

# STATE OF GEORGIA

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

## CERTIFICATE OF AMENDMENT

I, **Brian P. Kemp**, The Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

**GEORGIA TECH RESEARCH CORPORATION**  
a Domestic Non-Profit Corporation

is hereby issued a CERTIFICATE OF AMENDMENT under the laws of the State of Georgia on **May 22, 2013** by the filing of all documents in the Office of the Secretary of State and by the paying of all 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 June 12, 2013



A handwritten signature in black ink, appearing to read "B: P. Kemp".

Brian P. Kemp  
Secretary of State

# GEORGIA TECH RESEARCH CORPORATION

## Articles of Amendment to Restated Articles of Incorporation

Pursuant to Sections 14-3-1005 of the Georgia Nonprofit Corporation Code (the "Code"), GEORGIA TECH RESEARCH CORPORATION, a nonprofit corporation organized under the laws of the State of Georgia (the "Corporation"), submits these Articles of Amendment to amend its Restated Articles of Incorporation.

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CORPORATION DIVISION

### I.

The name of the Corporation is Georgia Tech Research Corporation.

### II.

The Restated Articles of Incorporation are hereby amended by deleting Article Five thereof in its entirety and substituting in lieu thereof the following Article Five:

### 5.

The affairs of the Corporation shall be managed by a Board of Directors which shall be called a Board of Trustees and which shall have a full and complete power to conduct all of the business and affairs of the Corporation. Said Board shall consist of twelve (12) members, to be selected as follows:

- (a) The President of Georgia Institute of Technology shall serve as President or may designate a Senior Executive to serve in his or her place as the President of the Corporation.
- (b) Two members shall be selected from the faculty of the Georgia Institute of Technology, by the President of Georgia Institute of Technology.
- (c) One member shall be selected by the governing body of the Georgia Tech National Alumni Association, Inc.
- (d) One member shall be selected by the governing body of the Georgia Tech Foundation, Inc.
- (e) The foregoing five members shall select seven additional members from industry at large.
- (f) The members selected as outlined above shall serve for such terms as shall be fixed in accordance with the Bylaws of the Corporation.

III.

These Articles of Amendment were duly approved and adopted by a sufficient vote of the Board of Trustees of the Corporation on June 11, 2011 in accordance with Section 14-3-1002 of the Code. A vote of the members was not required.

**IN WITNESS WHEREOF**, the Corporation has caused these Articles of Amendment to be executed and filed with the Georgia Secretary of State.

**GEORGIA TECH RESEARCH CORPORATION**

Date: May 1, 2013

By: Jilda Diehl Garton  
Name:  
Title: **JILDA DIEHL GARTON  
GENERAL MANAGER**

