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**ARTICLES OF INCORPORATION**

**OF**

JOHN W. BROWN III  
SECRETARY OF STATE  
COMMONWEALTH OF KENTUCKY

BY \_\_\_\_\_

**WESTERN KENTUCKY UNIVERSITY RESEARCH FOUNDATION, INC.**

The undersigned incorporator, in order to form a corporate entity under Kentucky Statutes, Chapter 273, adopts the following articles of incorporation.

**ARTICLE I: NAME OF THE CORPORATION**

The name of the corporation shall be Western Kentucky University Research Foundation, Inc., hereinafter referred to as WKURF.

**ARTICLE II: PURPOSES**

- A. WKURF is organized exclusively for educational research purposes, more specifically to support Western Kentucky University efforts to promote the development, implementation, and coordination of extramurally sponsored programs involving research, instruction, public service, and other value added projects to best further the mission of Western Kentucky University. The WKURF may raise funds by receipt of money and property, including but not limited to payments, gifts, contributions, donations, bequests and devises from wills and trusts, receipts and fees for services, grants and funds which may inure the benefit of the WKURF provided, however, all such funds must be acceptable to the Board of Directors of the WKURF.
- B. The WKURF shall manage all funds collected and received, together with the revenue therefrom. These funds shall be held, retained, managed and conserved in an operating funds or funds and administered, used and applied by the WKURF at the sole discretion of the Board of Directors of the WKURF.
- C. The WKURF shall exist to invest and reinvest all or parts of revenues in such amounts and to such extent as may be determined by the Board of Directors in accordance with the investment policy of the Foundation.
- D. For the purposes above, WKURF shall at all times be operated exclusively for educational purposes within the meaning of Section 501c(3) of the Internal Revenue Code, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501c(3) of the Internal Revenue Code, as now enacted or hereafter amended. All

funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

- E. WKURF shall have a vision to provide leadership and support of sponsored programs administration and development.
- F. Included within the WKURF mission will be provision of effective oversight of research, instruction, public service, and other extramurally funded grant and contract projects, and other purposes in II.A-C of the Articles of Incorporation, and the personnel associated with them. This oversight includes but is not limited to:
  - 1. The effective control of financial resources;
  - 2. Equipment inventory;
  - 3. Compliance with sponsor policies; and
  - 4. The implementation of programs required by sponsor or Western Kentucky University policies dealing with conflicts-of-interest and commitment, scholarly misconduct, intellectual property, human subjects, animal research, etiologic agents, recombinant DNA, and classified materials.
  - 5. Activities of the Board of Directors of the WKURF and its committees both standing and ad hoc.
  - 6. Best business practices for collecting, receiving, investing, and managing funds.

### ARTICLE III: STREET ADDRESSES OF THE WKURF'S INITIAL REGISTERED OFFICE AND NAME OF ITS INITIAL REGISTERED AGENTS AT THAT ADDRESS

The mailing address of the WKURF's principal office is: 106 Foundation Building, Western Kentucky University, 1 Big Red Way, Bowling Green, KY 42101-3576. The initial registered agent at this address is Dr. Phillip E. Myers at the above address.

### ARTICLE IV: BOARD OF DIRECTORS

The initial Board of Directors shall be Dr. Gary A. Ransdell, President of Western Kentucky University; Dr. Barbara Burch, Provost and Vice President for Academic Affairs at Western Kentucky University; and K. Ann Mead, Chief Financial Officer of Western Kentucky University.

The mailing addresses of the initial Board of Directors are:

Dr. Gary A. Ransdell, President  
Office of the President  
Wetherby Administration Building 135  
Western Kentucky University

1 Big Red Way  
Bowling Green, KY 42101-3576

Dr. Barbara Burch  
Provost and Vice President for Academic Affairs  
Western Kentucky University  
Wetherby Administration 239  
1 Big Red Way  
Bowling Green, KY 42101-3576

Ms. K. Ann Mead  
Chief Financial Officer  
Western Kentucky University  
Wetherby Administration Building  
1 Big Red Way  
Bowling Green, KY 42101-3576

#### ARTICLE V: EXEMPTION REQUIREMENTS

At all times the following operate as conditions restricting the operations and activities of the WKURF.

- A. The WKURF shall not afford pecuniary gain, incidentally or otherwise to its directors or trustees. No part of the net earnings of this foundation shall inure to the benefit of any directors or trustees of the Foundation, except that reasonable compensation may be paid for services rendered to or for the foundation affecting one or more of its purposes. Such net earnings, if any, of this foundation shall be used to carry out the nonprofit foundation purposes set forth in Article II above.
- B. No substantial part of the activities of the WKURF shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the foundation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- C. Notwithstanding any other provision of these articles, the WKURF shall not carry on any other activities not permitted to be carried by a WKURF exempt from federal income tax under Section 501c(3) of the Internal Revenue Code, as now enacted or hereafter amended.

#### ARTICLE VI: DURATION

The duration of the WKURF existence shall be perpetual.

