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SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF AMENDMENT  
OF  
THE UNIVERSITY OF IDAHO FOUNDATION, INC.**

Pursuant to the provisions of Title 30, Chapter 3, Idaho Code, The University of Idaho Foundation, Inc. adopts the following Articles of Amendment to its Third Revised and Restated Articles of Incorporation (the "Articles of Incorporation"):

**FIRST:** The name of the Corporation is The University of Idaho Foundation, Inc.

**SECOND:** The following Articles of the Corporation's Articles of Incorporation are amended to state as follows:

**ARTICLE I.  
Name and Address.**

The name of this corporation is:

THE UNIVERSITY OF FOUNDATION, INC.

The registered agent, location, and address of the registered and principal office of the Corporation is:

Nancy McDaniel  
714 W. State Street, Suite 240  
Boise, Idaho 83702

**ARTICLE V.  
Trust and Trust Funds.**

This Article shall be deleted.

**ARTICLE VII.  
No Members.**

The Corporation shall have no members.

IDAHO SECRETARY OF STATE  
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**ARTICLE VIII.**  
Board of Directors.

The affairs of the Corporation shall be managed by its Board of Directors. The Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Corporation's bylaws.

**ARTICLE IX.**  
Officers.

The officers of the Corporation and their respective duties shall be as set forth in the Corporation's bylaws.

**ARTICLE XI.**  
Tax Exemption.

The Corporation was incorporated as a tax-exempt organization to which deductible gifts may be made pursuant to the terms of the Internal Revenue Code. To that end, this Corporation shall be subject to all restrictions and requirements now or hereafter imposed by the United States Internal Revenue Code, any rules and regulations duly and properly promulgated in the application and interpretation of said Code with which compliance is required for qualification as a tax exempt entity described in Section 170(c)(2) of the Code. In particular, in any year in which this Corporation is a "private foundation," as that term is defined in the Internal Revenue Code, its income must be distributed at such time and in such manner as not to subject this Corporation to taxes under Section 4942, Internal Revenue Code, or in the regulations promulgated thereto, and the corporation shall not engage in any act of self dealing as defined in Section 4941, Internal Revenue Code, or in the regulations promulgated pursuant thereto, and shall not retain any excess business holdings as defined in Section 4042(c), Internal Revenue Code, or under the regulations promulgated pursuant thereto, and shall not make any investments in such manner as to subject the Corporation to taxes under Section 4944, Internal Revenue Code, or in the regulations promulgated pursuant thereto, and shall not make any taxable expenditures as defined in Section 4945(d), Internal Revenue Code, or in the regulations promulgated thereto.

**ARTICLE XII.**  
Amendments.

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

**THIRD:** The date of the adoption of this amendment by the Members of the Corporation was the 30th day of January, 2009, in the manner prescribed by the Idaho Nonprofit Corporation Act. The number of members entitled to vote was 18. The number of members that voted for this amendment was 14, which was sufficient for

approval of the amendment. The number of members that voted against this amendment was 0.

Dated the 30th day of January, 2009.

THE UNIVERSITY OF IDAHO  
FOUNDATION, INC.

By: Frances T. Ellsworth  
Frances T. Ellsworth, Chairman

By: Nancy C. McDaniel  
Nancy C. McDaniel, Secretary

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