I, the undersigned incorporator of University of Louisville Research Foundation, Jefferson County, Kentucky, do hereby incorporate a non-profit corporation without capital stock or shareholders, under the provisions of KRS 273.161 to 273.390, and for that purpose adopt the following Articles of Incorporation.

ARTICLE I
The name of the corporation is University of Louisville Research Foundation, Inc.

ARTICLE II
The period of duration of the Corporation is perpetual.

ARTICLE III
Any provision of these Articles to the contrary notwithstanding, the Corporation shall not have any purpose or object, nor have or exercise any power, nor engage in any activity which in any way contravenes or is in conflict with the provisions of Section I of this Article III of these Articles of Incorporation.

The objects and purposes of the Corporation and the powers it shall have and may exercise are as follows:

1. To conduct and carry on its work, not for profit, but exclusively for charitable, educational and scientific purposes, in such manner that no part of its income or property shall inure to the private benefit of any donor, director or individual having a personal or private interest in the activities of the Corporation and in such a manner that it shall not directly or indirectly engage in carrying on propaganda or otherwise attempting to influence legislation.

2. To carry out and support research projects, investigations and other activities relating to educational, scientific, literary, artistic, health care and public service missions of the University of Louisville.

3. To promote, encourage, facilitate, foster and develop such projects and activities for the benefit of students, faculty, staff and trustees of the University of Louisville and the state as a whole.
4. To foster the transfer and development of technology including but not limited to development of patents and research information useful to the public by means of publication, commercialization, licensing, cooperative agreements and other arrangements designed to bring new and useful ideas to the marketplace.
5. To obtain and administer grants, contracts and gifts in support of research, educational and public service activities, directly or as intermediary or fiscal agent for the University of Louisville or related organizations.
6. To engage in any such other activities as, in the opinion of the Board of Directors, may be incidental to, or in furtherance of, or appropriate to effectuate the purposes hereinbefore expressed.
7. To engage in any and all lawful activities or pursuits for which a corporation may be incorporated under Chapter 273 of the Kentucky Revised Statutes dealing with non-stock, non-profit corporations and to exercise any and all powers that such corporation may now or hereafter exercise, whether or not specifically set forth herein, and insofar as such may not be inconsistent with Section 1 hereof.

The foregoing Section shall be construed as powers, as well as objects and purposes, and the matters expressed in each Section shall, unless herein otherwise expressly provided, be in no wise limited by reference to or inference from the terms of any other Section, but shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the general powers of the Corporation or the meaning of the general terms used in describing any such purpose and powers; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

ARTICLE IV

In the event of a dissolution and liquidation the assets of the Corporation in the process of dissolution shall be applied and distributed as follows:
1. All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions shall be made therefor;
2. Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;
3. All other assets which are not held upon a condition requiring return, transfer or conveyance by reason of dissolution, shall be transferred or conveyed to the University of Louisville Foundation, Inc., if that organization at the time of transfer or conveyance is described in Section 170(b)(1)(A) (other than in clauses (vii) and (viii)) and in Section 501(c)(3) of the Internal Revenue Code of 1954, or in corresponding provisions of any subsequent Federal tax laws or, if that organization is not (a) in existence, or (b) so described, then to the University of Louisville, if that organizations is described in Section 170(b)(1)(A) (other than in clauses (vii)
and (viii)) and Section 501(c)(3) of the Internal Revenue Code of 1954, or in corresponding provisions of any subsequent Federal tax laws or, if that organization is not (a) in existence, or (b) so described, then to the Commonwealth of Kentucky for charitable purposes, pursuant to a plan of distribution adopted as provided by law.

ARTICLE V

There shall be no members of the Corporation.

ARTICLE VII

The business and affairs of the Corporation shall be under the supervision, management and control of a Board of Directors, which shall exercise the Corporation's power and authority. The Board of Directors shall consist of Trustees on the Board of Trustees of the University of Louisville, and the term of each director shall be coterminous with his or her term as such Trustee of the University of Louisville. The number of directors shall be as provided in the By-Laws, but shall not be less than 13.

The number of directors constituting the initial Board of Directors shall be 20 and the names and addresses of the persons who are to serve as initial directors are as follows:

Mr. Norbert L. Blume 4224 Northwestern Parkway
Louisville, Kentucky 40212

Mr. Daniel D. Briscoe P. O. Box 517
151 Elkhorn Court
Frankfort, Kentucky 40602

Mr. Robert L. Cochran University Staff Senate
University of Louisville
Louisville, Kentucky 40292

Mr. George E. Fischer Secretary of the Governor's Executive Cabinet
Frankfort, Kentucky 40601

Mr. Gene P. Gardner Louisville Cement Company
P. O. Box 35750
Louisville, Kentucky 40232

Mr. Kenton R. Hayes, Sr. Hayes Utley & Associates Ins.
3923 Bardstown Road
Louisville, Kentucky 40218
Madeline Maupin Hicks, D.M.D.  Doctors Office Building
                        Suite 709
                        250 East Liberty Street
                        Louisville, Kentucky 40202

Mr. Frank Jemley III  Student Government Association
                        University of Louisville
                        Louisville, Kentucky 40292

Mr. D. Harry Jones  Jones Plastic and Engineering Corporation
                        2410 Plantside Drive
                        Louisville, Kentucky 40299

Mr. Samuel H. Klein  Bank of Louisville
                        Fifth and Broadway
                        Louisville, Kentucky 40202

George C. Lindauer, Ph.D.  University Faculty Senate
                        University of Louisville
                        Louisville, Kentucky 40292

J. Herman Mahaffey, M.D.  201 Baptist East Doctors Bldg.
                        3950 Kresge Way
                        Louisville, Kentucky 40207

Mr. Charles I. McCarty  BATUS Inc.
                        2000 Citizens Plaza
                        Louisville, Kentucky 40202

Ms. Elaine M. Musselman  Harris & Company
                        940 Starks Building
                        Louisville, Kentucky 40202

Mr. Woodford R. Porter  Porter's Funeral Home
                        1300 West Chestnut Street
                        Louisville, Kentucky 40203

Mr. Robert W. Rounsavall, Jr.  Dixie Warehouse & Cartage Co.
                        P.O. Box 36158
                        Louisville, Kentucky 40233
ARTICLE VII

The names and addresses of the sole incorporator is as follows:

Donald C. Swain, Ph.D. 
Office of the President 
University of Louisville 
Louisville, Kentucky 40292

ARTICLE VIII

Indemnification of directors, officers, employees and agents of the Corporation may be as provided for in the By-Laws; provided, however, such indemnification is not otherwise in conflict with the provisions of Article III of these Articles of Incorporation.

ARTICLE IX

1. The Corporation’s Articles of Incorporation may be amended in the manner provided by law.
2. The Board of Directors may adopt By-Laws for the Corporation, and may amend such By-Laws.
IN TESTIMONY WHEREOF, witness the signature of the sole incorporator hereof on this 14th day of July, 1983.

Signature on file

Donald C. S

COMMONWEALTH OF KENTUCKY)   ) SS:
COUNTY OF JEFFERSON)  )

Before me, the undersigned, a Notary Public within and for the State and County aforesaid, on this day appeared Donald C. Swain and he acknowledge and delivered the foregoing instrument of writing to be the Article of Incorporation of said Corporation and to be his act and deed as incorporator thereof.

My notarial commission will expire __________.

IN TESTIMONY WHEREOF, witness my signature and notarial seal hereunto affixed in the State and County aforesaid this 14th day of July, 1983.

Signature on file

This instrument was prepared by:

Signature on file

David I. Baker
Attorney at Law
ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION

OF THE

UNIVERSITY OF LOUISVILLE RESEARCH FOUNDATION, INC.

Pursuant to the provisions of KRS 273.263 and KRS 273.267, the University of Louisville Research Foundation, Inc., a Kentucky non-stock, not for profit corporation without members (the "Corporation") hereby adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is University of Louisville Research Foundation, Inc.

SECOND: The Corporation's Articles of Incorporation were amended by the affirmative vote of a majority of Directors of the Corporation on May 22, 1989, at a meeting held pursuant to the By-laws of the Corporation as provided in the Kentucky Nonprofit Corporation Act.

THIRD: Article VIII of the Corporation's Articles of Incorporation shall read as follows:

ARTICLE VIII

Indemnification of directors, officers and agents of the Corporation may be as provided for in the By-Laws effective upon filing of this Article with the Secretary of State; provided, however, such indemnification is not otherwise in conflict with the provisions of Article III of these Articles of Incorporation, and shall not limit liability for (a) any transaction in which a director’s personal financial interest is in conflict with the financial interest of the Corporation; (b) for acts or omissions not in good faith or which involve intentional misconduct, or are known to the director to be a violation of law; or (c) or for any transaction from which the director derives improper personal benefit.

DONALD C. SWAIN, President
Signature on file

Karen R. Howe
Assistant Secretary
Board of Directors
University of Louisville Research Foundation, Inc.
ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF THE
UNIVERSITY OF LOUISVILLE RESEARCH FOUNDATION, INC.

Pursuant to the provisions of KRS 273.263 and KRS 273.267, the University of Louisville Research Foundation, Inc., a Kentucky non-stock, not for profit corporation without members (the “Corporation”) hereby adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is University of Louisville Research Foundation, Inc.

SECOND: The Corporation’s Articles of Incorporation were amended by the affirmative vote of a majority of Directors of the Corporation on November 11, 2004, at a meeting held pursuant to the By-laws of the Corporation as provided in the Kentucky Nonprofit Corporation Act.

THIRD: Article III of the Corporation’s Articles of Incorporation shall read as follows:

ARTICLE III

Any provision of these Articles to the contrary notwithstanding, the Corporation shall not have any purpose or object, nor have or exercise any power, nor engage in any activity which in any way contravenes or is in conflict with the provisions of Section 1 of this Article III of these Articles of Incorporation.

The objects and purposes of the Corporation and the powers it shall have any may exercise are as follows:

1. To conduct and carry on its work, not for profit, but exclusively for charitable, educational and scientific purposes, in such manner that no part of its income or property shall inure to the private benefit of any donor, director or individual having a personal or private interest in the activities of the Corporation and in such a manner that it shall not directly or indirectly engage in carrying on propaganda or otherwise attempting to influence legislation.

2. The Corporation shall qualify as and remain classified as an affiliated corporation of the University of Louisville pursuant to the provisions of KRS 164A.610 and exercise all rights and perform the duties as such.
3. To carry out and support research projects, investigations and other activities relating to educational, scientific, literary, artistic, health care and public service missions of the University of Louisville.

4. To promote, encourage, facilitate, foster and develop such projects and activities for the benefit of the students, faculty, staff and trustees of the University of Louisville and the state as a whole.

5. To foster transfer and development of technology including but not limited to development of patents and research information useful to the public by means of publication, commercialization, licensing, cooperative agreements and other arrangements designed to bring new and useful ideas to the marketplace.

6. To obtain and administer grants, contracts and gifts in support of research, educational and public service activities, directly or as intermediary or fiscal agent for the University of Louisville or related organizations.

7. To do and perform such other objects as, in the opinion of the Board of Directors, may be incidental to, or in furtherance of, the objects hereinbefore expressed.

8. To engage in any and all lawful activities or pursuits for which a corporation may be incorporated under Chapter 273 of the Kentucky Revised Statutes dealing with non-stock, non-profit corporations and to exercise any and all powers that such corporations may now or hereafter exercise, whether or not specifically set forth herein, and insofar as such may not be inconsistent with Section 1 hereof.

The foregoing Section shall be construed as powers, as well as objects and purposes, and the matters expressed in each Section shall, unless herein otherwise expressly provided, be in no wise limited by reference to or inference from the terms of any other Section, but shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the general powers of the Corporation nor the meaning of the general terms used in describing any such purposes and powers; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

Signature on file
James R. Ramsey, President
Board of Directors
University of Louisville Research Foundation, Inc.

Signature on file
Kathleen M. Smith
Assistant Secretary
Board of Directors
University of Louisville Research Foundation, Inc.
RECOMMENDATION TO THE BOARD OF DIRECTORS
UNIVERSITY OF LOUISVILLE RESEARCH FOUNDATION, INC.
CONCERNING AMENDMENT TO THE ARTICLES OF INCORPORATION

Governance, Trusteeship, and Nominating Committee – July 18, 2019
Board of Directors – July 18, 2019

RECOMMENDATION:

That the Board of Directors approve the following amendment to Article VII of the Articles of Incorporation of the University of Louisville Research Foundation, Inc.:

ARTICLE VII

The business and affairs of the Corporation shall be under the supervision, management and control of a Board of Directors, which shall exercise the Corporation's power and authority. The Board of Directors shall consist of Trustees on the Board of Trustees of the University of Louisville, and the term of each director shall be coterminous with his or her term as such Trustee of the University of Louisville.

BACKGROUND:

Article VII originally contained the sentence: “The number of directors shall be as provided by the By-Laws, but shall not be less than 20.”

Pursuant to KRS 164.821(1), the board of trustees shall consist of 13 members, not 20. This sentence was deleted so that the Articles of Incorporation need not be amended should the number of trustees change again, by statute.

COMMITTEE ACTION:  
Passed X
Did Not Pass
Other
Signature on file
Assistant Secretary

BOARD ACTION:  
Passed X
Did Not Pass
Other
Signature on file
Assistant Secretary