

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
OLD DOMINION UNIVERSITY RESEARCH FOUNDATION**

1. The name of the Corporation is OLD DOMINION UNIVERSITY RESEARCH FOUNDATION.
2. The Corporation shall be organized and conduct its operations for the exclusive benefit of Old Dominion University, a Commonwealth of Virginia institution of higher education. The purpose of the corporation is to serve as the administrative, financial and fiscal agent for Old Dominion University in research and sponsored program administration. The Corporation, in close coordination with Old Dominion University, shall develop opportunities to increase research and sponsored program activity and to maximize the utilization and/or commercialization of such endeavors.
3. The Corporation shall be organized and operated exclusively for charitable, scientific, literary and educational purposes and no part of its net earnings shall inure to the benefit of any trustee or individual, except that reasonable compensation may be paid to an individual for services rendered to or for the Corporation affecting one or more of the Corporation's purposes, and no trustee or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation; and no 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office. No more than an insubstantial part of the activities of the Corporation will be those, which in themselves are not in furtherance of one or more purposes described in Section 501(c)(3) of the Internal Revenue Code.
4. The Corporation shall have no members.
5. The business and affairs of the Corporation shall be managed by a Board of Trustees. Except to the extent specifically set forth in these Articles, the Board of Trustees shall be governed by the Bylaws of the Corporation. The number of Trustees shall be not less than six (6) nor more than twenty (20) persons. There shall be one ex-officio Trustee who shall be the President of Old Dominion University (the "Ex-Officio Trustee"). The remaining Trustees shall be divided into two classes, which classes differ in the manner in which the Trustee from each class will be nominated and as to the term of office each shall serve upon the Board. There shall be four Class A


Trustees, each of whom will be nominated by the Ex-Officio Trustee and, upon approval of that nomination by the Board of Trustees, shall serve for a one-year term. The remaining Trustees shall be Class B Trustees, whose total number will be divided as closely as possible into three groups, with each group being nominated and elected by the Board of Trustees to serve for three-year terms, with one-third of the total number of the Class B Trustees to be elected annually.

6. The address of the current registered office is 500 World Trade Center, 101 West Main Street, Norfolk, Virginia 23510 and the name of the registered agent is Daniel R. Weckstein, who is not a Trustee of the Corporation, not an officer, but who is a resident of the Commonwealth of Virginia, a member of the Virginia State Bar, and maintains his business office at such registered office.
7. The duration of the Corporation is unlimited.
8. Upon the dissolution or termination of the Corporation, any and all assets shall devolve to Old Dominion University, Norfolk, Virginia, an educational institution owned and operated by the Commonwealth of Virginia. These assets shall be used by Old Dominion University for a public purpose.

The Corporation has no members and, therefore, no membership approval of the foregoing amended and restated Articles of Incorporation is required. The above Amended and Restated Articles of Incorporation were adopted by an affirmative vote of more than a two-thirds majority of the Board of Trustees at a duly held meeting of said Board on June 20, 2002, and incorporate all previous amendments adopted by the Board of.

Dated: June 20, 2002.

OLD DOMINION UNIVERSITY RESEARCH  
FOUNDATION

By:   
President of the Board of Trustees