

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **AUG 14 2002**



A handwritten signature in black ink, appearing to read "John A. ...", is written over the printed title.

Secretary of State

F 020812000644

University of the
Education



The
State of New York
Department

STATE OF NEW YORK :
: SS.:
COUNTY OF ALBANY :

Pursuant to the provisions of section 216 of the Education Law and section 104, subdivision (e) of the Not-For-Profit Corporation Law, consent is hereby given to the filing of the annexed certificate of incorporation of **Griffiss Institute Inc.**, a Not-for-Profit corporation.

This consent to filing, however, shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such corporation, nor shall it be construed as giving the officers or agents of such corporation the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

This consent to filing is granted with the understandings and upon the conditions set forth on the reverse side of this form.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 2nd day of August, 2002.

Richard P. Mills
Commissioner of Education

By:

Richard L. Nabozny
Senior Attorney

This consent to filing is granted with the understanding that nothing contained in the annexed corporate document shall be construed as authorizing the corporation to engage in the practice of law, except as provided by subdivision 7 of section 495 of the Judiciary Law, or of any of the professions designated in Title VIII of the Education Law, or to conduct a school for any such profession, or to hold itself out to the public as offering professional services.

This consent to filing is granted with the further understanding that nothing contained in the annexed corporate document shall be construed as authorizing the corporation to operate or maintain a charter school, nursery school, kindergarten, elementary school, secondary school, institution of higher education, cable television facility, educational television station pursuant to section 236 of the Education Law, library, museum, or historical society, or to maintain an historic site.

This consent to filing shall not be deemed to be or to take the place of registration for the operation of a business school in accordance with the provisions of section 5001 of the Education Law, nor shall it be deemed to be, or to take the place of, a license granted by the Board of Regents for the operation of a private school pursuant to the provisions of section 5001 of the Education Law, a license granted by the Commissioner of Motor Vehicles pursuant to the provisions of section 394 of the Vehicle and Traffic Law, a license as an employment agency granted pursuant to section 172 of the General Business Law, or any other license, certificate, registration, or approval required by law.

VANGUARD-52

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CERTIFICATE OF INCORPORATION
OF
GRIFFISS INSTITUTE INC.

Under Section 402 of the Not-For-Profit Corporation Law

The undersigned hereby certifies:

1. The name of the corporation is **Griffiss Institute Inc.** (the "Corporation").
2. The Corporation is a corporation as defined in subparagraph (a) of Section 102 of the Not-For-Profit Corporation Law and the Corporation shall be a Type B corporation under Section 201 of the Not-For-Profit Corporation Law.
3. The Corporation is organized, and at all times shall be operated exclusively for scientific, research and economic development purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended (the "Code") or corresponding sections of any future code, and as more particularly specified in Section 4 of this Certificate of Incorporation, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under such section.
4. The Corporation is organized, and at all times thereafter shall be operated, exclusively for the following purposes: (a) to advance the study of security and vulnerability of public and private information systems and

infrastructure in the United States of America by means of the establishment of a research facility at the Griffiss Business and Technology Park, Rome, New York, in cooperation with other industry, economic, academic and/or political institutions not created for propaganda purposes; (b) to carry on scientific research for the purpose of developing applications useful in improving the security of public and private information systems and infrastructure in the United States of America; (c) to disseminate information on these issues and to use research and other scientific and didactic methods in the process and publish the results of scientific research and otherwise; (d) to conduct seminars, conferences, study groups and research with reference to these issues, but not to include the operation of an institute of higher learning or the granting of degrees or diplomas; (e) to attract, encourage, develop, improve, and assist, industry and the public and private institutions in Oneida County and New York State by the application of research results to improve security of public and private information systems and infrastructure in the United States of America; and (f) to use other lawful and appropriate means for the attainment of these purposes. In the case of proprietary research contracts for private companies, such contracts must permit the publication of results after an appropriate period sufficient to protect any intellectual property rights or satisfy publication and/or public interest requirements through other means prescribed in the Code and its corresponding regulations.

Any other provision of this Certificate of Incorporation notwithstanding, nothing herein shall be construed as authorizing the Corporation, directly or

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indirectly, to engage in or include among its purposes any of the activities mentioned in Section 404(a)-(v) of the Not-For-Profit Corporation Law, although the Corporation is hereby authorized to become a member or shareholder of corporations which do engage in or include among their purposes such activities.

5. In furtherance of the foregoing purposes, the Corporation shall have all the general powers enumerated in Section 202 of the Not-For-Profit Corporation Law together with the power to solicit grants and contributions for any corporate purpose and the power to maintain a fund or funds of real or personal property for any corporate purpose. The Corporation shall have the right to exercise all other powers which are, or hereafter may be, conferred by law upon a corporation organized for the above purposes or incidental to the conferred powers. Furthermore, the Corporation shall be organized exclusively for one or more purposes specified in Sections 501(c)(3) of the Code or corresponding provision of any subsequent federal tax laws and shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding provision of any future federal tax code; or (ii) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code

6. The Corporation is not formed for pecuniary profit or for financial gain and no part of its assets, income or profit shall be distributed to or inure to the benefit of any private individual. Reasonable compensation, however, may be

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paid for services rendered to or for the Corporation in further of one or more of its purposes.

7. No substantial part of the Corporation's activities shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation (except to the extent otherwise provided under Section 501(h) of the Code), and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to)

8. To the extent permitted by law the Corporation shall indemnify and hold harmless the Members of the Corporation. Any person made a party to any action, suit or proceeding by reason of the fact that such person, their testator or intestate, is or was a Director, Officer or employee of the Corporation or of any organization in which the person served as such at the request of the Corporation, shall be indemnified by the Corporation to the full extent permitted by law. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director, officer, or employee may be entitled. Any amount payable by way of indemnity shall be determined and paid in accordance with Section 725 of the Not-For-Profit Corporation Law of the State of New York, unless otherwise directed by the Board of Directors by Resolution.

9. The office of the corporation is to be located in the County of Oneida, State of New York.

10. The names and addresses of the initial directors until the first annual meeting are:

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Name	Address
Steve D. Meo	135 Brooks Road, Rome NY 13441
Todd Hutton	1600 Bullstone Road, Utica NY 13502
Mike Miravalle	146 Madison Street, Oneida NY 13421

11. The Corporation shall have perpetual duration.

12. The Secretary of State of the State of New York is designated as the agent of the Corporation upon whom process against the Corporation may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation served upon him or her as agent of the Corporation is Griffiss Institute Inc., care of Hage and Hage LLC, 610 Charlotte Street Utica, New York 13501.

13. In the event of dissolution, the remaining assets and property of the Corporation after payment of expenses and the satisfaction of all liabilities shall be distributed for the not-for-profit purposes of the Corporation and/or to such charitable organizations as shall qualify under Section 501(c)(3) of the Code, as determined by the Board of Directors and approved by order of a Justice of the Supreme Court of the State of New York.

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IN WITNESS WHEREOF, this certificate has been signed and the statements
made herein affirmed as true under the penalties of perjury this 29th day of July, 2002.



J.K. Hage III, Incorporator

Hage & Hage LLC

610 Charlotte Street

Utica, New York 13501

Tel: (315) 797-9850

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