

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

CONTROL NUMBER: 0015422  
EFFECTIVE DATE: 03/28/2000  
COUNTY : FULTON  
REFERENCE : 0093  
PRINT DATE : 04/04/2000  
FORM NUMBER : 311

POWELL GOLDSTEIN FRAZER & MURPHY  
LESLIE S. KEHOE  
191 PEACHTREE ST., NE #1600  
ATLANTA, GA 30303

**CERTIFICATE OF INCORPORATION**

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**GEORGIA ADVANCED TECHNOLOGY VENTURES, INC.**  
**A DOMESTIC NONPROFIT CORPORATION**

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



A handwritten signature in black ink, appearing to read "Cathy Cox".

Cathy Cox  
Secretary of State

**ARTICLES OF INCORPORATION OF  
GEORGIA ADVANCED TECHNOLOGY VENTURES, INC.**

**I.**

The name of the corporation is:

GEORGIA ADVANCED TECHNOLOGY VENTURES, INC.

**II.**

The corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.

**III.**

The corporation shall have perpetual duration.

**IV.**

The corporation is organized and shall be operated exclusively as a supporting organization to and for the benefit of the Georgia Institute of Technology to foster and support education and scientific research and economic development throughout the State of Georgia by promoting the State of Georgia for the development of new high technology research and industry within the State of Georgia in coordination with the educational and research activities and projects conducted in coordination with non-profit educational institutions throughout the State of Georgia. The corporation may conduct schools and engage in other methods of education, conduct laboratories, engage in scientific research, and distribute and disseminate information resulting from research. Such research may be engaged in for others and on behalf of the corporation. The corporation may provide technical and managerial support and other

services needed to technology start-up companies in Georgia working with the corporation. The corporation may otherwise act to promote and support such other research and educational and charitable purposes as the Board of Directors shall determine in compliance with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), which purposes are in accord with the charitable purposes of the Georgia Institute of Technology; provided, however, that all activities of the corporation shall be in compliance with Section 501(c)(3) of the Code. No contribution to the corporation shall be made which does not further the exempt purposes for which the corporation has been organized. The corporation is empowered to exercise all rights and powers conferred by the laws of the State of Georgia upon nonprofit corporations.

#### **V.**

No part of the property of the corporation and no part of its net earnings shall ever at any time inure to the benefit of, or be distributable to, the Directors or officers of the corporation, or to any private individuals, except that the corporation shall be authorized to pay reasonable compensation to the Directors and officers of the corporation and to others for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

#### **VI.**

It is intended that the corporation shall have the status of a corporation which is exempt from Federal income taxation under Sections 501(a) and 509(a)(3) of the Code, as an organization described in Section 501(c)(3) of the Code. The Articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The

corporation shall be operated, supervised or controlled by the Georgia Institute of Technology. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from Federal income tax under Section 501(c)(3) of the Code. No activity of the corporation shall consist of participating in or intervening in (including the publishing or distributing of statements) political campaigns on behalf of or in opposition to any candidate for public office.

## **VII.**

Although it is intended that the corporation will operate as a public charity, in the event that and so long as the corporation is a private foundation as defined in Section 509(a) of the Code or corresponding future provisions of the federal tax law, the corporation: (a) shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by section 4942 of the Code or corresponding future provisions of the federal tax law; (b) shall not engage in any act of self-dealing as defined in section 4941 of the Code or corresponding future provisions of the federal tax law; (c) shall not retain any excess business holdings as defined in section 4943 of the Code or corresponding future provisions of the federal tax law; and (d) shall not make any investment in such manner as to subject it to tax under section 4944 of the Code or corresponding future provisions of the federal tax law; and (e) shall not make any taxable expenditures as defined in section 4945 of the Code or corresponding future provisions of the federal tax law

## **VIII.**

The corporation will have no members.

**IX.**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation to the Georgia Institute of Technology, provided it is a then existing exempt organization under Section 501(c)(3) of the Code, and if not, the assets shall be distributed exclusively to further the corporation's educational, scientific and other charitable purposes as described in Article IV hereof, to one or more organizations which are exempt organizations under Section 501(c)(3) of the Code, as the Board of Directors shall decide. In the event that, for any reason, upon dissolution of the corporation, the Board of Directors shall fail to act in the manner herein provided within a reasonable period of time, the Senior Judge of the Superior Court of Fulton County, Georgia shall make such distribution, exclusively for the purposes of the corporation set forth in Article IV as the Court shall determine, upon the application of one or more persons having a real interest in the corporation or its assets.

**X.**

The initial principal and registered office of the corporation shall be 191 Peachtree Street, NE, Suite 1600, Atlanta, Georgia 30303. The initial registered agent of the corporation at such address shall be James A. Walker, Jr., Esq.

**XI.**

The initial Board of Directors shall consist of five (5) members whose names appear with respective addresses below:

Terry C. Blum  
292 Academy St.  
Madison, Georgia 30650

Jean-Lou Chamean  
4956 Carol Lane  
Atlanta, Georgia 30327

Michael E. Thomas  
911 High Green Court  
Marietta, Georgia 30068

Robert K. Thompson  
9 Vale Close, NE  
Atlanta, Georgia 30324-2921

James Stratigos  
4420 Highgrove Point  
Atlanta, Georgia 30329

**XII.**

Pursuant to O.C.G.A. Section 14-3-803, the members of the Board of Directors may change the number of directors.

**XIII.**

The name and address of the incorporator is:

Leslie S. Kehoe, Esq.  
Powell, Goldstein, Frazer & Murphy LLP  
191 Peachtree Street, 16<sup>th</sup> Floor  
Atlanta, Georgia 30303

**XIV.**

The Board of Directors shall be elected as provided in the By-Laws.

**XV.**

(a) No director of the corporation shall be personally liable to the corporation or its members for monetary damages by reason of any action or inaction by him as a director; provided that this provision shall eliminate or limit the liability of a director only to the maximum extent permitted from time to time by the Georgia Nonprofit Corporation Code or any successor law or laws. The provisions of this Article shall not apply with respect to any acts or omissions occurring prior to its effective date.

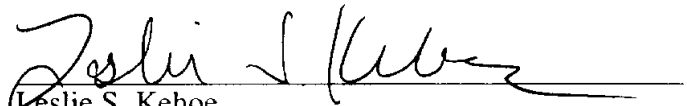
(b) No repeal or modification of this Article shall adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

**XVI.**

Except as prohibited by law, the corporation may indemnify any person who is or was a trustee, officer, employee or agent of the corporation or is or was serving at the request of the

corporation as a trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including, but not limited to, any employee benefit plan) against any and all liabilities arising out of or incurred in connection with that person's service to or on behalf of the corporation, and may take such steps as may from time to time be deemed appropriate, in accordance with and to the maximum extent permitted by applicable law and the By-laws of the corporation, to insure the payment of such amounts as may be necessary to effect such indemnification.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.

  
Leslie S. Kehoe  
Incorporator

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09/11/2009 10:07 AM

- 7 - 09/11/2009 10:08 AM



POWELL, GOLDSTEIN, FRAZER & MURPHY LLP

ATTORNEYS AT LAW

www.pgfm.com

PLEASE RESPOND: Atlanta Address

Direct Dial No.

(404) 572-6716

Email: lkehoe@pgfm.com

Sixteenth Floor  
191 Peachtree Street, N.E.  
Atlanta, Georgia 30303  
404 572-6600  
Facsimile 404 572-6999

Sixth Floor  
1001 Pennsylvania Avenue, N.W.  
Washington, D.C. 20004  
202 347-0066  
Facsimile 202 624-7222

March 28, 2000

VIA HAND DELIVERY

Secretary of State  
Business Services and Regulation  
2 Martin Luther King, Jr. Drive, S.E.  
Suite 315, West Tower  
Atlanta, Georgia 30334

950768  
(211)

Re: Articles of Incorporation of Georgia Advanced Technology Ventures, Inc.

Dear Sir or Madam:

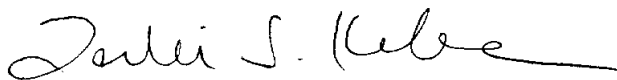
To effect the incorporation of Georgia Advanced Technology Ventures, Inc., we deliver to you herewith the following documents:

1. An original and one conformed copy of the Articles of Incorporation;
2. The completed and signed BSR Form 227, Transmittal Information for Georgia Profit or Nonprofit Corporations; and
3. Two checks in the amounts of \$60.00 and \$10.00, payable to the Secretary of State, in payment of the applicable fees for incorporation and for the issuance of a Certificate of Existence.

We respectfully request that you (a) file the Articles of Incorporation and (b) issue a Certificate of Existence for the corporation. Please return to us a conformed copy of the Articles of Incorporation with the Certificate of Existence attached.

Please notify the undersigned at the above phone number if there are any questions about these documents or if any additional information is required.

Very truly yours,



Leslie S. Kehoe

For POWELL, GOLDSTEIN, FRAZER & MURPHY LLP

LSK/jb  
Enclosures  
13775001



OFFICE OF SECRETARY OF STATE  
CORPORATIONS DIVISION

315 West Tower, #2 Martin Luther King, Jr. Drive  
Atlanta, Georgia 30334-1530  
(404) 656-2817

WARREN RARY  
Director

QUINTILIS B. ROBINSON  
Deputy Director

CATHY COX  
Secretary of State

Registered agent, officer, entity status information via the Internet  
<http://www.sos.state.ga.us/corporations>

TRANSMITTAL INFORMATION  
GEORGIA PROFIT OR NONPROFIT CORPORATIONS

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET #	<u>950763</u>	PENDING #	<u>7306725</u>	CONTROL #	<u>0015422</u>
DOCKET CODE	<u>311</u>	DATE FILED	<u>3/28/00</u>	AMOUNT RECEIVED	<u>200</u>
TYPE CODE	<u>DN</u>	EXAMINER	<u>93</u>	JURISDICTION (COUNTY) CODE	<u>60</u>
CHECK/RECEIPT # <u>270188</u>					

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1. 830725  
Corporate Name Reservation Number  
Georgia Advanced Technology Ventures, Inc.  
Corporate Name

2. Leslie S. Kehoe (404) 572-6600  
Applicant/Attorney Telephone Number  
Powell, Goldstein, Frazer & Murphy 191 Peachtree St. NE, Suite 1600  
Address  
Atlanta Georgia  
City State Zip Code

3. Mail or deliver to the Secretary of State, at the above address, the following:

- 1) This transmittal form
- 2) Original and one copy of the Articles of Incorporation
- 3) Filing fee of \$60.00 payable to Secretary of State. Filing fees are NON-refundable.

I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publication fee of \$40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located. (The Clerk of Superior Court can advise you of the official organ in a particular county.)

Leslie S. Kehoe 3-28-00  
Authorized Signature Date

Business entity information via the Internet: <http://www.sos.state.ga.us/corporations/>

FORM 227