



Department of State.

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

I, ~~ARNOLD SWICORD~~ ^{PETE T. CENARRUSA}, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

THE UNIVERSITY OF IDAHO FOUNDATION, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the 30th day of June 19 72, original articles of amendment, as provided by Section s 30-146 and 30-147, Idaho Code, amending articles I through XVIII

and that the said articles of amendment contain the statement of facts required by law, and are ^{to be} recorded on ~~Film~~ ^{microfilm} of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 30th day of June, A. D., 19 72.

UNIVERSITY OF IDAHO FOUNDATION, INC.

The members of the University of Idaho Foundation, Inc., an Idaho corporation, take the following action pursuant to Article X of its Articles of Incorporation:

RESOLVED, that the Articles of Incorporation are amended and restated to read as follows:

RESTATED

ARTICLES OF INCORPORATION

OF

THE UNIVERSITY OF IDAHO FOUNDATION, INC.

We, the undersigned, each of whom is a natural person and a citizen of the United States of America of the age of twenty-one (21) years and upwards, associate together for the purpose of forming a non-profit corporation under Section 30-117A of the Idaho Code, and we declare that:

ARTICLE I

GENERAL PROVISIONS

The name of this corporation is THE UNIVERSITY OF IDAHO FOUNDATION, INC. (hereinafter called "the Foundation").

The life of this corporation shall be perpetual.

There are no authorized shares of stock in this corporation.

The location and post office address of the principal and registered office of this corporation is the University of Idaho, Moscow, Idaho.

ARTICLE II

PURPOSES

The purposes for which this corporation is formed are to solicit and receive, by gift, devise or otherwise, monies and property, real and personal, to be held, managed, and used exclusively for the benefit of the University of Idaho (hereinafter called "the University"): provided, however, that the receipt, management, and use of property in the Foundation shall be subject to such rules and regulations as may be prescribed by the Board of Regents of the University.

ARTICLE III

SPECIAL TRUSTS

Notwithstanding the provisions of Article II, any donor or testator may direct that his gift shall be held upon such charitable trusts as may be specifically designated by said donor or testator and in such case his intentions shall be carried out by the Foundation. Donors or testators may give a principal sum outright to the Foundation for the benefit of said Foundation, and provide that the income thereof shall be payable to the donor during his life, or that it shall be paid to a beneficiary or beneficiaries named by him for life, or for some other period of time, and that after the termination of the estate or estates so provided, the income or principal shall be disbursed as part of the unrestricted income or principal of said Foundation in accordance with Article II or for such charitable purposes as

the donor or testator may specify in accordance with this Article III.

If the members of the Foundation by the vote of ninety (90) per cent of the members shall at any time declare that the purposes of any gift made pursuant to this Article III have become (1) unnecessary, undesirable, impracticable or impossible of fulfillment, or (2) if any beneficiary to which the income or principal of any gift shall be provided to be paid shall have become non-existent or shall have ceased its activities, or (3) if for any other reasons the application or applications provided by the said donor or testator shall have become impossible, impracticable, unnecessary or undesirable, the Foundation shall apply such gift to the purposes set forth in Article II. The determination of the members that such purposes have become unnecessary, undesirable, impracticable or impossible of fulfillment shall be binding and conclusive upon all persons.

The Foundation may accept appointments by any Court of competent jurisdiction as trustee to hold any fund or funds under the terms of these Articles.

ARTICLE IV

MINGLING OF TRUST FUNDS

In the absence of any provisions expressing the intention of the donor or testator to the contrary, the Foundation shall be authorized to mingle any property given to it under the terms hereof with other property given to it under the terms

hereof without obligation to retain any gift as a separate fund, but any donor or testator may direct that his gift be held as a separate fund and may, if he so desires, designate such fund as a Memorial Fund in memoriam of a particular person or event, and in such case the said Fund shall be maintained as a separate fund forming a part of the said Foundation, under such name, if any, as may be properly designated therefor. The Foundation shall in any event be authorized to hold as a separate fund any gift which, in the discretion of the Foundation shall require segregation in order to carry out any specific provision expressed by the donor or testator, or which shall require such segregation for any other reason deemed sufficient by the Foundation.

If any fund, the income of which is directed by the donor or testator to be paid to any donor or other beneficiary, is commingled pursuant to the provisions hereof, the Foundation shall pay to such donor or other beneficiary as income on such fund the average rate of return on such commingled funds. The determination of the Foundation as to the income to be so paid shall be binding on the donor and other beneficiaries.

If at any time after such mingling of funds shall have taken place, it should thereafter for any reason be deemed by the Foundation as desirable or necessary to separate any fund or funds, each fund so separated shall be considered to be that proportion of the value at the date of separation of the principal or income of the combined funds as the value at the date of gift of such fund so separated shall bear to the total value of such combined funds at said last mentioned date plus any subsequent gifts valued as of the date thereof.

ARTICLE V

POWERS

The corporation shall have and may exercise, subject to the provisions of these Articles and its By-Laws, and to the powers reserved to the Board of Regents in Article II, all powers now or hereafter conferred upon non-profit corporations by the laws of the State of Idaho.

ARTICLE VI

THE MEMBERSHIP

The members of this corporation shall consist of:

A. From Office:

Two members elected by the Board of Regents of which at least one shall be a Regent.

The President of the University.

The Dean of each College or School of the University.

The President of the Associated Students of the University.

The President of the University Alumni Association.

B. From designation by these Articles of Incorporation:

Paul Atwood
Joseph Bianco
George Brunzell
William S. Campbell
Ralph Comstock
John M. Dahl
Henry L. Day
Philip Dufford
Curtis T. Eaton
Charles E. Gilb
Robert Hill
Wayne D. Hudson
Farnsworth Jennings

Bruce J. McCowan
Fred A. Robinson
Nixon L. Terteling
Andrew Thomson

C. From election:

Those persons elected to membership
by a majority of the members.

D. From service:

Any member by virtue of his office
who retires from such office in accordance
with the rules of the university for normal
retirement.

ARTICLE VII

INCIDENTS OF MEMBERSHIP

Membership shall terminate upon the resignation, death
or expulsion of a member. Any member may, by a vote of a
majority of the remaining members, be expelled from membership.
Each member shall be entitled to one vote on all matters and
shall have the right to vote either in person or by an agent
who must also be a member.

ARTICLE VIII

MANNER OF ACTING.

A majority of the members of the corporation present,
in person or by proxy, shall constitute a quorum, and a majority
of any such quorum at a meeting duly convened shall have the
power to act, except as otherwise specifically provided. Action
of any kind may be taken, without a meeting, by writing setting
forth the action, signed by all of the members.

ARTICLE IX

ANNUAL MEETING

The annual meeting of the corporation shall be at such place, within or outside of the State of Idaho, at such time as the President of the University may notice; provided, however, that such annual meeting shall be held not less than eight (8) nor more than sixteen (16) months from the time of the preceding annual meeting and, provided further, that the Board of Directors or not less than twenty-five (25) per cent of the members may notice the annual meeting or any special meeting.

ARTICLE X

BOARD OF DIRECTORS

The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) members. Management of the affairs of the corporation shall be by the Board of Directors who may delegate to officers and to committees of their own number such of their powers as they see fit. Directors shall be selected by the members at the times, for such terms and in such manner as the By-Laws prescribe.

ARTICLE XI

OFFICERS

Officers shall consist of a president, one (1) or more vice presidents, a secretary and a treasurer. The president and vice presidents shall be directors but the secretary and treasurer need not be members. Two (2) or more offices may be held by the same person except that the president may not be secretary nor treasurer. Officers shall be selected by the

Board of Directors at the times, for such terms and in such manner as the By-Laws prescribe.

ARTICLE XII

NOT FOR PROFIT

This is a non-profit corporation organized and operated in connection with and exclusively for the benefit of the University; pecuniary profit is not one of its objectives or purposes; no dividends shall be declared, nor shall any of the net earnings of the corporation inure to the benefit of any member or individual; membership in this corporation is not transferrable; the rights and interest of each of the members of the corporation shall be equal; the members shall have equal voting rights; the property and net earnings and proceeds of this corporation shall be used exclusively for the furtherance of the objectives of this corporation. No member, director, or officer of this corporation shall receive any pecuniary benefit from the corporation, except such reasonable compensations as may be allowed and paid to officers for services actually rendered to the corporation, and except that the members, directors and officers of this corporation may be reimbursed for their actual necessary expenses incurred in furthering the objectives of this corporation including their actual necessary expenses incurred in attending meetings of the membership and Board of Directors of the corporation.

ARTICLE XIII

DISSOLUTION

In the event of the dissolution of this corporation, or in the event that it should cease to carry out its purposes, no member, director, officer, or individual shall be entitled to or receive any distribution or division of its remaining assets, property or proceeds, and the balance of all property and assets of the corporation from any source, after the payment of all debts and obligations of the corporation, shall vest in the Regents of the University in trust for the use and benefit of the University.

ARTICLE XIV

TAX EXEMPTION

It is the intent of the incorporators that this organization shall be incorporated as a tax exempt organization to which deductible gifts may be made pursuant to the terms of the Internal Revenue Code of 1954, as amended. To that end, this corporation shall be subject to all the restrictions and requirements now or hereafter imposed by the United States Internal Revenue Code of 1954, as amended, and 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 organization. In particular, in any year in which this corporation is a "private foundation" as that term is defined in the IRC 1954, 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 the regulations promulgated pursuant thereto, and the corporation shall not engage in any act of self dealing as defined in Section 4941, Internal Revenue Code, or the regulations promulgated pursuant thereto, and shall not retain any excess business holdings as defined in Section 4943 (c), Internal Revenue Code, or 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 the regulation promulgated pursuant thereto, and shall not make any taxable expenditures a defined in Section 4945 (d), Internal Revenue Code, or the regulations promulgated pursuant thereto.

ARTICLE XV

AMENDMENTS

The Articles of Incorporation or the By-Laws of this corporation may be altered, amended, or newly adopted at any meeting of the members of the corporation called for the purpose by two-thirds of the members present, in person or by proxy, provided that notice is sent to each member not less than ten (10) days prior to such meeting, and provided that a quorum is present. Such notice shall state in a general way the nature of the proposed change.

ARTICLE XVI

NOTICE

Except as otherwise specified, whenever notice is required, it shall be in writing sent prepaid not less than

three (3) days before the event if by telegram and not less than six (6) days if by mail, addressed to the last known address. Notice may be waived either before or after a meeting.

ARTICLE XVII

ORIGINAL INCORPORATORS

The names and post office addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Elvon W. Hampton	Genesee, Idaho
Albert R. Menard, Jr.	Moscow, Idaho
H. Sidwell Smith	Moscow, Idaho
Ernest W. Hartung	Moscow, Idaho
John J. Peacock	Kellogg, Idaho

ARTICLE XVIII

ORIGINAL BOARD

The following persons shall be the initial members of the Board of Directors of this corporation, to wit:

<u>Names</u>	<u>P. O. Addresses</u>
Elvon W. Hampton	Genesee, Idaho
Albert R. Menard, Jr.	Moscow, Idaho
H. Sidwell Smith	Moscow, Idaho
Ernest W. Hartung	Moscow, Idaho
John J. Peacock	Kellogg, Idaho

Each of said persons shall hold office until his successor is elected in the manner to be provided by the By-Laws of this corporation and has qualified.

IN WITNESS WHEREOF, we the undersigned, whose post office addresses are set opposite our names, have hereunto set

our hands this 17 day of September, 1970.

<u>Name</u>	<u>P.O. Address</u>
ss <u>Elvon W. Hampton</u>	<u>Genesee, Idaho</u>
ss <u>Albert R. Menard, Jr.</u>	<u>Moscow, Idaho</u>
ss <u>H. Sidwell Smith</u>	<u>Moscow, Idaho</u>
ss <u>Ernest W. Hartung</u>	<u>Moscow, Idaho</u>
ss <u>John J. Peacock</u>	<u>Kellogg, Idaho</u>

STATE OF IDAHO)
)
) ss.
County of Latah)

On this 17 day of September, 1970, before me, the undersigned, a Notary Public in and for said State, personally appeared ELVON W. HAMPTON, ALBERT R. MENARD, JR., H. SIDWELL SMITH, ERNEST W. HARTUNG and JOHN J. PEACOCK, known to me to be the persons whose names are subscribed to the above and foregoing Restated Articles of Incorporation of THE UNIVERSITY OF IDAHO FOUNDATION, INC., and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal the date last above written.

ss Leonard Martenson
NOTARY PUBLIC in and for
the state of Idaho, residing
in Moscow, Idaho.

CERTIFICATE

Know all men by these presents:

That we, the undersigned President and Secretary of THE UNIVERSITY OF IDAHO FOUNDATION, INC., an Idaho corporation, do hereby certify that the foregoing restated articles of incorporation were duly adopted as the Amended Articles of Incorporation of said corporation this 20th day of May, 1972 and that the same do now constitute the articles of incorporation of said corporation.

Dated this 20th day of May, 1972.


George M. Brunzell, President


Donald F. Reid, Secretary