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Michael G. Adams  
Kentucky Secretary of State  
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
THE UNIVERSITY OF KENTUCKY RESEARCH FOUNDATION**

We, the undersigned, being the Executive Director and Secretary of The University of Kentucky Research Foundation, a Kentucky nonprofit corporation without capital stock, originally incorporated in 1945 for educational purposes, do hereby certify as follows:

1. The name of the corporation is **The University of Kentucky Research Foundation** (the “**Corporation**”). The original Articles of Incorporation of the Corporation were filed with the Secretary of State of the Commonwealth of Kentucky on May 18, 1945, and amended by Articles of Amendment filed on February 18, 1959, January 11, 1961, May 22, 1964, May 26, 1965, August 10, 1971, February 16, 1993, February 14, 1995, and April 29, 2008 (as in effect immediately prior to the adoption and effectiveness hereof, the “**Original Articles of Incorporation**”).
2. The Corporation duly adopted these Amended and Restated Articles of Incorporation (these “**Articles of Incorporation**”) at a regularly scheduled and duly noticed meeting of its members held on June 6, 2024. A quorum of the Corporation’s members were present at the meeting, and at least two-thirds (2/3) of the members present or represented by proxy voted in favor of adopting these Articles of Incorporation.
3. Pursuant to the Kentucky Nonprofit Corporations Act, Kentucky Revised Statutes (KRS) 273.161 to 273.39, the Original Articles of Incorporation of the Corporation hereby are amended and restated their entirety to read as follows:

**ARTICLE I  
NAME**

The name of the corporation (hereinafter called the “**Corporation**”) is The University of Kentucky Research Foundation.

**ARTICLE II  
REGISTERED OFFICE; REGISTERED AGENT**

The address of the Corporation’s registered office is 500 S. Limestone, 109 Kinkead Hall, Lexington, KY 40526-0001. The name of Corporation’s registered agent is Toni Lynn Smith, with an address of University of Kentucky Research Foundation, 106 Kinkead Hall, Lexington, KY 40506-0057.

### **ARTICLE III CAPITAL STOCK**

There shall be no capital stock and no private pecuniary profit shall ever be derived by any officer, member or other person except such compensation as may be allowed for services actually rendered. The Corporation is to be a nonprofit organization.

### **ARTICLE IV PURPOSES**

The purposes for which this Corporation is organized are to promote all educational purposes, scientific and literary, by initiating, encouraging, and aiding scientific investigations, research, and humanitarian studies, in connection with the University of Kentucky in all its branches and departments; by encouraging and aiding in the education and training of persons for the conduct of such investigations, research, and study; by the furnishing of means, methods, and agencies by which such investigation, research, and study may be conducted; by assisting in the dissemination of knowledge by aiding the establishment of professorships or other staff positions; by establishing fellowships, scholarships, publications, lectures, and other means to make the benefits of investigations, research, and study available to the public; and by any and all other acts reasonably designed to promote the above purposes in the interest of the general welfare. It shall be no part of the purpose, power, or activity of this corporation to carry on propaganda or to otherwise attempt to influence legislation.

### **ARTICLE V DURATION – DISSOLUTION**

The Corporation shall exist in perpetuity unless sooner dissolved by a vote of two thirds (2/3) of its Board of Directors. In the event of the dissolution of the Corporation, all of its property, real, personal and mixed and wheresoever situated shall vest immediately and absolutely in the University of Kentucky subject to all the limitations and uses by which it is held by the Corporation at the time of its dissolution. None of the property of the Corporation shall ever inure to the benefit of any officer or member of the Corporation or other individual.

### **ARTICLE VI POWERS**

The Corporation shall have the power:

1. To enter into contracts; to sue and be sued; to have a corporate seal; to take by gift, purchase, devise or bequest, real or personal property, absolutely or as an agent or trustee, and to hold, manage, administer or dispose of the same in accordance with the conditions under which it is received and held and to carry out the purposes and objects of the corporation.
2. To borrow money and give its notes or other obligations therefor and to secure payment thereof by pledging or mortgaging any property it may own.

3. To apply for, take out, receive, by purchase or gift, hold, administer and dispose of copyrights, patent-rights, licenses, assignments of inventions, discoveries, processes and other property, rights of interests therein and the income thereof, absolutely or subject to such conditions or trusts as may be attached thereto or be imposed thereon and to obligate itself to perform and execute any and all such conditions or trusts.
4. To promote research, studies, experiments, investigations, and tests in all fields of knowledge; to promote and develop the scientific and commercial value of inventions, discoveries and processes; and to provide financial support for the publication and distribution of the results thereof.
5. To do any or all other acts reasonably necessary to carry out the objects and purposes of the corporation.

## **ARTICLE VII BOARD OF DIRECTORS**

The affairs and business of the Corporation shall be conducted by a Board of Directors. The number of directors and who shall be designated and permitted to be on the Board of Directors, and their terms, shall be fixed from time to time by the By-Laws of the Corporation.

The Board of Directors shall have power:

1. To adopt bylaws and to amend and repeal the same and to provide therein for the internal control and government of the Corporation in respect to membership in the Corporation, time and place of meetings, title, number and terms of elective officers and employees of the Corporation, and in respect to all other matters pertaining to the management and operation of the Corporation;
2. To provide for an executive committee of the Board of Directors consisting of six (6) members, and to authorize it to transact any or all business on behalf of the corporation;
3. To provide for committees which may or may not be composed of members of the Corporation; and
4. To do all other acts reasonable and necessary to carry out the purposes and objects of the Corporation which are not inconsistent with these Articles of Incorporation or the laws of the Commonwealth of Kentucky.

## **ARTICLE VIII EXEMPTION FROM LIABILITY**

The private property of members of this Corporation shall be exempt from liability for any and all debts of the Corporation.

IN WITNESS WHEREOF, these Articles of Incorporation are signed and acknowledged by Lisa A. Cassis, Executive Director, and Toni Lynn Smith, Secretary, this 6th day of June, 2024.



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Lisa A. Cassis, Executive Director

**Toni Lynn Smith** Digitally signed by Toni Lynn  
Smith  
Date: 2024.07.31 08:45:12  
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Toni Lynn Smith, Secretary