

ARTICLES OF INCORPORATION

KENNESAW STATE UNIVERSITY RESEARCH AND SERVICE FOUNDATION, INC.

ARTICLE I

NAME

The name of the corporation is KENNESAW STATE UNIVERSITY RESEARCH AND SERVICE FOUNDATION, INC.

ARTICLE II

NONPROFIT STATUS

The corporation shall be a nonprofit corporation, which is organized pursuant to the Georgia Nonprofit Corporation Code; and the corporation shall have no capital stock and no shareholders. The corporation shall have no members.

ARTICLE III

PERIOD OF DURATION

The corporation shall have perpetual duration.

ARTICLE IV

PURPOSES AND POWERS

The corporation is organized and shall be operated exclusively for scientific, scholarly, public service, creative, educational and charitable purposes, or any one or more such stated purposes.

The corporation may do, but not be limited to, the following:

- (1) Foster, increase, expand and encourage learning and education in all branches of knowledge;
- (2) Promote, encourage, sponsor, aid, or conduct scientific, scholarly, creative, and educational schools, laboratories, research, studies, investigations, activities and pursuits of all kinds, and train and develop persons for the conduct of such activities and pursuits, and acquire, distribute and disseminate knowledge in relation thereto;
- (3) Enter into contracts, agreement, and memoranda of understanding for activities that will be subcontracted to Kennesaw State University;
- (4) Seek, acquire, receive, hold, administer, and use either the principal or the income therefrom, grants, contracts, memoranda of agreement, devises, and gifts, and act without profit as trustee of educational or charitable trusts;
- (5) Provide, or assist in providing, ways and mean through which discoveries, inventions, processes and other intellectual property may be identified, developed, copyrighted, patented or applied, and through which utilization or disposition may be made of same as may tend to benefit the public or to provide funds for, or to

- stimulate and promote further research, public service, creative pursuits, and education;
- (6) Acquire, hold, use or provide real and personal property, funds, credit, or financial assistance for the accomplishment of any of the foregoing purposes and matters necessarily or properly incident thereto or connected therewith;
 - (7) Acquire, construct, or otherwise provide buildings, grounds, or other suitable facilities, improvements or equipment for the conducting of scientific, scholarly, public service, creative, educational, charitable and research activities or any one or more of said activities;
 - (8) Make gifts, grants, research awards to students, fellowships, or otherwise pay out and distribute the corporation's funds for the furtherance of any corporate purposes expressed herein;
 - (9) Engage in any and all lawful activities incidental to the foregoing purposes.

The aforesaid activities may be engaged in for others, and also by others in behalf of the corporation.

The foregoing shall be construed as powers, as well as purposes, and the corporation shall have, use, and enjoy any and all powers necessarily and properly incident to or connected with any of the foregoing purposes and powers, including the power to acquire in any lawful manner such property, real, personal, or mixed, or any interest therein, and to hold, use, lease, sell, mortgage, pledge, assign, transfer, or convey the same or any part thereof.

The corporation is not created to provide for pecuniary benefit and no part of the property of the corporation and no part of its net earnings shall inure to the benefit of, or be distributed to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not 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 other 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 1986, as amended (or the corresponding provision of any future United States Internal Revenue law), or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

The corporation shall have all the powers now or hereinafter enumerated in the Georgia Nonprofit Corporation Code, O.C.G.A. Section 14-3-1 et seq.

ARTICLE V BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors, which shall have full and complete power to conduct all of the business and affairs of the corporation. Said Board shall consist of at least five (5) Members, to be selected as follows:

- (1) The Chairperson, who shall be the Vice President for Academic Affairs of Kennesaw State University, shall be a member *ex officio*, and shall have full voting power;
- (2) The Vice President for Business and Finance of Kennesaw State University shall be a member *ex officio* and shall have full voting power;
- (3) The Vice President for Development and University Relations of Kennesaw State University shall be a member *ex officio* and shall have full voting power;
- (4) The Dean of Graduate Studies of Kennesaw State University shall be a member *ex officio* and shall have full voting power; and
- (5) The Faculty Senate of Kennesaw State University shall appoint one faculty member who shall have full voting power. The member appointed by the Faculty Senate shall serve for such term and meet other qualifications as shall be fixed in accordance with the Bylaws of the corporation.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The names and addresses of the persons who are to serve as the initial Directors are as follows:

Dr. Lendley Black
Vice President for Academic Affairs
Kennesaw State University
1000 Chastain Road, M.B. #0104
Kennesaw, GA 30144-5591

Mr. Earle Holley
Vice President for Business and Finance
Kennesaw State University
1000 Chastain Road, M.B. #0102
Kennesaw, GA 30144-5591

Dr. Wes Wicker
Vice President for Development and University Relations
Kennesaw State University
1000 Chastain Rd., M.B. #0101
Kennesaw, GA 30144-5591

Dr. Teresa Joyce
Dean of Graduate Studies
Kennesaw State University
1000 Chastain Road, M.B. #0112
Kennesaw, GA 30144-5591

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The above names and addresses may be periodically changed as provided by law. At such time, the Articles of Incorporation and the Bylaws shall be deemed to be amended accordingly.

ARTICLE VII
CORPORATE BYLAWS

The Board of Directors shall have power to adopt any bylaws regarding the corporation, not contrary to law or provisions of these Articles of Incorporation.

ARTICLE VIII
INITIAL REGISTERED OFFICE, INITIAL PRINCIPAL OFFICE
AND INITIAL REGISTERED AGENT

The initial registered office of the Kennesaw State University Research and Service Foundation, Inc., shall be Kennesaw State University, Kennesaw Hall, Room 4429, 1000 Chastain Road, M.B. #0112, Cobb County, Kennesaw, Georgia 30144. The initial principal office of the corporation shall be Kennesaw State University, Kennesaw Hall, Room 4429, 1000 Chastain Road, M.B. #0104, Cobb County, Kennesaw, Georgia 30144. The initial registered agent for the Corporation shall be Dr. Lendley Black, Vice President for Academic Affairs, Kennesaw State University, Kennesaw Hall, Room 4429, 1000 Chastain Road, M.B. #0104, Cobb County, Kennesaw, Georgia 30144.

ARTICLE IX
DISTRIBUTION UPON DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any future Internal Revenue Code, or to the Federal, State, or Local Government for exclusive public purposes.

ARTICLE X
NON-DISCRIMINATORY POLICY

The corporation shall maintain a non-discriminatory policy and no person shall be excluded from the activities of the corporation or discriminated against on the grounds of race, color, sex, sexual orientation, national origin, religion, age, veteran status, political affiliation, or disability; provided however, that the disability must not be such as would, even with reasonable accommodation, preclude the person's effective participation in the program.

ARTICLE XI
LIMITATION OF LIABILITY OF DIRECTORS

A director of the corporation shall not be personally liable to the corporation or its members for monetary damages for breach of duty of care or other duty as a director; provided, however, the above provision shall not apply to the personal liability of a director of the corporation:

- (a) for any appropriation, in violation of his/her duties, of any business opportunity of the corporation;
- (b) for any acts or omissions not in good faith or which involve intentional misconduct or knowing violations of the law; or
- (c) for any transaction from which the director received an improper personal benefit.

Any repeal or modification of this Article XI by the corporation shall not adversely affect any right or protection of a director or the corporation existing at the time of such repeal or modification.

ARTICLE XII
INCORPORATOR

The name and address of the incorporator of the corporation is as follows:

Dr. Lendley Black
Vice President for Academic Affairs
Kennesaw Hall, Room 4429
Kennesaw State University
1000 Chastain Road, M.B. #0104
Cobb County
Kennesaw, Georgia 30144

In witness whereof, the undersigned incorporator and attorney for the incorporator have executed these Articles of Incorporation.

Dr. Lendley Black (for)

Dr. Lendley Black
Vice President for Academic Affairs
Kennesaw Hall, Room 4429
Kennesaw State University
1000 Chastain Road, M.B. #0104
Cobb County
Kennesaw, Georgia 30144

Flora B. Devine

Flora B. Devine, Esq.
University Legal Counsel
Kennesaw Hall, Room 3435
Kennesaw State University
1000 Chastain Road, M.B. #0104
Cobb County
Kennesaw, Georgia 30144

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