

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,

stimulate and promote further research, public service, creative pursuits, and education;

(5) Section 1-11

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

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

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.

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