

Addendum to Form 532**ARTICLES OF INCORPORATION**

For

THE CLEVELAND STATE UNIVERSITY RESEARCH CORPORATION**Article III****Purposes**Section 3.1

The Research Corporation is organized and shall at all times be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code") including, without limiting the foregoing, the following:

- (a) To promote the welfare of Cleveland State University (the "University"), the people of the State of Ohio, the County of Cuyahoga, Ohio, the City of Cleveland, Ohio and their associated communities by supporting scholarly activities, by providing sponsored program and research management services and information, by licensing technology, and by providing seed capital and early-stage financing, to start-up ventures that have developed or are developing technology originating at the University and/or other institutions;
- (b) To improve the economy of the State of Ohio by expanding employment opportunities through research, the development of technology and development, expansion and retention of employers in Ohio;
- (c) To provide educational opportunities for the University's students and faculty and to provide an educational forum for the advancement and dissemination of information and expertise through the interaction of academic, research, governmental, economic development, business and industrial communities in Ohio;
- (d) To lessen the burdens of government by assisting the State of Ohio and the University in conjunction with the University's Office of the Vice Provost for Research, in the programming, timing and funding of Ohio-based research and development.
- (e) Solely for the above purposes, the Research Corporation is empowered to take and hold by bequest, devise, gift, contribution, purchase, lease, or any other form, either absolutely or in trust, any property, real or personal, tangible or intangible, without limitation as to amount or value; to sell, convey, use, apply and dispose of any such property and to invest and reinvest the income and principal thereof; to deal with and expend the income and principal of the Research Corporation; to make gifts or contributions to other entities or persons; to vote the shares or interests in any stock or other equity investment held by the Research Corporation; to maintain, protect and enforce all rights, title and interests incidental to holding title to property held by the Research Corporation; to do all things necessary or

appropriate to accomplish the foregoing; and to exercise all other rights and powers conferred by the laws of the State of Ohio upon nonprofit Corporations.

Article IV

Shares of Stock

Not Applicable.

Article V

Directors and Members

Section 5.1 This Research Corporation is a nonprofit corporation under Ohio law and shall not have capital stock. The Research Corporation will have no members other than the members of the Board of Trustees (which shall be referred to as the "Board of Directors"). The Research Corporation shall have not less than nine (9) nor more than thirteen (13) members of the Board of Directors.

Section 5.2 The names and addresses of the initial Directors of the Research Corporation are as follows:

Name	Name	Address
Michael Schwartz	Paula Gomez Farrell	All of these individuals can be reached at: Office of the Vice Provost for Research Cleveland State University 2121 Euclid Ave. Cleveland, Ohio 44115
Trevor O. Jones	Troy Prince	
Mark A. Tumeo	Ann O. Heyward	
Michael Idelchik	Bettie V. Sogor	
Marty Kress		

Section 5.3 All subsequent Members of the Board of Directors of the Research Corporation who take office after the initial Directors, terms of office for directors, election of directors, the composition of the Board, and all other related matters shall be pursuant to the provisions of the Code of Regulations of the Research Corporation and any applicable provisions of Ohio laws, as amended from time to time.

Section 5.4 The Board of Directors shall have general supervision and charge of the property, affairs, and finances of the Research Corporation.

ARTICLE VI

Certain Restrictions on Activities

Section 6.1 The Research Corporation shall possess all power and authority permitted by law, except:

- (a) No part of the net earnings of the Research Corporation shall inure to the benefit of, or be distributable to, its Trustees, Officers or any other private persons, except that the Research Corporation shall be authorized to pay reasonable amounts for goods and services provided and rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof.
- (b) No member, trustee, shareholder (if any), officers or directors of the Research Corporation shall be entitled to share in the distribution of any of the Research Corporation's assets on dissolution of the Research Corporation.
- ~~(c) No substantial part of the activities of the Research Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Research Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.~~
- (d) If the Research Corporation is classified as a "private foundation" within the meaning of Section 509 of the Code:
 - (1) The Research 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 Code;
 - (2) The Research Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;
 - (3) The Research Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code;
 - (4) The Research Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and
 - (5) The Research Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code; and
- (d) Notwithstanding any other provision of these Articles of Incorporation, the Research Corporation shall not carry on any other activities not permitted to be carried on
 - (1) by a Corporation exempt from federal income tax under Section 501(a) of the Code by reason of being described in Section 501(c)(3) of the Code, or
 - (2) by a Corporation described in Section 170(c)(2) of the Code, contributions to which are deductible under Sections 170(a), 2055(a)(2) and/or 2522(a)(2) of the Code.

Article VII Dissolution

- Section 7.1 Upon the dissolution of the Research Corporation, or any partial or entire liquidation of its property or assets, all of the Research Corporation's property of every nature and description shall, after making provision for discharge of all the liabilities and obligations of the Research Corporation and after compliance with any other mandatory provisions of Ohio Revised Code Section 1702.49, be paid over and transferred, exclusively to Cleveland State University, a public University organized under the laws of the State of Ohio.
- Section 7.2 If for any reason Cleveland State University is not in existence at the time of such dissolution or winding up, and no successor university or other similar institution exists under state law in its place, then all of such net assets shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such other organization(s), operated exclusively for charitable, scientific, or educational purposes which at that time qualify for exemption under 26 U.S.C. Sec. 501(c)(3) or any successor statute thereto, as the Court may determine.

Article VIII Miscellaneous Provision

- Section 8.1 Operation of the Code of Regulations: The Research Corporation may provide, by code of regulations, for limiting liability of its directors, and for indemnification of officers, directors, and employees, to the fullest extent allowed by applicable law and the statutes governing its nonprofit status.
- Section 8.2 References to Applicable Law: Each reference in these Articles of Incorporation to a section of the Code or the Ohio Revised Code shall include the corresponding provisions of any future federal internal revenue or Ohio laws, respectively.
- Section 8.3 Amendments: These Articles may be amended or superseded, in whole or in part, by the affirmative vote of three-fifths (3/5) of the Board of Directors, at any meeting called for that purpose. -