Enclosure 3

Center for Innovative Technology

Resolution to Amend and Restate Articles of Incorporation

September 9, 2021

WHEREAS, the Board of Directors (the "**Board**") of the Center for Innovative Technology (the "Company") has determined it advisable and in the best interest of the Company to amend and restate the Company's Restated Articles of Incorporation (the "**Current Charter**") to reflect the Company's name change from the Center for Innovative Technology to the Virginia Innovation Partnership Corporation, such amendment and restatement to be in substantially the form attached hereto as Exhibit A (the "**Amended and Restated Charter**").

WHEREAS, in connection with the adoption of the Amended and Restated Charter, the Board wishes to approve the Articles of Restatement (the "**Articles of Restatement**") to be filed with the State Corporation Commission of the Commonwealth of Virginia (the "**SCC**") to record the Amended and Restated Charter in substantially the form attached hereto as Exhibit B.

NOW, THEREFORE, BE IT RESOLVED, that the Amended and Restated Charter and the Articles of Restatement are hereby approved, adopted, and confirmed by the Board with an effective date of October 1, 2021.

RESOLVED FURTHER, the appropriate officers of the Company are hereby authorized and directed to execute the Articles of Restatement and any other documents they deem necessary or advisable, in consultation with counsel, to carry out the purposes and intent of these resolutions, and to take all such actions deemed necessary or desirable to file the Articles of Restatement with the SCC, with such changes as the SCC may require, and to cause the Articles of Restatement to become effective.

RESOLVED FURTHER, at any time prior to the effectiveness of the filing of the Articles of Restatement with the SCC, the Company's Board may abandon the Articles of Restatement without further action.

EXHIBIT A

AMENDED AND RESTATED CHARTER

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AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF THE

VIRGINIA INNOVATION PARTNERSHIP CORPORATION

A Virginia Nonstock Corporation

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1. The name of the Corporation is the VIRGINIA INNOVATION PARTNERSHIP CORPORATION.

2. The purposes of the Corporation are to:

(a) Promote the economic development of the Commonwealth by attracting and retaining high technology jobs and businesses in Virginia;

(b) Increase industry competitiveness by supporting the application of innovative technologies that improve productivity and efficiency;

(c) Mobilize support for high technology industries to commercialize new products and processes, including organizing assistance for small business and supporting select industry sectors and regional high technology efforts;

(d) Enhance and expand the scientific and technological research and development capabilities of the institutions of higher education in the Commonwealth and coordinate such capabilities with the scientific and technological research and development activities and requirements of the public and private sectors, including transferring technological advances to the private sector;

(e) Expand knowledge pertaining to scientific and technological research and development among public and private entities;

(f) Attract research and development (R&D) facilities and contracts from the federal government and private sector, including coordinating efforts to identify and compete for large federal and private sector R&D facilities, tracking federal technology initiatives and recommending state actions, and developing a statewide strategy to compete for large R&D contracts; and

(g) Facilitate and coordinate the marketing, organization, utilization and development of scientific and technological research and development in the Commonwealth.

3. (a) The Corporation is organized and shall be operated exclusively for scientific, educational and charitable purposes. It may engage only in activities that may be carried on by a corporation exempt from federal income taxation under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future United States internal revenue law and by a corporation to which contributions are deductible under Section 170 (c) (2) of the Code or the corresponding provision of any future United States internal revenue law.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any private person or entity, except that the Corporation may pay reasonable compensation for goods provided and services rendered and may make payments or distributions in furtherance of the purposes set forth in Article 2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation; nor shall the Corporation participate or intervene (including by publishing or distributing statements) in any political campaign on behalf of any candidate for public office.

(c) The Corporation may receive and accept property, whether real, personal or mixed, by way of gift, bequest or devise, from any person or entity to be administered only in accordance with the purposes of the Corporation.

(d) In addition to any powers granted in these Articles, the Corporation shall have all powers conferred upon nonstock corporations by the Virginia Nonstock Corporation Act.

4. The Corporation shall have no members. All voting power, including without limitation the power to vote on amending these Articles, shall be vested in the Board of Directors.

5. The registered office of the Corporation is 2214 Rock Hill Road, Suite 600, Herndon, Virginia 22070, in the County of Fairfax. Its registered agent at that address is Susan Aitcheson, who is a resident of Virginia and an officer of the Corporation.

6. The management of the affairs and properties of the Corporation and the disbursements of its funds shall be vested in a Board of Directors. The Board of Directors shall consist of those persons who are directors of the Virginia Innovation Partnership Authority, as provided for in Section 2.2-2353 of the Code of Virginia.

7. In the event that the Corporation is dissolved, any assets remaining after payment (or provision for payment) of all claims against it shall be distributed to the Virginia Innovation Partnership Authority, as provided for in Section 2.2-2355 of the Code of Virginia.

8. The Corporation shall insure that the economic benefits attributable to the income and property rights arising from any transactions in which the Corporation engages are allocated on a basis which is equitable in the reasonable business judgment of the Board of Directors, with due account being given to the interests of the citizens of the Commonwealth of

Virginia and the needs of the Corporation.

9. (a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action or suit by or in the right of the Corporation to procure a judgment in its favor), by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against judgments, fines, and amounts paid in settlement in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation. The termination of any action, suit or proceeding by judgment, order or settlement shall not of itself create a presumption that the person did not act in good faith and in the best interests of the Corporation.

(b) Notwithstanding the provisions of subsection (a) above, no indemnification shall be made in an action or suit by respect of any claim, issue or matter as to which such person shall have been finally adjudged to be liable for gross negligence or willful misconduct in the performance of his duty to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication or liability, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification.

(c) To the extent that any such person has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in subsection (a) or (b) above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under subsection (a) or (b) above (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of any such person is proper in the circumstances because he has met the applicable standard of conduct set forth in such subsection. Such determination shall be made either (1) by the Board of Directors, by a majority vote of a quorum of the members of the Board who were not parties to even if obtainable, if a quorum of the Board of Directors consisting of disinterested members so directs, by independent legal counsel in a written opinion. If the determination is to be made by the Board of Directors, reliance on the advice of independent counsel shall be permitted as to all questions of law.

(e) Expenses incurred in defending an action, suit or proceeding, whether civil, criminal, administrative or investigative, may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in subsection (d) above, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

(f) Every reference herein to a director, officer, employee or agent shall include former directors, officers, employees and agents, and their respective heirs, executors and administrators. The right of indemnification hereby provided shall not be exclusive of any other right of indemnification hereby provided shall not be exclusive of any other rights to which any director, officer,

employee or agent may be entitled, including any right under policies of insurance that may be purchased and maintained by the Corporation or others, with respect to claims, issues or matters in relation to which the Corporation does not have power to indemnify such director, officer, employee or agent under the provisions of this section.

EXHIBIT B

ARTICLES OF RESTATEMENT OF

THE CENTER FOR INNOVATIVE TECHNOLOGY

The undersigned, on behalf of the nonstock corporation set forth below, pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, states as follows:

1. The name of the corporation immediately prior to restatement is The Center for Innovative Technology.

2. The restatement contains an amendment to the articles of incorporation.

3. The text of the amended and restated articles of incorporation is attached hereto.

4. The restatement was adopted by the corporation on September 9, 2021.

5. The restatement was adopted at a meeting of the board of directors by a vote of at least two-thirds of the directors in office. Member approval of the amendment was not required because the corporation has no members

IN WITNESS WHEREOF, Center for Innovative Technology has caused these Articles of Restatement to be executed by its duly authorized officer on this ninth day of September, 2021.

THE CENTER FOR INNOVATIVE TECHNOLOGY

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Robert Stolle
Chief Executive Officer
SCC ID 02579332

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF THE

~~THE CENTER FOR INNOVATIVE TECHNOLOGY~~VIRGINIA INNOVATION PARTNERSHIP CORPORATION

A Virginia Nonstock Corporation

_____

1. The name of the Corporation is the ~~THE CENTER FOR INNOVATIVE TECHNOLOGY~~VIRGINIA INNOVATION PARTNERSHIP CORPORATION.

2. The purposes of the Corporation are to:

(a) Promote the economic development of the Commonwealth by attracting and retaining high technology jobs and businesses in Virginia;

(b) Increase industry competitiveness by supporting the application of innovative technologies that improve productivity and efficiency;

(c) Mobilize support for high technology industries to commercialize new products and processes, including organizing assistance for small business and supporting select industry sectors and regional high technology efforts;

(d) Enhance and expand the scientific and technological research and development capabilities of the institutions of higher education in the Commonwealth and coordinate such capabilities with the scientific and technological research and development activities and requirements of the public and private sectors, including transferring technological advances to the private sector;

(e) Expand knowledge pertaining to scientific and technological research and development among public and private entities;

(f) Attract research and development (R&D) facilities and contracts from the federal government and private sector, including coordinating efforts to identify and compete for large federal and private sector R&D facilities, tracking federal technology initiatives and recommending state actions, and developing a statewide strategy to compete for large R&D contracts; and

(g) Facilitate and coordinate the marketing, organization, utilization and development of scientific and technological research and development in the Commonwealth.

3. (a) The Corporation is organized and shall be operated exclusively for scientific, educational and charitable purposes ~~amended (the "Code")~~. It may engage only in activities that may be carried on by a corporation exempt from federal income taxation under

Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (the "Code")~~Code of~~ or the corresponding provision of any future United States internal revenue law and by a corporation to which contributions are deductible under Section 170 (c) (2) of the Code or the corresponding provision of any future United States internal revenue law.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any private person or entity, except that the Corporation may pay reasonable compensation for goods provided and services rendered and may make payments or distributions in furtherance of the purposes set forth in Article 2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation; nor shall the Corporation participate or intervene (including by publishing or distributing statements) in any political campaign on behalf of any candidate for public office.

(c) The Corporation may receive and accept property, whether real, personal or mixed, by way of gift, bequest or devise, from any person or entity to be administered only in accordance with the purposes of the Corporation.

(d) In addition to any powers granted in these Articles, the Corporation shall have all powers conferred upon nonstock corporations by the Virginia Nonstock Corporation Act.

4. The Corporation shall have no members. All voting power, including without limitation the power to vote on amending these Articles, shall be vested in the Board of Directors.

5. The registered office of the Corporation is 2214 Rock Hill Road, Suite 600, Herndon, Virginia 22070, in the County of Fairfax. Its registered agent at that address is ~~Robert N. Beury, Jr.,~~ Susan Aitcheson, who is a resident of Virginia and ~~a member of the Virginia State Bar~~an officer of the Corporation.

6. The management of the affairs and properties of the Corporation and the disbursements of its funds shall be vested in a Board of Directors. The Board of Directors shall consist of those persons who are directors of the Virginia Innovation Partnership Authority, as provided for in Section 2.2-2353 of the Code of Virginia.

7. In the event that the Corporation is dissolved, any assets remaining after payment (or provision for payment) of all claims against it shall be distributed to the Virginia Innovation Partnership Authority, as provided for in Section 2.2-2355 of the Code of Virginia.

8. The Corporation shall insure that the economic benefits attributable to the income and property rights arising from any transactions in which the Corporation engages are allocated on a basis which is equitable in the reasonable business judgment of the Board of Directors, with due account being given to the interests of the citizens of the Commonwealth of Virginia and the needs of the Corporation.

9. (a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action or suit by or in

the right of the Corporation to procure a judgment in its favor), by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against judgments, fines, and amounts paid in settlement in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation. The termination of any action, suit or proceeding by judgment, order or settlement shall not of itself create a presumption that the person did not act in good faith and in the best interests of the Corporation.

(b) Notwithstanding the provisions of subsection (a) above, no indemnification shall be made in an action or suit by respect of any claim, issue or matter as to which such person shall have been finally adjudged to be liable for gross negligence or willful misconduct in the performance of his duty to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication or liability, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification.

(c) To the extent that any such person has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in subsection (a) or (b) above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under subsection (a) or (b) above (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of any such person is proper in the circumstances because he has met the applicable standard of conduct set forth in such subsection. Such determination shall be made either (1) by the Board of Directors, by a majority vote of a quorum of the members of the Board who were not parties to even if obtainable, if a quorum of the Board of Directors consisting of disinterested members so directs, by independent legal counsel in a written opinion. If the determination is to be made by the Board of Directors, reliance on the advice of independent counsel shall be permitted as to all questions of law.

(e) Expenses incurred in defending an action, suit or proceeding, whether civil, criminal, administrative or investigative, may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in subsection (d) above, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

(f) Every reference herein to a director, officer, employee or agent shall include former directors, officers, employees and agents, and their respective heirs, executors and administrators. The right of indemnification hereby provided shall not be exclusive of any other right of indemnification hereby provided shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled, including any right under policies of insurance that may be purchased and maintained by the Corporation or others, with respect to claims, issues or matters in relation to which the Corporation does not have power to indemnify such director, officer, employee or agent under the provisions of this section.