

**ARTICLES OF INCORPORATION
OF
IDAHO REGIONAL ROBOTICS, INC.**

For Office Use Only

-FILED-

File #: 0003338559

Date Filed: 10/25/2018 1:12:00 PM

The undersigned, acting as the incorporator of Idaho Regional Robotics, Inc. (the "**Corporation**"), a nonprofit corporation hereby organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 30, Title 30, Idaho Code ("**Act**"), adopts the following Articles of Incorporation on behalf of said Corporation.

**ARTICLE I
NAME**

The name of the Corporation is **Idaho Regional Robotics, Inc.**

**ARTICLE II
NONPROFIT STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III
PERIOD OF DURATION**

The Corporation shall have perpetual duration.

**ARTICLE IV
MEMBERS**

The Corporation shall not have members.

**ARTICLE V
REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is 573 E. Whitehall Street, Meridian, Idaho 83642, and the Registered Agent of the Corporation is Lisa Lalliss-Skogsberg.

**ARTICLE VI
PURPOSES**

The purposes for which the Corporation is organized and will be operated are as follows:

- A. The Corporation is organized exclusively for educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- B. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members (if any), trustees, officers, or other private persons,

except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. 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 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 of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

- C. The Corporation may exercise all powers granted by law that are necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power or to do any act that is prohibited for a corporation formed under the Act and qualified as exempt under section 501(c)(3) of the Internal Revenue Code.

ARTICLE VII BOARD OF DIRECTORS

All corporate powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, its Board of Directors. The number of Directors constituting the initial Board of Directors shall be six (6) directors, but during their term of office, or thereafter, the number of Directors may be increased or decreased from time to time as may be provided in the Bylaws; provided, however, that the number of Directors constituting a board shall not be less than three (3) nor more than nine (9).

The following persons are named directors of this corporation to serve until their successors are elected and qualified:

<u>NAME</u>	<u>ADDRESS</u>
Richard Anderson	2100 S. Rimrock Drive, Idaho Falls, ID 83401
Lisa Lalliss-Skogsberg	573 E. Whitehall Street, Meridian, ID 83642
Branden Rudd	800 W. Main Street, Suite 1220, Boise, ID 83702
Dean Klein	2559 E. Aspenwood Ct., Eagle, ID 83616
Dr. Angela Hemingway	802 W. Bannock Street, Suite 900, Boise, ID 83702
Mark Wibbels	5600 Lubkin, Boise, ID 83706

**ARTICLE VIII
DISTRIBUTIONS ON DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

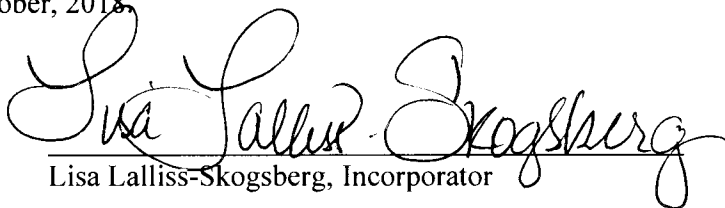
**ARTICLE IX
INCORPORATOR**

The name and street address of the incorporator is Lisa Lalliss-Skogsberg, 573 E. Whitehall Street, Meridian, Idaho 83642.

**ARTICLE X
BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation is authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors or by unanimous written consent in lieu of such meeting.

DATED this 25th day of October, 2018,


Lisa Lalliss-Skogsberg, Incorporator