

**RESTATED ARTICLES OF INCORPORATION
OF
UNIVERSITY OF GEORGIA RESEARCH FOUNDATION, INC.**

EFFECTIVE 12:01 A.M. ON MARCH 27, 2008

1.

The name of the corporation is UNIVERSITY OF GEORGIA RESEARCH
FOUNDATION, INC.

2.

The corporation shall not have members.

3.

The corporation is a nonprofit corporation organized pursuant to the provisions of the
Georgia Nonprofit Corporation Code (the "Code").

4.

The corporation shall have perpetual duration.

5.

(2)

Georgia;

(4) Seek, acquire, receive, hold, administer, and use either the principal or the income

(10) Accept and maintain membership in one or more nonprofit corporations operated for scientific, literary, educational and charitable purposes, or any one or more such purposes; and

(11) Engage in any and all lawful activities incidental to the foregoing purposes.

The aforesaid activities may be engaged in for others, and also by others in behalf of the corporation. The foregoing shall be construed as powers, as well as purposes, and the corporation shall have, use, and enjoy any and all powers necessarily and properly incident to or connected with any of the foregoing purposes and powers, including the powers enumerated in Section 14-3-302 of the Code and the power to acquire in any lawful manner such property, real, personal, or mixed, or any interest therein, and to hold, use, lease, sell, mortgage, pledge, assign, transfer, or convey the same or any part thereof.

~~The corporation is not created to provide for pecuniary benefit and no part of the property~~

other activities not permitted to be carried on (a) by a corporation exempt from Federal income

tax under Section 501(c)(2) of the Internal Revenue Code of 1954 (a) or

The members appointed pursuant to (2), (3), (4) and (5) hereof shall serve for such terms and meet other qualifications as shall be fixed in accordance with the Bylaws of the corporation. The

The Board of Directors shall have power to adopt any bylaws regarding the corporation, not contrary to law or provisions of these Restated Articles of Incorporation.

8.

No director of the corporation shall be personally liable to the corporation or its members for monetary damages for any action taken, or any failure to take any action, as a director, except liability: (a) for any appropriation, in violation of his or her duties, of any business opportunity

