

**ARTICLES OF INCORPORATION
OF
GREENSBORO CENTER FOR INNOVATIVE DEVELOPMENT, INC.

A NON-PROFIT CORPORATION**

We, the undersigned natural persons of the age of at least 18 years old, acting as incorporators for the purpose of creating a non-profit 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 the following:

ARTICLE I

The name of the Corporation is the Greensboro Center for Innovative Development, Inc.

ARTICLE II

The period of duration of the Corporation shall be perpetual.

ARTICLE III

The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) and Section 170(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) and is a charitable corporation within the meaning of Section 55A-1-40(4) of the North Carolina General Statutes.

ARTICLE IV

The specific purposes for which the Corporation is organized are for the public purposes of fostering, promoting, managing, assisting and developing research in the arts, sciences, nursing, technology, business, architecture, education, agriculture and engineering and any other fields as may be deemed appropriate for study at a university with aims of creating new knowledge and improving the lives of the people of North Carolina. The Corporation shall exercise those powers consistent therewith 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, purposes and powers:

- (a) To provide coordination and support of community, industry and university joint efforts for increased research and development activity in the area.
- (b) To enhance the capabilities of faculty, staff and students at North Carolina A&T State University and at the University of North Carolina at Greensboro to conduct research.
- (c) To manage intellectual property that may result from research conducted jointly at the universities.
- (d) To acquire, manage and operate research equipment, facilities and land needed for the conduct of joint research at the universities.
- (e) To contract with individuals, corporations, public agencies, and other organizations, both public and private, for the conduct of research, including the management of said research.
- (f) To receive and distribute funds for the support and development of research at the universities.
- (g) To cooperate with state, local and federal agencies to ensure that all research is conducted in a manner consistent with the public interest.

ARTICLE V

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 therefore; 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 Articles III and IV, 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 1986 (or the corresponding provision of any future United States Revenue Law.)

ARTICLE VI

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 or officer of the Corporation or to any 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 Articles III and IV, above.

ARTICLE VII

The Corporation shall neither have capital stock nor shareholders.

ARTICLE VIII

The Corporation shall have no members.

ARTICLE IX

In addition to the powers granted corporations under the laws of the State of North Carolina, the Corporation may make donations for charitable, scientific and educational purposes to organizations qualified under Section 501(c)(3) or Sections 170(b)(1)(A)(ii) and (iv) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)

ARTICLE X

The government and management of the Corporation and its properties and affairs shall be vested in its Board of Directors, which authority shall be exercised in the manner set forth in the Corporation's Bylaws. The Board of Directors shall be selected in the manner set forth in the Bylaws of the Corporation, and the number of persons constituting the Board of Directors and their term shall be specified in the Bylaws of the Corporation.

ARTICLE XI

Except to the extent permitted by Section 501(h) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), 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 1986 (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 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (c) by a non-profit 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, disability or any other protected status or class as may be created by law.

ARTICLE XII

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

ARTICLE XIII

Any person who at any time serves or has served as a director or officer of the corporation shall have the right to be indemnified by the Corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees actually and necessarily incurred by him or her in connection with any threatened, pending, or completed civil, criminal, administrative, investigative, or arbitral action, suit or proceeding (and any appeal therein), whether or not brought by or on behalf of the Corporation, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity, and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, fine penalty, or settlement for which he or she may have become liable in any such action, suit or proceeding. The Corporation shall not indemnify any person under this provision against any liability or litigation expense he or she may incur on account of his or her activities that at the time taken were known or believed or should have been known or believed by him or her to be clearly in conflict with the best interests of the Corporation. Furthermore, the Corporation shall not indemnify any person with respect to any liability of that person arising out of Section 55A-8-32 or Section 55A-8-33 of the North Carolina Nonprofit Corporation Act or any transaction from which the person derived an improper personal financial benefit as provided in Section 55A-2-02(b)(4) of the North Carolina Nonprofit Corporation Act. Any person who at any time serves in the aforesaid capacity for or on behalf of the Corporation shall be deemed to be doing so or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from this provision.

ARTICLE XIV

In the event of the termination, dissolution or winding up of the affairs of the Corporation in any manner or for any reason whatsoever, the directors shall, after paying or making provision for payment of all liabilities of the corporation, distribute all of the remaining assets and property of the corporation equally to the University of North Carolina at Greensboro and North Carolina State Agricultural and Technical State University, except that any land assets which formerly were part of the North Carolina State Agricultural and Technical State University "farm" shall be distributed solely to North Carolina State Agricultural and Technical State University. Reimbursement for improvements to the real estate made from funds provided by the University of North Carolina at Greensboro shall be made upon such terms as may be agreed upon by the parties. In the event that neither of the Universities, or their successors are in existence, then the assets of the Corporation upon dissolution shall be distributed exclusively to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes under Section 501(c)(3) or Sections 170(b)(1)(A)(ii) and (iv) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as may be directed by the directors of the corporation. In the event that the directors do not direct the disposition of any assets of the corporation, then such assets shall be distributed to such tax-exempt organizations or entities, including without limitation, any federal, state and local governments, as may be directed by the Governor of the State of North Carolina.

ARTICLE XV

The address of the initial registered office of the Corporation is 1000 Spring Garden Street, Greensboro, Guilford County, NC 27412. The address of the initial principal office is the same as the initial registered office.

ARTICLE XVI

The name of the initial registered agent of the Corporation at the above address is Lucien Capone III.

ARTICLE XVII

The names and addresses of all the incorporators are:

Dr. Carolyn Meyers North Carolina A&T State University
Greensboro, NC 27411

Dr. James C. Renick North Carolina A&T State University
Greensboro, NC 27411

Dr. Patricia A. Sullivan

University of North Carolina at Greensboro
Greensboro, NC 27402

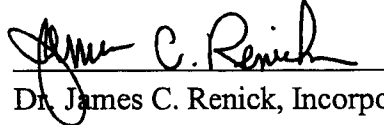
Dr. A. Edward Uprichard

University of North Carolina at Greensboro
Greensboro, NC 27402

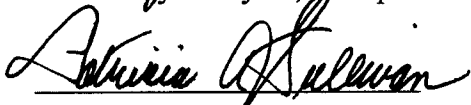
IN WITNESS WHEREOF, we have hereunto set our hands, this the 6th day of
August, 2003.



Dr. Carolyn Meyers, Incorporator



Dr. James C. Renick, Incorporator



Dr. Patricia A. Sullivan, Incorporator



Dr. A. Edward Uprichard, Incorporator