigh, Wake County, North Carolina; and the initial registered agent of the corporation at such address is Rudolph Pate.

(7) In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any later federal tax laws.

(8) The corporation shall have the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute; provided, however, that under no circumstances shall these Articles of Incorporation be amended so that the corporation may operate for other than charitable, educational, scientific, or literary purposes or so that any Director or other

private individual may participate in the distribution of the earnings, funds, or properties of this corporation. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future federal tax laws or (b) a corporation contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1954 or the corresponding provisions of any future federal tax laws.

(9) The affairs of the corporation shall be managed by a Board of Directors. The number and qualifications of the Directors, together with their terms of office, manner of election, removal, change of number, filling of vacancies, and of newly created directorships, powers, duties, and liabilities shall, except as otherwise provided in these Articles of Incorporation or by the laws of the State of North Carolina, be as prescribed in the By-laws. The number of Directors constituting the initial Board of Directors shall be five (5); and the names and addresses of the persons who are to serve as initial Directors of the corporation, and until their successors are elected and qualified are as follows:

Rudolph Pate  
Holladay Hall  
North Carolina State  
University  
Raleigh, N.C. 27607

George Worsley  
4904 Larchmont Drive  
Raleigh, N.C. 27612

Garrett Briggs  
3508 Ranlo Drive  
Raleigh, N.C. 27612

John T. Kanipe, Jr.  
3500 Lubbock Drive  
Raleigh, N.C. 27612

Bruce R. Poulton  
1903 Hillsborough St.  
Raleigh, N.C. 27607

(10) The names and addresses of the Incorporators are as follows:

Rudolph Pate  
Holladay Hall  
North Carolina State  
University  
Raleigh, N.C. 27607

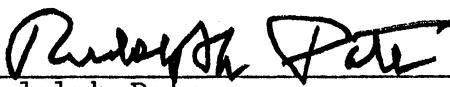
George Worsely  
4904 Larchmont Drive  
Raleigh, N.C. 27612

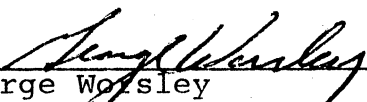
John T. Kanipe, Jr.  
3500 Lubbock Drive  
Raleigh, N.C. 27612


Garrett Briggs  
3508 Ranlo Drive  
Raleigh, N.C. 27612

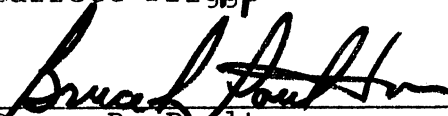
Bruce R. Poulton  
1903 Hillsborough St.  
Raleigh, N.C. 27607


IN TESTIMONY WHEREOF, we have hereunto set our hands and seals this 8<sup>TH</sup> day of APRIL, 1983.

  
\_\_\_\_\_  
Rudolph Pate (SEAL)

  
\_\_\_\_\_  
George Worsley (SEAL)

  
\_\_\_\_\_  
Garrett Briggs (SEAL)

  
\_\_\_\_\_  
Bruce R. Poulton (SEAL)

  
\_\_\_\_\_  
John T. Kanipe, Jr. (SEAL)

STATE OF NORTH CAROLINA

COUNTY OF WAKE

THIS IS TO CERTIFY that on the 8th day of April, 1983, before me, a Notary Public, personally appeared Rudolph Pate, George Worsley, Garrett Briggs, John T. Kanipe, Jr. and Bruce R. Poulton, who I am satisfied are the persons named in and who executed the foregoing Articles of Incorporation, and I having first made known to them the contents thereof, they did each acknowledge that they signed and delivered the same as their voluntary act and deed for the uses and purposes therein expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, this 8th day of April, 1983.

Francis M. Coats  
Notary Public

My Commission Expires:

October 3, 1983