



**Department of State.**

**CERTIFICATE OF AMENDMENT  
OF**

**IDAHO RESEARCH FOUNDATION, INC.**

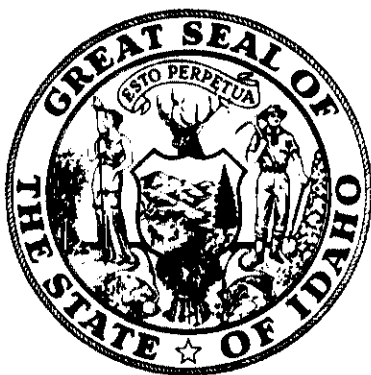
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that  
duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

**IDAHO RESEARCH FOUNDATION, INC.**

duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have  
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of  
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles  
of Amendment.

Dated December 13, 19 90



*Pete T. Cenarrusa*

SECRETARY OF STATE

*[Signature]*

Corporation Clerk

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

IDAHO RESEARCH FOUNDATION, INC.

(AN IDAHO NONPROFIT CORPORATION)

Dec 13 10 04 AM '90

SECRETARY OF STATE

The Articles of Incorporation of Idaho Research Foundation, Inc. are hereby amended and restated in their entirety pursuant to resolutions adopted by a majority of the members of the Corporation present at the annual meeting of members held on November 1, 1990 at which a quorum was present. The resolutions adopted by the membership add new Articles II, VI, VII and X and amend existing Articles I, II, III, IV, V, VI, VII, VIII, IX and X of the Articles of Incorporation. These Amended and Restated Articles of Incorporation of Idaho Research Foundation, Inc. correctly set forth the provisions of the Articles of Incorporation as previously amended and restated and supercede the original Articles of Incorporation and all previous amendments thereto and restatements thereof. These Amended and Restated Articles of Incorporation of Idaho Research Foundation, Inc., therefore amend and restate in their entirety the Articles of Incorporation of Idaho Research Foundation, Inc.

ARTICLE I. NAME

The name of the corporation shall be the IDAHO RESEARCH FOUNDATION, INC. (hereinafter referred to as the "Corporation").

## **ARTICLE II. PERIOD OF DURATION**

The period of duration of the Corporation shall be perpetual.

## **ARTICLE III. LOCATION**

Its principal place of business is Moscow, Idaho.

## **ARTICLE IV. PURPOSE**

The Corporation is organized and shall be operated exclusively for the benefit of the University of Idaho. The Corporation is organized and shall be operated exclusively for charitable, scientific, or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including for such purposes:

1. To encourage, foster, and aid scientific research which is in the public interest at the University of Idaho by the faculty, staff, and students thereof, by providing program and financial support to the University of Idaho.
2. To encourage, foster and aid the scientific education of students at the University of Idaho, through the conduct of scientific investigations and research, by providing program and financial support to the University of Idaho.

3. To disseminate the scientific knowledge and technical information which results from the scientific research conducted at the University of Idaho on a nondiscriminatory basis to the general public.
4. To encourage and assist faculty, staff, and students at the University of Idaho in undertaking scientific research by providing the University of Idaho the means, methods, and agencies by which discoveries, inventions, processes, and scholarly works which are scientific and in the public interest may be developed, applied, patented, and copyrighted to the greatest advantage of the public, and to furnish the means, methods, and agencies for the administration and disposition of patent rights, copyrights, and other interests pertaining to such discoveries, inventions, and processes, and to pay the necessary and appropriate expenses thereof.
5. To promote and manage negotiations of contracts with the United States, or any of its agencies or instrumentalities, or any other entities interested in sponsoring research to be carried out by faculty, staff, and students at the University of Idaho, either alone or with others,

in corporations, partnerships, joint ventures, or other entities formed or availed of for such purpose, where such research is scientific and in the public interest and is consistent with the Corporation's and the University of Idaho's research and employment policies.

6. To sponsor and conduct seminars, conferences, and workshops on academic research development and technology transfer for universities, businesses, and the general public.

#### ARTICLE V. POWERS

Solely for the furtherance of the purpose set forth in Article IV, the Corporation shall possess the powers granted to corporations under the Idaho Nonprofit Corporation Act and the Idaho Business Corporation Act, not inconsistent with the limits established by Section 501(c)(3) of the Internal Revenue Code, as now stated or as hereafter amended. The Corporation is not empowered to undertake any nonexempt activities beyond such limits. The Corporation's powers shall include:

1. The power to conduct business consistent with the Corporation's purposes in the 50 States, the District of Columbia, the territories of the United States, and in foreign countries.

2. The power to acquire in any lawful manner such property, real, personal or mixed, tangible or intangible, or interest therein, as may be necessary to further the Corporation's purposes, and to hold, use, lease, sell, mortgage, pledge, assign, transfer, or convey the same or any part thereof.
3. The right to sue and be sued, complain and defend in any judicial proceeding, to contract and be contracted with, and to employ and discharge employees.
4. The right to prosecute and aid in the prosecution of copyrights and copyright registrations of literary and artistic works as well as patents and applications for patents, both foreign and domestic; the power to acquire and to sell or otherwise dispose of copyrighted works, inventions, and discoveries, applications for patents, and patents, both domestic and foreign, and all rights, licenses and interests in inventions, processes, discoveries, patents and applications for patents; the power to accept the same subject to such conditions or trusts as may be attached thereto or imposed thereon with respect to payment of royalties, applications of

income and proceeds, or otherwise; and the power to obligate itself to perform and execute any and all such conditions or trusts. The rights and powers established in this Section may be exercised only upon the results of scientific research conducted at the University of Idaho by its faculty, staff, and students.

5. The power to borrow money and issue, sell, or pledge bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, secured or unsecured, and to purchase, acquire, subscribe for, hold and dispose of the shares, bonds, and other evidences of indebtedness or contracts of any other corporation, domestic or foreign.
6. The right to receive by gift, device, bequest, or otherwise any money or property absolutely or in trust, to be used, either the principal or the income therefrom, for the furtherance of any of the expressed purposes of the Corporation.
7. The authority to secure licenses with entities that will experiment upon, test, promote, and develop the public, scientific and commercial value of inventions, discoveries, and processes arising from scientific research conducted at the

University of Idaho by its faculty, staff, and students.

8. The power to appoint such officers and agents as the business of the Corporation shall require and to compensate them as provided in Article XII.

Nothing herein contained shall be deemed to authorize the Corporation to engage in any activities that would constitute a regular business of a kind ordinarily carried on for profit, nor to promote the private interest of or to perform particular services for any private individual.

#### ARTICLE VI. LIMITATIONS ON POLITICAL ACTIVITY

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except as may be permitted to Section 501(c)(3) organizations by the Internal Revenue Code, 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.

#### ARTICLE VII. TAX-EXEMPT STATUS

It is intended that the Corporation shall continue to have the status of a corporation that is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

#### ARTICLE VIII. MEMBERSHIP

The Corporation shall have no capital stock. The members of the Board of Directors shall constitute the membership of this Corporation; provided, however, that the membership may be increased in such manner as is provided in the Bylaws of the Corporation.

The members of the Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation.

#### ARTICLE IX. BOARD OF DIRECTORS

Pursuant to Section 30-314(c) of the Idaho Code, the business affairs of the Corporation shall be managed by its Board of Directors, which shall consist of at least thirteen (13) and no more than twenty-five (25) members. The Board of Directors shall, at all times (except in cases of vacancies occurring from time to time), be constituted by a majority of directors who are not employed, on a full-time basis, pursuant to a Board of Regents appointment or a Board of Education appointment, by the University of Idaho. The Board of Directors shall be appointed or elected as follows:

- (a) one Director shall be the President of the University of Idaho;
- (b) one Director shall be the Senior Research Officer of the University of Idaho;

- (c) at least four Directors shall be deans or major program administrators or members of the research faculty of the University of Idaho to be selected by the President of the University of Idaho; and
- (d) the remaining Directors shall be elected by the membership.

The terms of the elected members of the Board of Directors shall be three years; provided that the membership may appoint certain Directors for a term of less than three years in order to assure that approximately one-third of the directors are elected each year. Elected Directors may serve no more than two successive terms. The procedure for the election of directors and the filling of vacancies shall be set forth in the Bylaws.

#### ARTICLE X. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Any director, officer, or employee of the Corporation shall be indemnified by the Corporation against expenses (including attorney's fees), judgments, fines, and amounts paid in settlements actually and reasonably incurred by him in connection with any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, or employee of the Corporation, provided that the director, officer, or employee:

- (a) did not breach a duty of loyalty to the Corporation;
- (b) acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation;
- (c) did not engage in intentional misconduct;
- (d) did not knowingly violate a law;
- (e) did not obtain an improper personal benefit;
- (f) with respect to any criminal proceeding, had no reasonable cause to believe his conduct was unlawful.

#### ARTICLE XI. BYLAWS

The Board of Directors shall have the power to adopt Bylaws and to amend, alter, and repeal the same. In addition to the other provisions, the Bylaws shall provide for the specific number of directors (within the range set forth in Article IX hereof), the manner of their selection, and the procedure for filling vacancies on the Board. The Bylaws will also provide for the number and title of officers and the term during which they serve.

#### ARTICLE XII. COMPENSATION OF DIRECTORS AND AGENTS

No member, director, officer, or other agent of the Corporation may receive any pecuniary benefit from the

Corporation, except such reasonable compensation as may be allowed for services actually rendered. None of the Corporation's property or assets shall inure to the benefit of any member, director, officer, or other agent of the Corporation.

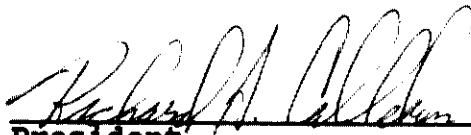
#### ARTICLE XIII. DISTRIBUTION OF PROCEEDS

The Corporation shall distribute any proceeds derived from its activities to the University of Idaho for the furtherance of the University's educational and scientific activities, including but not limited to the awarding of fellowships and scholarships, the recruitment and retention of educators and scholars, and the support of future research activities. To the extent agreed upon by the University and the Corporation, the Corporation may retain an amount of such proceeds necessary for its costs of operation to be used solely in furtherance of the Corporation's exempt purposes as set forth in Article IV. The Corporation shall not distribute proceeds to or otherwise directly benefit any organization other than the University of Idaho. No part of the net proceeds of the Corporation shall inure to the benefit of any private individual, in accordance with Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XIV. DISPOSAL OF ASSETS

In the event of the dissolution of the Corporation, all of its property, real, personal, and mixed and wheresoever situated, shall vest immediately and absolutely in the Regents of the University of Idaho to be used for the exempt purposes set forth in Article IV, and none of its property shall inure to the benefit of any member, director, officer, or other agent of the Corporation or other private individual.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 30th day of November, 1990.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Assistant Secretary

STATE OF IDAHO       )  
                              ) ss.  
County of Latah       )

I, Heidi E. Herndon, a notary public, do hereby certify that on this 30th day of November, 19 90, personally appeared before me Richard A. Callahan and Corinne K. McKean who, being my first duly sworn, declared that they are the President and Assistant Secretary, respectively, of IDAHO RESEARCH FOUNDATION, INC., that they signed the foregoing documents as President and Secretary of the Corporation, respectively, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

(SEAL)

Heidi E. Herndon  
Notary Public for Idaho  
Residing at Moscow  
My Commission Expires 6/29/94