

**ARTICLES OF INCORPORATION
OF
SHEPHERD UNIVERSITY RESEARCH CORPORATION**

ARTICLE 1. The name of the corporation shall be "Shepherd University Research Corporation."

ARTICLE 2. The address of the principal office of the corporation shall be Office of the President, Room 204 Ikenberry Hall, 300 King Street, Shepherd University, PO Box 3210, Shepherdstown, West Virginia, 25443, Jefferson County, West Virginia.

ARTICLE 3. The physical address of the principal place of business of the corporation shall be Office of the President, Room 204 Ikenberry Hall, 300 King Street, Shepherd University, PO Box 3210, Shepherdstown, West Virginia, 25443, Jefferson County, West Virginia.

ARTICLE 4. The person to whom notice of process may be sent is: K. Alan Perdue, Shepherd University, PO Box 3210, Shepherdstown, WV 25443.

ARTICLE 5. The corporation is organized as a NON-PROFIT, NON-STOCK corporation,

ARTICLE 6. The purposes for which the corporation are formed shall be to function in all respects as a non-profit, charitable, educational, and scientific corporation affiliated with Shepherd University and to in all respects provide support for and assistance to Shepherd University in its operations, including but not limited to the facilitation of research and development grants and to foster and support research at Shepherd University and to provide evaluation, development, patenting, management and marketing services, as appropriate, for the faculty, staff, and students of the University.

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the corporations shall inure to the benefit of, or be distributable to its members, trustees, 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 in this Article. 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, or corresponding section of any future federal tax code, or (b) by a corporation,

contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

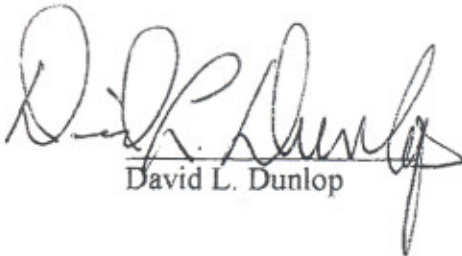
Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code and shall be distributed to such entity as the Shepherd University Board of Governors shall designate, or shall be distributed to the federal government, or to Shepherd University, or to the State of West Virginia, for public purposes. Any such assets not so disposed of shall be disposed of by the Circuit Court of Jefferson County, West Virginia, 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 7. The corporation shall NOT have members.


ARTICLE 8. The names of the incorporators are:

David L. Dunlop, Chair of the Board and President
Edward Magee, Treasurer
K. Alan Perdue, Secretary

The address of all incorporators is:
Ikenberry Hall, 300 King Street, Shepherd University PO Box 3210
Shepherdstown, West Virginia 25443



David L. Dunlop



Edward Magee



K. Alan Perdue

November 15, 2005

These Articles of Incorporation prepared by
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