

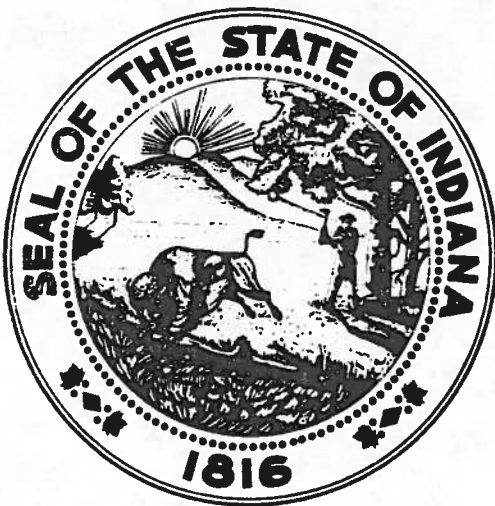
STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION
OF

ADVANCED RESEARCH AND TECHNOLOGY INSTITUTE, INC.

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above corporation have been presented to me at my office accompanied by the fees prescribed by law; that I have found such Articles conform to law; all as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended.

NOW, THEREFORE, I hereby issue to such corporation this Certificate of Incorporation, and further certify that its corporate existence will begin June 11, 1996.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Eleventh day of June, 1996.

Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

[Signature]
Deputy

RECEIVED
CORPORATION DIV.
ARTICLES OF INCORPORATION

**APPROVED
AND
FILED**

OF

55 JUN 11 11 3:29

SUE ANNE GILROY

ADVANCED RESEARCH AND TECHNOLOGY INSTITUTE, INC. AND SECRETARY OF STATE

The undersigned incorporator, desiring to form a corporation (the "Corporation") pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991 (the "Act"), executes the following Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation is Advanced Research and Technology Institute, Inc.

ARTICLE II

Classification of Corporation

The Corporation is a public benefit corporation.

ARTICLE III

Purposes and Powers

Section 3.1. Purposes. The purposes for which the Corporation is formed are:

(a) To operate a research institute which supports Indiana University by fostering, promoting, developing, and administering the progress of research parks and technological innovations for scientific, educational, and economic development opportunities;

(b) To operate exclusively for the benefit of, to provide service and support of, and to carry out the purposes of Indiana University; to furnish the means, methods, and mechanisms by which technology transfer and intellectual property may be managed; to do any and all things incident to the operating of such research institute; and

(c) In furtherance of the aforesaid purposes, to transact any and all lawful business for which corporations may be incorporated under the Act, provided such business is not inconsistent with the Corporation being organized and operated exclusively for charitable, educational, and scientific purposes.

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF
ADVANCED RESEARCH AND TECHNOLOGY INSTITUTE, INC.**

RESOLVED, that the Board of Directors of Advanced Research and Technology Institute, Inc. (the "Corporation"), hereby amends and restates Section 3.1 of Article III of the Articles of Incorporation of the Corporation in its entirety as follows:

Section 3.1. Purposes. The purposes for which the Corporation is formed are:

(a) To operate a research institute which supports Indiana University by fostering, promoting, developing, and administering the progress of research parks and technological innovations for scientific, educational, and economic development opportunities;

(b) To operate exclusively for the benefit of, to provide service and support of, and to carry out the purposes of Indiana University; to furnish the means, methods, and mechanisms by which technology transfer and intellectual property may be managed; to do any and all things incident to the operating of such research institute;

(c) To support Indiana University by constructing, purchasing, leasing, owning, operating, or managing facilities to provide student, faculty, or administrative housing useful to the University;

(d) To support Indiana University by constructing, purchasing, leasing, owning, operating, or managing medical research buildings, classrooms, laboratories, research parks, and any other physical structure, facility, or equipment useful to the University;

(e) To support Indiana University by issuing, holding, servicing, retiring, and dealing in bonds and other forms of financing for the construction, purchase, leasing, ownership, operation, or management of any physical structure, facility, or equipment useful to the University; and

(f) In furtherance of the aforesaid purposes, to transact any and all lawful business for which corporations may be incorporated under the Act, provided such business is not inconsistent with the Corporation being organized and operated exclusively for charitable, educational, and scientific purposes.

RESOLVED, that the officers of the Corporation are authorized and directed to take whatever actions are appropriate or desirable, including filing documents with the Indiana Secretary of State and with the Internal Revenue Service, to effectuate the amendment and restatement of Section 3.1 of Article III of the Corporation's Articles of Incorporation as provided in the immediately preceding resolution.

Section 3.2. Nonprofit Purposes.

(a) The Corporation is organized and operated exclusively for charitable, educational, and scientific purposes and its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, or officer or other private person, 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 in Section 3.1.

(b) 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.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on:

(i) By a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws, or

(ii) By a corporation, contributions to which are deductible under Section 170(c)(2), Section 2055(a)(2), or Section 2522(a)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

Section 3.3. Powers. Subject to any limitation or restriction imposed by the Act, any other law, or any other provisions of these Articles of Incorporation, the Corporation shall have the power:

(a) To do everything necessary, advisable or convenient for the accomplishment of any of the purposes hereinbefore set forth, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation and to do all of the things incidental thereto or connected therewith which are not forbidden by law; and

(b) To have, exercise and enjoy in furtherance of the purposes herein before set forth all the general rights, privileges and powers granted to corporations by the Act, as now existing or hereafter amended, and by the common law.

Section 3.4. Limitations on Powers. If the Corporation is or becomes a private foundation (as defined in Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws), the Corporation shall be subject to the following requirements:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing that would subject any person to the taxes imposed on acts of self-dealing by Section 4941 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax law.

(c) The Corporation shall not retain any excess business holdings which would subject it to the tax on excess business holdings imposed by Section 4943 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax law.

(d) The Corporation shall not make any investments in such a manner as to subject it to the tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax law.

(e) The Corporation shall not make any expenditures which would subject it to the taxes on taxable expenditures imposed by Section 4945 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax law.

ARTICLE IV

Distribution of Assets on Dissolution

In the event of the complete liquidation, dissolution of the Corporation, or the winding up of its affairs, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all the assets of the Corporation to Indiana University so long as it qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws. In the event Indiana University does not so qualify, the Board of Directors shall distribute all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Judge of the Circuit Court of Monroe County, Indiana, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

Term of Existence

The Corporation shall have perpetual existence.

ARTICLE VI

Registered Agent and Registered Office

Section 6.1. Registered Office and Registered Agent. The street address of the Corporation's registered office is Bryan Hall, Room 211, Indiana University, Bloomington, Indiana 47405 and the name of the Corporation's registered agent at that office is Dorothy J. Frapwell, Esq.

Section 6.2. Principal Office. The post office address of the principal office of the Corporation is Bryan Hall, Room 211, Indiana University, Bloomington, Indiana 47405.

ARTICLE VII

Members

The Corporation shall have no members.

ARTICLE VIII

Board of Directors

Section 8.1. Number and Term of Office. The number of directors shall be as specified in or fixed in accordance with the Bylaws of the Corporation; provided, however, that the minimum number of directors shall be four (4). The term of office of a director shall be as specified in the Bylaws; provided, however, that the term of a director shall not exceed five (5) years. Directors may be elected for successive terms. Terms of office of directors may be staggered as specified in the Bylaws.

Section 8.2. Qualifications. Each director shall have such qualifications as may be specified from time to time in the Bylaws of the Corporation or required by law.

Section 8.3. Initial Board of Directors. The names and addresses of the initial Board of Directors of the Corporation are:

<u>Names</u>	<u>Addresses</u>
Myles Brand	Indiana University Bryan Hall, Room 200 Bloomington, Indiana 46405
Judith G. Palmer	Indiana University Bryan Hall, Room 204 Bloomington, Indiana 46405
George E. Walker	Indiana University Bryan Hall, Room 104 Bloomington, Indiana 46405
Douglas M. Wilson	Indiana University Research Park 501 N. Morton Street, Suite 204 Bloomington, Indiana 46404

ARTICLE IX

Name and Address of Incorporator

The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Dorothy J. Frapwell, Esq.	Indiana University Bryan Hall, Room 211 Bloomington, IN 47405

ARTICLE X

Indemnification

Section 10.1. Rights to Indemnification and Advancement of Expenses. The Corporation shall indemnify as a matter of right every person made a party to a proceeding because such person is or was:

1. a member of the Board of Directors of the Corporation,
2. an officer of the Corporation, or

3. while a director or officer of the Corporation, serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not, (each an "Indemnitee")

against all liability incurred by such person in connection with the proceeding; provided that it is determined in the specific case that indemnification of such person is permissible in the circumstances because such person has met the standard of conduct for indemnification specified in the Act. The Corporation shall pay for or reimburse the reasonable expenses incurred by an Indemnitee in connection with any such proceeding in advance of final disposition thereof in accordance with the procedures and subject to the conditions specified in the Act. The Corporation shall indemnify as a matter of right an Indemnitee who is wholly successful, on the merits or otherwise, in the defense of any such proceeding against reasonable expenses incurred by the person in connection with the proceeding without the requirement of a determination as set forth in the first sentence of this paragraph.

Upon demand by a person for indemnification or advancement of expenses, as the case may be, the Corporation shall expeditiously determine whether the person is entitled thereto in accordance with this Article and the procedures specified in the Act.

The indemnification provided under this Article shall be applicable to any proceeding arising from acts or omissions occurring before or after the adoption of this Article.

Section 10.2. Other Rights Not Affected. It is the intent of this Article to provide indemnification to directors and officers to the fullest extent now or hereafter permitted by law consistent with the terms and conditions of this Article. Nothing contained in this Article shall limit

or preclude the exercise of, or be deemed exclusive of, any right under the law, by contract or otherwise, relating to indemnification of or advancement of expenses to any person who is or was a director, officer, employee or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any such individual.

Notwithstanding any other provision of this Article, there shall be no indemnification with respect to matters as to which indemnification would result in inurement of net earnings of the Corporation "to the benefit of any private shareholder or individual," within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or similar provisions of any subsequent Federal tax law. The provisions of, and the rights and obligations created by, this Article shall not give rise or be deemed to give rise to "compensation for personal services" as described in IC 34-4-11.5-1 et seq., as amended.

Section 10.3. Definitions. For purposes of this Article:

4. A person is considered to be serving an employee benefit plan at the Corporation's request if the person's duties to the Corporation also impose duties on, or otherwise involve services by, the person to the plan or to participants in or beneficiaries of the plan.
5. The estate or personal representative of a person entitled to indemnification or advancement of expenses shall be entitled hereunder to indemnification and advancement of expenses to the same extent as the person.
6. The term "expenses" includes all direct and indirect costs (including without limitation counsel fees, retainers, court costs, transcripts, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees, all other disbursements or out-of-pocket expenses) actually incurred in connection with the investigation, defense, settlement or appeal of a proceeding or establishing or enforcing a right to indemnification under this Article, applicable law or otherwise.
7. The term "liability" means the obligation to pay a judgment, settlement, penalty, fine, excise tax (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.
8. The term "party" includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.
9. The term "proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of Incorporation and verifies subject to penalties of perjury that the facts contained herein are true.

Dated this 10th day of June, 1996.



Dorothy J. Frapwell, Esq.

This instrument was prepared by Dorothy J. Frapwell, Esq., Bryan Hall, Room 211, Indiana University, Bloomington, Indiana 47405.

CERTIFICATION

The undersigned hereby certifies that he or she is a duly elected and presently acting officer of Advanced Research and Technology Institute, Inc. and that the attached copy of the Bylaws of Advanced Research and Technology Institute, Inc. is a complete and accurate copy of the original document.

Dated this 19th day of September, 1996.

Laugher M. Wilson

State of Indiana
Office of the Secretary of State

CERTIFICATE OF AMENDMENT

of

ADVANCED RESEARCH AND TECHNOLOGY INSTITUTE, INC.

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Amendment of the above Non-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991.

The name following said transaction will be:

INDIANA UNIVERSITY RESEARCH AND TECHNOLOGY CORPORATION

NOW, THEREFORE, with this document I certify that said transaction will become effective Wednesday, September 29, 2004.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, September 29, 2004.

A handwritten signature in cursive script that reads "Todd Rokita".

TODD ROKITA,
SECRETARY OF STATE