As Secretary of State, of the State of Louisiana, I do hereby Certify that the annexed transcript of UNIVERSITY OF NEW ORLEANS RESEARCH AND TECHNOLOGY FOUNDATION, INC. was prepared by and in this office from the record on file, of which purports to be a copy, and that it is full, true and correct.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on

August 11, 1997

Fox McKeithen
SECRETARY OF STATE
ARTICLES OF INCORPORATION
OF
UNIVERSITY OF NEW ORLEANS
RESEARCH AND TECHNOLOGY
FOUNDATION, INC.

UNITED STATES OF AMERICA
STATE OF LOUISIANA
PARISH OF ORLEANS

BE IT KNOWN, that on the ___ day of MARCH 1997, before me, the undersigned Notary Public in and for the Parish and State aforesaid, personally came and appeared the undersigned parties of full age of majority whose signatures are subscribed who declare, in the presence of the undersigned competent witnesses that, availing themselves of the provisions of the Louisiana Nonprofit Corporation law, Louisiana R.S. 12:201-12:269 (1950 as amended), they do hereby organize a nonprofit corporation under and in accordance with these articles of incorporation as follows:

ARTICLE I

The name of this corporation is University of New Orleans Research and Technology Foundation, Inc.

ARTICLE II

This corporation is organized and it shall be operated exclusively for religious, charitable, scientific and educational purposes, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). To accomplish these purposes, the corporation shall have the following purposes and functions under the provisions of Section 501(c)(3) of the Internal Revenue Code 1986, as it may hereafter be amended:

(A) As its principal purpose, to support any and all appropriate programs, facilities and research and educational opportunities offered by the University of New Orleans (the "University") and the Louisiana State University System ("the LSU system”),

(B) To promote and support the well-being and advancement of the University and all the colleges, schools, departments, and divisions comprising it, and to develop, expand, and improve the University’s curricula, programs, and facilities so as to provide greater educational advantages and opportunities; encourage teaching, research, scholarship, and service; and increase the University’s benefits to the citizens of the State of Louisiana, the United States of
America and the world;

(C) To engage in scientific research carried on for the purpose of aiding a community or geographical area by attracting new industry to the community or area or by encouraging the development of or retention of, an industry in the community or area;

(D) To promote the development of high technology industries and research in Louisiana.

(E) To create, develop, construct, operate, manage and finance one or more research and technology parks, technology enterprise centers and other facilities and operations which promote development of research, development and high technology in Louisiana.

(F) To increase employment opportunities in Louisiana.

(G) To promote research and development in Louisiana.

(H) To promote cooperation between the public and private sector with respect to research and development.

(I) To attract nationally prominent scientists and researchers to the University.

(J) To maximize research capabilities in Louisiana.

(K) To solicit and accept, whether by way of outright, limited or conditional gifts, grants and bequests, in trust or otherwise, donations of all kinds, including property, both real and personal, whether principal or income, tangible or intangible, vested or contingent, for the purpose of providing funds or property for the general purposes of the corporation and for research, instructional activities, scholarships, public service activities, and such other designated benefits for the University and its faculty, staff and students as may be prescribed by donors or testators to the corporation, subject to acceptance by the corporation on behalf of the University; to receive, hold and administer such donations, bequests, devises and gifts for the purposes aforesaid, subject to such terms or conditions as may be imposed by the respective donors or testators, to distribute to students granted scholarships to the various colleges and departments of the University or to the University the funds or property under the control of the corporation for the purposes specified by the donors or testators, or determined by the corporation; and generally to expend funds for the establishment and maintenance of the corporation and for any and all expenses incidental to the conduct of the affairs of the corporation.

(L) To exercise all such powers and authority as may be necessary for the accomplishment of the objects and purposes herein set forth and to do any and all other things related to or connected therewith which are not forbidden by law or these Articles, provided, however, that:
1. This corporation shall not engage in activities other than those which are exclusively for charitable, scientific, literary or educational purposes.

2. This corporation shall not devote any substantial part of its activities to influence legislation by propaganda or otherwise.

3. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

4. The acts, deeds, functions and activities of the corporation shall be conducted at all times in such manner that same will in no way conflict with the authority, rights duties and obligations of the Board of Supervisors of the LSU System.

**ARTICLE III**

The location of its registered office is the University of New Orleans and its post office address is 1600 Canal St., Ste. 1400, New Orleans, LA 70112.

**ARTICLE IV**

The corporation's registered agent for service of process shall be Norma Grace, 1600 Canal St., Ste. 1400, New Orleans, LA 70112.

**ARTICLE V**

This corporation shall be a non-profit corporation and shall have no capital stock. It shall be operated and maintained by such dues and contributions as the membership shall make and as the board of directors shall determine to be necessary or acceptable for the proper functioning of the corporation. Under no circumstances shall any of the net earnings or assets of the corporation inure to be distributed to the benefit of its members, directors, 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 Article II hereof. The corporation shall neither participate in, nor 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1936 (or the corresponding provision of any future United States Internal Revenue Law).

The members of this corporation shall consist of all persons both individual and corporate, who shall be defined by the By-laws from time to time, which membership shall be...
evidenced by entry of each member's name on the membership rolls of the corporation. Each member shall have one vote and all members shall have equal rights and privileges, provided, however, in no event shall there be more than one vote per member. Members may not vote by proxy.

ARTICLE VI

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, transfer all of the remaining assets of the corporation to the University of New Orleans Foundation, Inc., or should the corporation no longer be qualified, then to any other affiliate organization of the University of New Orleans that is qualified under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) that is selected by the Board of Directors at the time of dissolution, and should there be no such entity, then to the University of New Orleans. Should the University of New Orleans not be qualified or not exist, then the assets of the dissolving corporation shall be transferred to any other corporation qualified under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as determined by the Board of Directors at the time of dissolution.

Under no circumstances shall any of the net earnings or assets of the corporation inure to or be distributed to the benefit of its members, directors, 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 Article II.

ARTICLE VII

The management of this corporation shall be vested in a Board of Directors which shall consist of a number of members as determined by the By Laws, to be elected by the membership of the corporation at the annual meeting of the corporation. Members of the Board of Directors shall serve one year terms but may serve successive terms. The Board of Directors shall elect a President, Secretary, and Treasurer from the Board’s membership annually to serve until the next board shall be duly elected as herein provided. The first Board of Directors of this corporation and its first officers shall be those persons stated in Articles IX and X hereof and they shall serve until the first annual meeting to be held as set out herein. The offices of Secretary and Treasurer may be held by the same person. Other officers may be named in the By Laws.

ARTICLE VIII

The corporation shall exist in perpetuity unless sooner dissolved in accordance with the terms described in Article VI.
ARTICLE IX

The names, addresses and terms of the first Directors are as follows:

Name                Address
Paul Nalty          2300 Energy Centre
                    1100 Poydras St., New Orleans, LA 70163-2300
Jerome Goldman      935 Gravier St., Suite 2100
                    New Orleans, LA 70112-1625
Gregory M. St. L. O'Brien 2000 Lakeshore Dr.
                    New Orleans, LA 70148

ARTICLE X

The first officers of this corporation are:

Paul Nalty, President.
Jerome Goldman, Secretary
Jerome Goldman, Treasurer

The officers and directors of this corporation shall serve until their successors are elected in accordance with the provisions herein.

ARTICLE XI

The names and addresses of the Incorporators are as follows:

Name                Address
Paul Nalty          2300 Energy Centre
                    1100 Poydras St., New Orleans, LA
                    70163-2300

ARTICLE XII

The Incorporators, officers, and directors of this corporation claim the benefits of the

TECHPARK INC.
limitation of liability of the provisions of La. R.S. 12:24C. to the fullest extent allowed by law as fully and completely as though said provisions were recited herein in full.

THUS DONE AND PASSED before me, in New Orleans, Louisiana on the day, month and year first above written, in the presence of the undersigned competent witnesses, after due reading of the whole.

WITNESSES:

[Signatures]

INCORPORATORS:

[Signatures]

[Signature]

NOTARY PUBLIC