

Jesse White, Secretary of State
 Department of Business Services
 501 S. Second St., Rm. 350
 Springfield, IL 62756
 217-782-9522
 www.cyberdriveillinois.com

Remit payment in the form of a
 cashier's check, certified check,
 money order or Illinois attorney's
 or C.P.A.'s check payable
 to Secretary of State.

ARTICLES OF INCORPORATION

_____ File # _____ Filing Fee: \$50 Approved: _____

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

Article 1.

Corporate Name: National Organization of Research Development Professionals

Article 2.

Name and Address of Registered Agent and Registered Office in Illinois:

Registered Agent:	<u>Michael</u>	<u>P.</u>	<u>Mosher</u>
	First Name	Middle Name	Last Name
Registered Office:	<u>33</u>	<u>N. LaSalle St.</u>	<u>STE 3400</u>
	Number	Street	Suite # (P.O. Box alone is unacceptable)
	<u>Chicago</u>	<u>IL</u>	<u>60602</u>
	City	ZIP Code	County

Article 3.

The first Board of Directors shall be 4 in number, their Names and Addresses being as follows
Not less than three

Director Name	Street Address	City	State	Zip Code
Holly Falk-Krzesinski, PhD	750 N. Lake Shore Drive, Rubloff Building, 11th Flr,	Chicago,	IL	60611
Jacob Levin, PhD	4127 Natural Sciences II,	Irvine,	CA	92697-1450
Barbara Walker, PhD	2201 North Hall,	Santa Barbara,	CA	93106-2150
Susan Carter, JD	5200 North Lake Road Kolligan Library, Room 222F,	Merced,	CA	95348

Article 4.

Purpose(s) for which the Corporation is organized:

See Attached Exhibit.

(continued on back)

Article 4.(continued)

Is this Corporation a Condominium Association as established under the Condominium Property Act? (check one)

Yes No

Is this Corporation a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954? (check one)

Yes No

Is this Corporation a Homeowner's Association, which administers a common-interest community as defined in subsection (c) of Section 9-102 of the code of Civil Procedure? (check one)

Yes No

Article 5.

Other provisions (For more space, attach additional sheets of this size.):

Article 6.

Names & Addresses of Incorporators

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated _____, _____
Month & Day Year

Signatures and Names

Post Office Address

1. _____
Signature
Michael P. Mosher
Name (print)

2. _____
Signature

Name (print)

3. _____
Signature

Name (print)

4. _____
Signature

Name (print)

5. _____
Signature

Name (print)

1. 33 N. LaSalle St., STE 3400
Street
Chicago, Il 60602
City, State, ZIP

2. _____
Street

City, State, ZIP

3. _____
Street

City, State, ZIP

4. _____
Street

City, State, ZIP

5. _____
Street

City, State, ZIP

Signatures must be in BLACK INK on the original document.

Carbon copies, photocopies or rubber stamped signatures may only be used on the duplicate copy.

- If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by a duly authorized corporate officer. Please print name and title beneath the officer's signature.
- The registered agent cannot be the corporation itself.
- The registered agent may be an individual, resident in Illinois, or a domestic or foreign corporation, authorized to act as a registered agent.
- The registered office may be, but need not be, the same as its principal office.
- A corporation that is to function as a club, as defined in Section 1-3.24 of the "Liquor Control Act" of 1934, must insert in its purpose clause a statement that **it will comply with the State and local laws and ordinances relating to alcoholic liquors.**

EXHIBIT A
Addendum to Articles of Incorporation of
National Organization of Research Development Professionals

ARTICLE 4. PURPOSES

National Organization of Research Development Professionals (the Corporation) is organized and operated exclusively for charitable and educational purposes in accordance with section 501(c)(3) of the Internal Revenue Code of 1986 (or a corresponding provision of any future United States Internal Revenue law, referred to below as the "Code"). More specifically, the Corporation is organized to develop and operate programs to facilitate interdisciplinary and collaborative partnerships designed to reduce the administrative and institutional barriers affecting scientific and scholarly research projects nationwide. These programs will develop and publish resources that help attract and manage research funding opportunities for non-profit research institutions. Access to the programs and products will be public, limited only by participant expertise and interest.

ARTICLE 5. LIMITATIONS OF CORPORATE AUTHORITY

A. The Corporation, being organized exclusively for charitable and educational purposes, may make distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code.

B. No part of the net earnings of Corporation shall inure to the benefit of, or be distributable to 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 4 above.

C. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

D. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Code or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

E. Upon 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, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes, as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court of law of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for exempt purposes.