

AS AMENDED, November 3, 2003

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
RESEARCH TRIANGLE INSTITUTE
A NON-PROFIT CORPORATION

We, the undersigned natural persons of the age of twenty-one years or more, do hereby associate ourselves into a non-profit corporation under the laws of the State of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina, entitled "Non-Profit Corporation Act," and the several amendments thereto, and to that end do hereby set forth:

1. The name of the Corporation is Research Triangle Institute.
2. The period of duration of the Corporation shall be perpetual.
3. This Corporation is organized by the Chairs of the Boards of Trustees and the Presidents of The University of North Carolina and Duke University. The Corporation shall operate as a non-stock, non-profit, charitable, scientific, and educational corporation. The purpose of the Corporation is to improve the human condition through multidisciplinary research and development, promote the application of science and technology in the development of commerce by effectively reducing research to practice and transferring such research and technology advances to industry and government, and promote collaboration among Duke University, the University of North Carolina at Chapel Hill, North Carolina State University, and other constituent institutions of The University of North Carolina. The Corporation shall establish, operate, and maintain one or more facilities within the Research Triangle Park, and may operate other additional facilities throughout the world. The Corporation shall encourage, foster, conduct and contract to conduct investigations and research, and shall publish or disseminate, where appropriate, information and data arising from such investigations and research. The Corporation may engage in any other lawful act or activity for which corporations may be organized under Chapter 55A of the General Statutes of North Carolina.

4. The Corporation shall have the following Members:
 - (a) The persons who at any time occupy the following positions, for and during the period they occupy such positions:
 - (i) President, The University of North Carolina;
 - (ii) President, Duke University;
 - (b) The persons appointed by The University of North Carolina and Duke University as follows:
 - (i) One member of the Board of Trustees of Duke University, appointed by the Chair of the Board of Trustees of Duke University, for one or more terms of three years; and
 - (ii) One member of the Board of Governors of The University of North Carolina appointed by the Chair of the Board of Governors of The University of North Carolina, for one or more terms of three years.
5. Directors of the Corporation shall be termed Governors, and the method of selection, election, or appointment, and their number and terms, shall be established by the Bylaws.
6. The Members shall ensure fidelity to the purposes of the Corporation and provide both oversight and support for its operations.
7. The Members shall elect the Governors, review and act on fundamental corporate transactions approved by the Governors, and take such other actions as may be required by law. Fundamental corporate transactions include sale or transfer of all or substantially all of the assets of the Corporation; a change in control of the Corporation; a merger resulting in a change in control of the Corporation; dissolution of the Corporation; any amendment to the Bylaws or Articles of Incorporation; any corporate action which could result in loss of recognition of the Corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Code; or any change of the principal place of business of the Corporation to a location outside of the Research Triangle Park.
8. The address of the registered office of the Corporation is 2200 West Main Street, Suite 800, Durham, North Carolina 27705, Durham County and the registered agent at such address is Reich L. Welborn.
9. The number of Governors constituting the initial Board of Governors shall be four, and the names and addresses of the persons who are to serve as Governors until the first meeting of the Corporation or until their successors are elected and qualified are:

NAMES	ADDRESSES
Governor Luther H. Hodges	State Capital, Raleigh, N.C.
Norman A. Cocke	Chairman of Board of Trustees, Duke University 422 South Church Street, Charlotte 1, N.C.
William C. Friday	President, Consolidated University of North Carolina, Chapel Hill, N.C.
A. Hollis Edens	President, Duke University, Durham, N.C.

10. The names and addresses of all the incorporators are:

NAMES	ADDRESSES
Governor Luther H. Hodges	State Capital, Raleigh, N.C.
Norman A. Cocke	Chairman of Board of Trustees, Duke University 422 South Church Street, Charlotte 1, N.C.
William C. Friday	President, Consolidated University of North Carolina, Chapel Hill, N.C.
A. Hollis Edens	President, Duke University, Durham, N.C.

11. No part of the net earnings of the Corporation shall inure to the benefit of any member or individual.

Upon dissolution of this Corporation, all assets of the Corporation shall be divided equally among the University of North Carolina at Chapel Hill, North Carolina State University at Raleigh, and Duke University at Durham, to be used by such institutions for the purposes for which said institutions were founded.

IN TESTIMONY WHEREOF, we have hereunto set our hands, this the 12th day of December, A. D. 1958.

/s/ Luther H. Hodges
/s/ Wm. Friday
/s/ A. Hollis Edens
/s/ N. A. Cocke

STATE OF NORTH CAROLINA
COUNTY OF WAKE

This is to certify that on the 12 day of Dec., A. D. 1958, before me, a Notary Public personally appeared Luther H. Hodges who, I am satisfied, is the person named in and who executed the foregoing Articles of Incorporation, and I having first made known to him the contents thereof, he did acknowledge that he signed and delivered the same as his voluntary act and deed for the uses and purposes therein expressed.

In Testimony Whereof, I have hereunto set my hand and official seal, this the 12 day of Dec., A. D. 1958.

/s/ Claire Eastman Nickels

(L. S.)

Commission expires 1-8-59

STATE OF NORTH CAROLINA
COUNTY OF ORANGE

This is to certify that on the 12th day of December, A. D. 1958, before me, a Notary Public, personally appeared William Friday who, I am satisfied, is the person named in and who executed the foregoing Articles of Incorporation, and I having first made known to him the contents thereof, he did acknowledge that he signed and delivered the same as his voluntary act and deed for the uses and purposes therein expressed.

In Testimony Whereof, I have hereunto set my hand and official seal, this the 12th day of December, A. D. 1958.

/s/ Virginia Wells

My commission expires 9/17/59
(L. S.)

STATE OF NORTH CAROLINA
COUNTY OF DURHAM

This is to certify that on the 12th day of Dec., A. D. 1958, before me, a Notary Public, personally appeared A. Hollis Edens who, I am satisfied, is the person named in and who executed the foregoing Articles of Incorporation, and I having first made known

to him the contents thereof, he did acknowledge that he signed and delivered the same as his voluntary act and deed for the uses and purposes therein expressed.

In Testimony Whereof, I have hereunto set my hand and official seal, this the 12th day of Dec., A. D. 1958.

/s/ Louise Seabolt Notary
Public

My commission expires Oct. 8, 1960
(L. S.)

STATE OF NORTH CAROLINA
COUNTY OF WAKE

This is to certify that on the 29th day of Dec., A. D. 1958, before me, a Notary Public, personally appeared Norman A. Cocke who, I am satisfied, is the person named in and who executed the foregoing Articles of Incorporation, and I having first made known to him the contents thereof, he did acknowledge that he signed and delivered the same as his voluntary act and deed for the uses and purposes therein expressed.

In Testimony Whereof, I have hereunto set my hand and official seal, this the 29 day of Dec., A. D. 1958.

/s/ Susan Lobinger
Notary Public
My commission expires 6-
14-59

(L. S.)

[Certification of restatement of the Articles]

I certify that this is a true and accurate copy of the Articles of Incorporation of Research Triangle Institute as modified by the Board of Governors on October 15, 2003.

J. Scott Merrell, Corporate Secretary