

ARTICLES OF INCORPORATION
of
THE NATIONAL SPACE GRANT FOUNDATION, INC.

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Non-Profit Corporation Act, adopt the following Articles of Incorporation.

ARTICLE 1

FIRST: The name of the corporation is The National Space Grant Foundation, Inc.

ARTICLE 2

SECOND: The purpose or purposes for which the corporation is organized are:

To promote and provide comprehensive science education and scientific research for the welfare and benefit of the people of the United States and;

To engage in any lawful pursuit that will benefit the corporation's missions of science education and scientific research.

The corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 3

THIRD: The corporation shall have no members.

ARTICLE 4

FOURTH: Directors of the corporation shall be elected and/or appointed pursuant to the bylaws of the corporation.

ARTICLE 5

FIFTH: Upon the dissolution of this corporation, its assets remaining after payment, or provision of payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 6

SIXTH: The name and post office address of the resident agent of the corporation is CT Corporation System, 1025 Vermont Avenue N.W., Washington, DC 20005.

ARTICLE 7

SEVENTH: The duration of the corporation shall be perpetual.

ARTICLE 8

EIGHTH: The number of directors of the corporation shall be five (5), which number may be increased or decreased pursuant to the bylaws of the corporation. The names and post office addresses of each director are listed below:

William J. Byrd, 2271 Howe Hall, room 2363, Ames IA 50011-2271

Mitchell W. Colgan, 58 Corning Street, Charleston, SC 29424

Richard C. Henry, 3400 North Charles Street, Baltimore, MD 21218-2686

G. Jeffrey Taylor, 2525 Correa Road, Honolulu, HI 96822

Michael Wiskerchen, 9500 Gilman Drive 0524, La Jolla, CA 92093

ARTICLE 9

NINTH: The number of incorporators shall be three (3). The names and post office addresses of each incorporator are listed below:

Incorporator #1 William J. Byrd, 2271 Howe Hall, Room 2363, Ames, IA 50011-2271

Incorporator #2 William A. Hiscock, 261 Engineering/Physical Sciences Building, Bozeman, MT 59717-4452

Incorporator #3 John Wefel, 277 Nicholson Hall, Baton Rouge, LA 70803-4001

ARTICLE 10

Additional Provisions

TENTH: No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that this 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 these Articles. 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.

Notwithstanding any other provisions of these Articles, this 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 Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

These Articles are to be filed on or as soon as possible after January 1, 2001, and will be effective upon such filing.

For the purpose of facilitating the recordation of these Articles, these Articles may be executed simultaneously in any number of counterparts, each of which counterparts shall be deemed to be an original, and such counterparts shall constitute but one and the same instrument.

IN WITNESS WHEREOF, I have made, subscribed and verified this instrument the 12th day of December, 2000.

William J. Byrd
Incorporator

William A. Hiscock
Incorporator

John Wefel
Incorporator

These Articles of Incorporation
were filed in Washington, DC
on 2001 January 2

I, _____, a Notary Public, hereby certify that on the 12th day of December, 2000 _____ appeared before me and signed the foregoing document as incorporators, and have averred that the statements therein contained are true.

Signature of Notary

(SEAL)

My Commission Expires: _____