



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 AMENDMENT

OF

**NC STATE UNIVERSITY PARTNERSHIP CORPORATION
WHICH CHANGED ITS NAME TO
NC STATE UNIVERSITY PARTNERSHIP CORPORATION**

the original of which was filed in this office on the 19th day of December, 2001.



IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 19th day of December, 2001

Elaine F. Marshall

Secretary of State

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State of North Carolina
Department of the Secretary of State

ARTICLES OF AMENDMENT
NONPROFIT CORPORATION

Pursuant to §55A-10-05 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation.

1. The name of the corporation is: NORTH CAROLINA STATE UNIVERSITY
RESEARCH CORPORATION

2. The text of each amendment adopted is as follows (*state below or attach*):

Article 1 is hereby amended to read as follows:

"1. The name of the Corporation is NC STATE UNIVERSITY PARTNERSHIP
CORPORATION."

3. The date of adoption of each amendment was as follows:

November 19, 2001

4. (*Check a, b, and/or c, as applicable*)

a. The amendment(s) was (were) approved by a sufficient vote of the board of directors or incorporators, and member approval was not required because (*set forth a brief explanation of why member approval was not required*) The corporation does not have members.

b. The amendment(s) was (were) approved by the members as required by Chapter 55A.

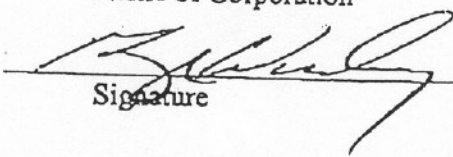
c. Approval of the amendment(s) by some person or persons other than the members, the board, or the incorporators was required pursuant to N.C.G.S. §55A-10-30, and such approval was obtained.

5. These articles will be effective upon filing, unless a date and/or time is specified: N/A

This the 12th day of December, 2001

NORTH CAROLINA STATE UNIVERSITY
RESEARCH CORPORATION

Name of Corporation


Signature

George Worsley, Treasurer

Notes:

1. Filing fee is \$25. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.

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FILED
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SECRETARY OF STATE
NORTH CAROLINA

ARTICLES OF INCORPORATION

OF

NORTH CAROLINA STATE UNIVERSITY RESEARCH CORPORATION

A NON-PROFIT CORPORATION

We, the undersigned natural persons of the age of eighteen (18) years or more, acting as incorporators for the purpose of creating a nonprofit corporation ("the Corporation") under the laws of the State of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina, entitled "Nonprofit Corporation Act," and the several amendments thereto, do hereby set forth:

1. The name of the Corporation is NORTH CAROLINA STATE UNIVERSITY RESEARCH CORPORATION.
2. The period of duration of the Corporation shall be perpetual.
3. The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific objectives and for the public purpose of fostering, promoting, managing, assisting and developing research in the arts and sciences, agriculture, architecture, business, education, engineering, forestry, textiles, veterinary medicine, and other such fields as may be deemed appropriate for study at a university with the aims of creating new knowledge and improving the lives of the people of North Carolina; and, the Corporation shall exercise those powers consistent there-

with granted to non-profit corporations by the laws of the State of North Carolina, which shall include, but are not limited to, the following specific objectives and purposes:

- (1) To provide coordination and support for joint efforts of community, industry and university efforts for increased research and development activity in the area.
- (2) To enhance the capabilities of the faculty, staff and students at North Carolina State University to conduct research.
- (3) To manage intellectual property that may result from research conducted at the University.
- (4) To acquire and operate research equipment, facilities and land needed for the conduct of research at the University.
- (5) To contract with individuals, corporations, public agencies, and other organizations, both public and private, for the conduct of research, including the management of research.
- (6) To receive and distribute funds for the support and development of research at the University.
- (7) To cooperate with state and federal agencies to ensure that all research is conducted in a manner consistent with the public interest.

4. In order to prosecute properly the objects and purposes set forth above, the Corporation shall have full power and authority to purchase, lease and otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property, both real and personal, both in this State and in all other states, territories, and dependencies of the United States and elsewhere; to borrow money and to give security therefor; to solicit and receive donations, bequests, devises and other gifts of money or property, either real or personal; and to invest, administer and use the money and property of the Corporation, and any and all income derived therefrom, for any one or more of the objects and purposes specified in Paragraph 3; and generally

to perform all acts which may be deemed necessary or expedient for the proper and successful prosecution of the objects and purposes for which the Corporation is created; provided, however, that no such powers shall be exercised in a manner which is not consistent with Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law).

The Corporation shall have no power to declare dividends, and no part of funds (whether derived from earnings, gifts or otherwise) shall inure to the benefit of any director of the Corporation or to any private shareholder or individual.

5. The Corporation shall have no capital stock.

6. The Corporation shall have no members.

7. The address of the initial registered office of the corporation is as follows:

Street Address: 414 Fayetteville Street Mall
P.O. Box 389 (27602)

City or Town: Raleigh

County: Wake

The name of the initial registered agent of the corporation at the above address is Alfred P. Carlton, Jr.

8. The management of the Corporation and its properties and affairs shall be vested in its Board of Directors. The Board of Directors shall be

elected in the manner set forth in the bylaws of the Corporation, and the number of persons constituting the Board of Directors shall be specified in the bylaws of the Corporation. The names and addresses of the initial three persons who are to serve as directors until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>	<u>CITY OR TOWN</u>
Alfred P. Carlton, Jr.	414 Fayetteville Street Mall P.O. Box 389	Raleigh, 27602
Steven J. Levitas	414 Fayetteville Street Mall P.O. Box 389	Raleigh, 27602
William G. Pappas	414 Fayetteville Street Mall P.O. Box 389	Raleigh, 27602

10. The names and addresses of all the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>	<u>CITY OR TOWN</u>
Alfred P. Carlton, Jr.	414 Fayetteville Street Mall P.O. Box 389	Raleigh, 27602
Steven J. Levitas	414 Fayetteville Street Mall P.O. Box 389	Raleigh, 27602
William G. Pappas	414 Fayetteville Street Mall P.O. Box 389	Raleigh, 27602

11. In addition to the powers granted corporations under the laws of the State of North Carolina, the Corporation may:

- (1) Make donations for charitable, scientific, and educational purposes to organizations qualified under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law).

- (2) Lend money to its employees (other than its officers and directors) and otherwise assist its employees and officers.

12. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director, officer, or other private person, except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its purposes as set forth in Article 3, above.

13. Except to the extent permitted by Section 501(h) of the Internal Revenue Code of 1954, (or the corresponding provision of any future United States Internal Revenue Code), the Corporation shall have no power to engage in activities which consist in the carrying on of propaganda or otherwise attempting to influence legislation; nor, to participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law), (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law), or (c) by a nonprofit corporation created under Chapter 55A of the General Statutes of North Carolina. The Corporation shall at all times operate in compliance with all applicable state and federal laws prohibiting discrimination on the basis of race, sex, age, religion, national origin, handicap, or any other protected status or class as may be created.

14. The initial bylaws of the corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the bylaws or to adopt new bylaws shall be vested in the Board of Directors. The Board of Directors may provide in the bylaws that the Corporation shall indemnify its current and former directors, officers, and employees against expenses and liabilities incurred as a result of actual or threatened litigation arising from the performance of their official duties.

15. In the event of the dissolution of the Corporation, all of the assets of the Corporation, after the satisfaction of its liabilities, shall be transferred by the Board of Directors to the Board of Trustees of the Endowment Fund of North Carolina State University at Raleigh to be used exclusively for the promotion and support of research at North Carolina State University in a manner which shall at the time qualify the institution as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law). None of the assets of the Corporation shall be distributed to or divided among any of the directors or officers of the Corporation.

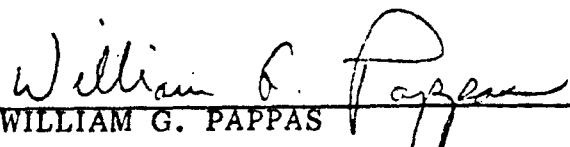
IN TESTIMONY WHEREOF, we have hereunto set our hands, this the 13 day of JULY, 1984.



 ALFRED P. CARLTON, JR.



 STEVEN J. LEVITAS



 WILLIAM G. PAPPAS