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**FOURTH AMENDED AND RESTATED ARTICLES OF INCORPORATION
UNIVERSITY OF IDAHO FOUNDATION, INC.**

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The Third Amended and Restated Articles of Incorporation of the University of Idaho Foundation, Inc. (“**Foundation**”) are amended and restated in their entirety by the following Fourth Amended and Restated Articles of Incorporation (“**Articles**”) that were approved on June 7, 2024 by a majority vote of the Foundation’s Board of Directors (“**Board**”) to be effective on July 1, 2024.

ARTICLE I.
Name and Address

The name of the Foundation is:

UNIVERSITY OF IDAHO FOUNDATION, INC.

The registered agent and address of the registered and principal office of the Foundation is:

Chief Executive Officer
University of Idaho Foundation, Inc.
875 Perimeter Drive MS 3143
Moscow, Idaho 83844-3143

ARTICLE II.
Nonprofit

The Foundation is a nonprofit corporation under the Idaho Nonprofit Corporation Act. The Foundation is not formed for pecuniary profit. No part of the income or assets of the Foundation shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and reimbursement may be made for any expenses incurred for the Foundation by any officer, director, agent or employee, or any other person, pursuant to and upon authorization of the Board of Directors. No member, director or officer of the Foundation, or any other private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Foundation or otherwise.

No part of the assets of the Foundation shall inure to the benefit of or be distributable to any organization (a) whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual or (b) of which any substantial part of the organization’s activities consist of carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE III.
Term

The term of the Foundation is perpetual.

ARTICLE IV.
Purposes

The Foundation is organized, and shall be operated exclusively, for charitable, scientific, literary or educational purposes within the meaning of and pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under the corresponding provision of any future federal tax code (“Code”). In furtherance of such purposes, the Foundation may exercise all of the rights and powers conferred by the laws of the State of Idaho upon nonprofit corporations. Without limiting the generality of the foregoing, the Foundation shall: (a) solicit, receive and accept gifts, devises, bequests and other direct or indirect contributions of money and other property made for the benefit of the University of Idaho (“University”) from the general public (including individuals, corporations, other entities and other sources); (b) manage and invest the money and property the Foundation receives for the benefit of the University; and (c) support and assist the University in donor relations. No substantial part of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Section 501(h) of the Code, and the Foundation 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 provision of these Articles, the Foundation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, and (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE V.
Membership

The Foundation shall have no members.

ARTICLE VI.
Board of Directors

The affairs of the Foundation shall be managed by its Board. The members of the Board (each a “Director”) shall be elected by the existing Directors of the Foundation in the manner and for the term provided in the Foundation’s bylaws.

ARTICLE VII.
Officers

The officers of the Foundation, the criteria for their election, and their respective duties shall be set forth in the Foundation’s bylaws.

ARTICLE VIII.
Dissolution

In the event of the dissolution of the Foundation, or in the event that it should cease to carry out its purposes, no Director, officer or individual shall be entitled to or receive any distribution or division of the Foundation’s remaining assets, property or proceeds, and the balance of all assets, property and proceeds of the Foundation from any source, after the payment of all debts and

obligations of the Foundation, shall be vested in the Board of Regents of the University of Idaho in trust for the use and benefit of the University.

Any such assets, property and proceeds not so disposed of shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or shall be distributed to a federal, state or local government for a public purpose.

ARTICLE IX.
Tax Exemption

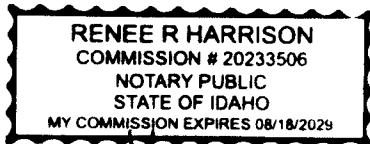
The Foundation was incorporated as a tax-exempt organization to which deductible gifts may be made pursuant to the terms of the Code. To that end, the Foundation shall be subject to all restrictions and requirements now or hereafter imposed by the Code and any rules and regulations duly and properly promulgated in the application and interpretation of the Code with which compliance is required for qualification as a tax-exempt entity described in Sections 501(c)(3) and 170(c)(2) of the Code. In particular, in any year in which the Foundation is a "private foundation" as that term is defined in the Code, its income must be distributed at such time and in such manner as not to subject the Foundation to taxes under Section 4942 of the Code, or in the regulations promulgated thereto, and the Foundation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code, or in the regulations promulgated pursuant thereto, (b) retain any excess business holdings in violation of the provisions of Section 4943(c) of the Code, or under the regulations promulgated pursuant thereto, (c) make any investments in such manner as to subject the Foundation to taxes under Section 4944 of the Code, or in the regulations promulgated pursuant thereto, and (d) make any taxable expenditures as defined in Section 4945(d) of the Code, or in the regulations promulgated pursuant thereto.

ARTICLE X.
Amendments

The Board shall be authorized to amend these Articles and the Foundation's bylaws at a properly noticed special or regular meeting of the Board or upon the unanimous written consent of the Board.

Executed on the date set forth below to be effective on July 1, 2024.

THE UNIVERSITY OF IDAHO FOUNDATION, INC.



By:

David Butler

David Butler, Secretary

Date:

6/6/24

Renee R Harrison
6/7/24