ARTICLE 12. RESEARCH AND DEVELOPMENT AGREEMENTS FOR STATE INSTITUTIONS OF HIGHER EDUCATION.

§18B-12-1. Definitions.

The following words used in this article shall, unless the context clearly indicates a different meaning, be construed as follows:

(a) "Agreement" means any agreement being entered into between a governing board and a corporation pursuant to section four of this article.

(b) "Corporation" means a nonstock, not-for-profit corporation established under the general corporation laws of the state which meets the description presented by section three of this article.

(c) "Corporate directors" means the board of directors of a corporation.

§18B-12-2. Legislative findings and purpose.

(a) The Legislature finds and determines that the future economic development in the state will depend in part upon research developed at the state institutions of higher education, and enhanced research opportunities for state institutions of higher education will promote the general economic welfare of the citizens of the state. In order to enhance the competitive position of state institutions of higher education in the current environment for research and development, expenditures for equipment and material for research projects must be handled in an expeditious fashion, and the acquisition and utilization of research grants can be simplified and expedited through the utilization of private corporations.

(b) The interest of the citizens of the state will be best met by agreements entered into and carried out by the governing boards and corporations to provide research assistance for state institutions of higher education. Therefore, in order to facilitate research and development grants and opportunities for state institutions of higher education, it is appropriate to authorize the governing boards to contract with private corporations organized for the purpose of providing such services to state institutions of higher education.

§18B-12-3. Boards authorized to contract with corporations; characteristics of corporations.

Each governing board for a state institution of higher education is hereby authorized to enter into agreements and any other contractual relationships with one or more corporations formed with respect to such state institution of higher education, but only if each such corporation meets the following descriptions:

(1) The president and the president's appointees from the institution shall constitute a majority of the voting corporate directors.

(2) The corporation must be organized as a non-profit, nonstock corporation under the general corporation laws of the state exclusively for charitable, educational or scientific purposes within the meaning of section 501(c) of the Internal Revenue Code of 1986, as amended, to foster and support research at the respective state institution of higher education and to provide evaluation, development, patenting, management and marketing
services for inventions of the faculty, staff and students of such state institution of higher education.

(3) The meetings of the corporate directors shall be subject to the provisions of section three, article nine-a, chapter six of this code.

(4) Upon dissolution of the corporation, the assets of the corporation shall be transferred to such entity as the appropriate governing board shall designate for the benefit of the state institution of higher education: Provided, That such recipient shall be an organization operated exclusively for charitable, educational or scientific purposes as shall at such time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

§18B-12-4. Agreement; required provisions.

(a) notwithstanding section ten, article three, chapter twelve of this code or any other provision of law to the contrary, each governing board is hereby authorized to enter into an agreement with a private corporation, which agreement shall be for the benefit of the state institution of higher education and contain the following provisions, subject to further specification as is mutually agreed upon by the governing board and the corporation:

(1) On the effective date of the agreement, the corporation is charged with the responsibility of serving as fiscal agent for sponsored projects conducted by the faculty, staff and students of the state institution of higher education, and grants shall be accepted by the corporation on behalf of the institution and assigned to the corporation for fiscal management.

(2) The corporation shall provide evaluation, development, patenting, licensing, management and marketing services for inventions, processes, trademarks, except institutional trademarks an institution's governing board elects to retain, copyrights or any other intellectual property developed by faculty, staff and students of any state institution of higher education.

(3) The corporation has the right to determine the application of the proceeds from any invention, process, trademark, except institutional trademarks an institution's governing board elects to retain, copyright or any other intellectual property developed by the faculty, staff or students of an institution among the corporation, the inventor or developer, and the institution.

(4) The corporation has the right to receive, purchase, hold, lease, use, sell and dispose of real and personal property of all classes subject to the provisions of section ten of this article.

(5) The corporation has such additional responsibilities related to the administration of research and development at the institution as are necessary or desirable.

(b) Upon termination of the agreement, the funds or grants paid or held by the corporation, and all other property held by the corporation, shall be transferred to the institution or its designee as the governing board directs.

(c) A corporation may utilize both corporation employees and personnel of the institution. The corporation may pay the costs incurred by the institution including personnel funded on grants and contracts, fringe benefits of personnel funded on grants and contracts, administrative support costs and other costs which may require
reimbursement. The corporation may include as costs any applicable overhead and fringe benefit assessments necessary to recover the costs expended by the institution, pursuant to the terms of the agreement, and that a board may be reimbursed for expenses incurred by it pursuant to the agreement.

§18B-12-5. Audit.

The operations of the corporation shall be subject to an audit by an independent auditor.

§18B-12-6. Conflicts of interest.

Notwithstanding any other provision of this code to the contrary, officers and employees of a governing board and the affected state institution of higher education may hold appointments to offices of the corporation and be corporate directors or officers or employees of other entities contracting with either the corporation or a governing board of a state institution of higher education. The executive director of the corporation shall have dual appointment with the state institution of higher education. The governing board of a state institution of higher education and the corporate directors must be informed of such appointments annually.

§18B-12-7. No waiver of sovereign immunity.

Nothing contained in this article shall be deemed or construed to waive or abrogate in any way the sovereign immunity of the state or to deprive a governing board of a state institution of higher education, a state institution of higher education or any officer or employee thereof of sovereign immunity.

§18B-12-8. Not obligation of the state.

Obligations of a corporation shall not constitute debts or obligations of a state institution of higher education, the governing board thereof or the state.

§18B-12-9. Sections and provisions severable.

The sections of this article, and the provisions and parts of said sections, are severable, and it is the intention to enact the whole or any part of the powers provided for in this article, and, if any of said sections, or the provisions or parts of any said sections, or the application thereof to any person or circumstance, are for any reason held unconstitutional or invalid, it is the intention that the remaining sections of this article, and the remaining provisions or parts of any said sections, shall remain in full force and effect.

§18B-12-10. Assignment or transfer of property to certain corporations.

(a) Institutional boards of governors may provide and transfer funding and property,
both real and personal, to corporations as defined in section one of this article, and with
which the institution under its jurisdiction has contracted pursuant to the provisions of
this article. Any deed that transfers real property under the provisions of this section to a
corporation, as defined in section one of this article, for either: (i) Research and
development; (ii) economic development projects resulting in the creation of employment
related to the results of research and development conducted on the property; or (iii) both;
under this section shall include provisions requiring that the real property revert to the
institution under the following circumstances:

(1) For a period of two years, the property is not used for at least one of the
purposes for which it may be conveyed;

(2) The corporation to which the real property is transferred is dissolved; or

(3) The corporation files a petition in bankruptcy.

(b) Any corporation, as that term is defined in section one of this article, may
provide and transfer funding and property, both real and personal, to another person, firm
or corporation for: (i) Research and development; (ii) economic development projects
resulting in the creation of employment related to the results of research and development
conducted on the property; or (iii) both. Any deed that transfers real property to a person,
firm or corporation shall include provisions requiring that the real property revert to the
corporation, as defined in section one of this article, under the following circumstances:

(1) For a period of six months, the property is not used for at least one of the
purposes for which it may be conveyed;

(2) The corporation to which the real property is transferred is dissolved; or

(3) The corporation files a petition in bankruptcy.

(c) The person, firm or corporation that receives real property from the corporation,
as defined in section one of this article, may not transfer the property to another party
without the written permission of the corporation, as defined in section one of this article.
The corporation, as defined in section one of this article, may not grant any such request
unless the corporation determines that covenants in the deed or lease agreement provide
adequate assurance that the terms of subsections (a) and (b) of this section are preserved.

(d) At least twenty days before the transfer of any property pursuant to the
provisions of this section, the institutional board of governors or the corporation, as
defined in section one of this article, whichever is appropriate, shall give public notice of
the transfer through a Class II legal advertisement in accordance with the provisions of
article three, chapter fifty-nine of this code.
FIRST: The present name of the corporation is: West Virginia State College Research and Development Corporation

SECOND: The date of the adoption of the amendment(s): May 4, 2004

THIRD: In the manner prescribed by the WV Code Chapter 31D, Article 10, Section 1005, the members/board of directors have adopted the following amendment(s) to the Articles of Incorporation:

☐ Statement required by the IRS to be included in Articles of Incorporation, Restatement or Amendment for 501(c)(3) status approval (attached)

☒ Change of name to: Research and Development Corporation

☐ Other (attach amendments to form)

FOURTH: Check and complete the applicable statement:

☒ At a meeting held on 5/4/04 a quorum of the members entitled to vote on the amendment were present and the amendment was adopted by a majority of members present.

☐ The amendment was adopted by consent in writing signed by all members entitled to vote on the amendment.

☐ No members were entitled to vote on the amendment. At a meeting held on the ________ amendment was adopted by a majority of the directors in office.

FIFTH: Articles of amendment prepared by:

(name) Dr. Jose Uliases Toledo (Secretary of the Corporation)

(address) 100 East Mall, PO Box 1000 Institute, WV 25112

(phone #) (304) 766-4290

SIXTH: Signature of one of the officers or chairman of the board of directors of the corporation:

Dr. Hazo W. Carter Jr. 
Print Name: Hazo W. Carter Jr. 
Signature: 
Title or Capacity: Chairman of the Board

Form CD-3 Issued by the WV Secretary of State, State Capitol, Charleston Revised 2/04
State of West Virginia

Certificate

I, Joe Manchin III, Secretary of State of the State of West Virginia, hereby certify that

Articles of Amendment to the Articles of Incorporation of

WEST VIRGINIA STATE COLLEGE RESEARCH AND DEVELOPMENT CORPORATION

Are filed in my office as required by the provisions of the West Virginia Code and are found to conform to law. Therefore, I issue this.

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

changing the name of the corporation to

WEST VIRGINIA STATE UNIVERSITY RESEARCH AND DEVELOPMENT CORPORATION


Given under my hand and the Great Seal of the State of West Virginia on this day of May 19, 2004

Secretary of State
CORPORATE RESOLUTION

I, Jose Ulises Toledo, Secretary of the West Virginia State College Research & Development Corporation, a corporation organized under the laws of the State of West Virginia, hereby certify that the following is a full and true copy of a resolution adopted at a meeting of the Board of Directors of said Company, duly held on the 4th day of May, 2004:

"RESOLVED that the name of the organization reflects the change in status currently assigned to the institution; thus it should be amended and recognized as: "West Virginia State University Research and Development Corporation". The amendment is hereby authorized and approved by the Board of Directors;"

AND I DO FURTHER CERTIFY that the above resolution has not been in any wise altered, amended or repealed, and is now in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of said West Virginia State College Research & Development Corporation this 4th day of May 2004.

(R. Charles Byers)
(Signature)

Title: Executive Director
R. Charles Byers
WEST VIRGINIA
ARTICLES OF INCORPORATION
of
West Virginia State College Research and Development Corporation

The undersigned, acting as incorporator(s) of a corporation under Chapter 31, Article 1, Section 27 of the West Virginia Code, adopt(s) the following Articles of Incorporation for such corporation:

1. The undersigned agree to become a West Virginia corporation by the name of

   West Virginia State College Research and Development Corporation

   (The name of the corporation shall contain one of the words "corporation," "company," "incorporated," "limited" or shall contain an abbreviation of one of such words (§31-1-11, W. Va. Code)

2. A. The address at the physical location of the principal office of the corporation will be Ferrell Hall,

   Room 112, West Virginia State College, Route 25

   city, town or village of Institute, county of Kanawha

   State of West Virginia, Zip Code 25112-1000

   The mailing address of the above location, if different, will be West Virginia State College,

   Campus Box 180, P. O. Box 1000, Institute, WV 25112-1000

   B. The address at the physical location of the principal place of business in West Virginia of the corporation, if different

   than the above address, will be NA, street, in the city, town or village

   of , county, West Virginia, Zip Code

   The mailing address of the above location, if different, will be

3. This corporation is organized as:

   A. Non-stock, non-profit X

   or

   B. Stock, for profit , and the aggregate value of the authorized capital stock of said profit corporation

   will be dollars, which shall be divided into shares of the par value of dollars each. (If the shares are to be divided

   (or state "without par value," if applicable)

   into more than one class or if the corporation is to issue shares in any preferred or special class in series, additional

   statements are required within the articles of incorporation.) (As provided by law, for the purpose of assessment of

   the license tax, and for no other purpose, shares of stock having no par value shall be presumed to be of the par

   value of $25 each; but, if such stock was originally issued for a consideration greater than $25 per share, the annual

   license taxes as are required to be paid to the Tax Commissioner shall be computed upon the basis of the

   consideration for which such stock was issued. W. Va. Code §11-12-78)

4. The period of duration of the corporation, which may be perpetual, is perpetual
5. The purpose(s) for which this corporation is formed (which may be stated to be, or to include, the transaction of any or all lawful business for which corporations may be incorporated in West Virginia), is (are) as follows:

The purpose for which the corporation is organized is to operate as a nonprofit corporation exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including by way of illustration but not by way of limitation, the following directly related purposes:

a. to solicit, receive, accept, hold, administer, invest and disburse for charitable, educational and scientific purposes such funds as may, from time to time, be given to the corporation by any persons, corporations, foundations, or governmental agencies, and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with any other person, persons or corporations, any property, real, personal, tangible or intangible, or any undivided interest therein, without (continued on attachment)

6. The provisions for the regulation of the internal affairs of the corporation, which the incorporators elect to set forth in the articles of incorporation, are as follows:

a. The corporation shall have no members and it shall be directed by its board of directors, in accordance with the West Virginia Corporation Act and as provided in the by-laws of the corporation to be hereafter adopted. The number of directors constituting the board of directors of the corporation, the manner in which such directors are to be elected and the term of such directors shall be fixed by the by-laws of the corporation to be hereafter adopted. (continued on attachment)

7. The provisions granting, limiting or denying preemptive rights to shareholders, if any, are as follows:

This corporation shall be a nonprofit, nonstock corporation. No part of the net earnings of the corporation shall inure to the benefit of any member of the board of directors, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member of the board of directors, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office. (continued on attachment)
8. The full name(s) and address(es) of the incorporator(s), including street and street numbers, if any, and the city, town or village, including the zip code, and the number of shares subscribed for by each is(are) as follows:

<table>
<thead>
<tr>
<th>NAME</th>
<th>ADDRESS</th>
<th>Number of Shares (Optional)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Pamela S. Sturm</td>
<td>Campus Box 180</td>
<td>NA</td>
</tr>
<tr>
<td></td>
<td>P. O. Box 1000</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Institute, WV 25112-1000</td>
<td></td>
</tr>
</tbody>
</table>

9. The number of directors constituting the initial board of directors of the corporation is thirteen and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders/members, or until their successors are elected and shall qualify, are as follows:

<table>
<thead>
<tr>
<th>NAME</th>
<th>ADDRESS</th>
</tr>
</thead>
<tbody>
<tr>
<td>Hazo W. Carter, Jr.</td>
<td>West Virginia State College</td>
</tr>
<tr>
<td></td>
<td>Campus Box 200</td>
</tr>
<tr>
<td></td>
<td>P. O. Box 1000</td>
</tr>
<tr>
<td></td>
<td>Institute, WV 25112-1000</td>
</tr>
</tbody>
</table>

10. The name and address of the appointed person to whom notice or process may be sent is Pamela S. Sturm

Campus Box 180, P. O. Box 1000, Institute, WV 25112-1000

ACKNOWLEDGEMENT

I (We), the undersigned, for the purpose of forming a corporation under the laws of the State of West Virginia, do make and file this "Articles of Incorporation."

In witness whereof, I (we) have accordingly hereunto set my(our) respective hands this 17 day of May, 1991.

(All incorporators must sign below. Names and signatures must appear the same throughout the Articles of Incorporation.)

Photocopies of the signatures of the incorporators and the Notary Public cannot be accepted.

Pamela S. Sturm

STATE OF: West Virginia

COUNTY OF: Kanawha

Barbara L. Nanson, a Notary Public, in and for the county and state aforesaid, hereby certify that the names of all incorporators as shown in Item 8 must be inserted in this space by official taking acknowledgment.

Pamela S. Sturm

whose name(s) is(are) signed to the foregoing Articles of Incorporation, this day personally appeared before me in my said county and acknowledged his/her/their signature(s).

My commission expires Dec. 4, 1995

Barbara L. Nanson
(Notary Public)

ARTICLES OF INCORPORATION PREPARED BY
Pamela S. Sturm

whose mailing address is Campus Box 180, P. O. Box 1000, Institute, WV 25112-1000

Official Form 101
5. The purposes for which this corporation is formed are as follows (continued from page 2):

limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or income thereof in such manner as, in the judgement of the board of directors, will best promote the purposes of this corporation without limitation (except such limitations, if any, as may be contained in the instrument under which such property is received, these articles of incorporation, the by-laws of the corporation, or any laws applicable thereto); to make distributions for its exempt purpose, including but not limited to distributions to other charitable, educational and scientific organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code for the purpose of accomplishing the purposes set forth herein;

b. without limiting the generality of the foregoing, to (1) foster, support, participate in and assist in any research and economic development activities in furtherance of the educational objectives and mission of West Virginia State College, (2) act for and on behalf of West Virginia State College in the solicitation and receipt and disbursement of funds for grants and contracts pursuant to the educational objectives and mission of West Virginia State College, and (3) assist and act for and on behalf of West Virginia State College
with respect to training and education activities and with respect to matters such as public service, scholarships, fellowships, publications and endowments, together with all other purposes consistent with the educational objectives and mission of West Virginia State College and the policies and governing regulations applicable thereto;

c. to enter into agreements, joint ventures or other corporative undertakings to facilitate and further the overall purposes of the corporation; and

d. in general to do all things that may appear necessary and useful in accomplishing the purposes set forth herein.
6. The provisions for the regulation of the internal affairs of the corporation, which the incorporators elect to set forth in the articles of incorporation, are as follows (continued from page 2):

b. The board of directors of the corporation shall have the power:

(1) to adopt by-laws and to amend and repeal the same, and to provide therein for the internal control, management and government of the corporation,

(2) to amend these Articles of Incorporation,

(3) to elect or appoint officers to carry out the business and purposes of the corporation,

(4) to provide for an executive committee of the board of directors, and to authorize it to transact any or all business on behalf of the corporation, except as otherwise prohibited by the West Virginia Corporation Act, Section 141,

(5) to provide for other committees to assist in attainment of the purposes of the corporation and

(6) to do all other acts reasonably necessary or convenient to carry out all of the purposes and objectives of the corporation which are not inconsistent with these Articles of Incorporation or the laws of the State of West Virginia.

c. Upon dissolution or other termination of the corporation, all of its net assets shall be distributed for one or
more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such exempt purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such exempt purposes.
7. The provisions granting, limiting or denying preemptive rights to shareholders, if any, are as follows (continued from page 2):

This corporation shall not be operated for the primary purpose of carrying on a trade or business and the corporation shall not engage in any activity or activities which are unlawful under the laws of the United States, the State of West Virginia, or any other jurisdiction where its activities are carried on; nor shall it engage in any transaction defined at the time as prohibited under the Internal Revenue Code of 1986.

Notwithstanding any other provision of these Articles of Incorporation, if at any time or times the corporation shall be a "private foundation" under Section 509 of the code, then during such time or times, the corporation will:

a. distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws;

b. not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws;

c. not retain any excess business holdings as defined in
Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal laws;

d. not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; and

e. not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on:

a. by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any similar law subsequently enacted, and any regulations adopted pursuant thereto); or

b. by an organization to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or any similar law subsequently enacted, and any regulations adopted pursuant thereto).
9. The number of directors constituting the initial board of directors is thirteen and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders/members, or until their successors are elected and shall qualify, are as follows (continued from page 3):

Steve W. Batson  
West Virginia State College  
Campus Box 180  
P. O. Box 1000  
Institute, WV 25112-1000

James E. Brimhall  
West Virginia State College  
Campus Box 200  
P. O. Box 1000  
Institute, WV 25112-1000

Barbara J. Oden  
West Virginia State College  
Campus Box 192  
P. O. Box 1000  
Institute, WV 25112-1000

Elizabeth T. Brown  
West Virginia State College  
Campus Box 170  
P. O. Box 1000  
Institute, WV 25112-1000
<table>
<thead>
<tr>
<th>Name</th>
<th>Institution</th>
<th>Address Details</th>
</tr>
</thead>
<tbody>
<tr>
<td>Maude P. Brunstetter</td>
<td>West Virginia State College</td>
<td>Campus Box 115</td>
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<td></td>
<td></td>
<td>P. O. Box 1000</td>
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<tr>
<td></td>
<td></td>
<td>Institute, WV 25112-1000</td>
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<tr>
<td>Katherine Harper-Morris</td>
<td>West Virginia State College</td>
<td>Campus Box 151</td>
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<td>P. O. Box 1000</td>
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<td></td>
<td></td>
<td>Institute, WV 25112-1000</td>
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<tr>
<td>Douglas Miller</td>
<td>West Virginia State College</td>
<td>Campus Box 7</td>
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<td>P. O. Box 1000</td>
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<tr>
<td></td>
<td></td>
<td>Institute, WV 25112-1000</td>
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<tr>
<td>Charles Perdue</td>
<td>West Virginia State College</td>
<td>Campus Box 104</td>
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<tr>
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<td>P. O. Box 1000</td>
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<td>Institute, WV 25112-1000</td>
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<tr>
<td>Pamela S. Sturm</td>
<td>West Virginia State College</td>
<td>Campus Box 180</td>
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<td>Institute, WV 25112-1000</td>
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</tbody>
</table>
Nick Wounaris
West Virginia State College
Campus Box 191
P. O. Box 1000
Institute, WV 25112-1000

This instrument was presented to the Clerk of the County Commission of Kanawha County, West Virginia, on and the same is admitted to record. MAY 20 1988

Teste: Kanawha County Commission