



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

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

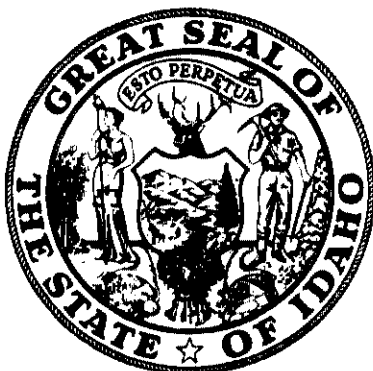
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**THE UNIVERISTY OF IDAHO FOUNDATION, INC.**

duly signed pursuant to the provisions of the Idaho Nonprofit 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated \_\_\_\_\_ **December 7** \_\_\_\_\_, 19 **83** .



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

CERTIFICATE OF AMENDMENT

ARTICLES OF INCORPORATION  
UNIVERSITY OF IDAHO FOUNDATION, INC.

7 8 34 AM '83  
SECRETARY OF STATE

The Articles of Incorporation of the University of Idaho Foundation were amended at Moscow, Idaho, on October 1, 1983, by unanimous vote of a quorum of the members.

The amendment altered the wording in Article VI C. to reflect changes in Article VII. The content of Article VII was changed in its entirety to establish four classifications of membership. Articles VI and VII as amended are set forth below in full:

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.

Two members of the University Alumni Association to be appointed by the President of the Alumni Association for one year term.

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  
William Irvin  
Farnsworth Jennings

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

C. From election:

Those persons elected to membership as defined in Article VII by a majority of the active 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 consist of the following four categories:

**ACTIVE:** Nominations for active membership shall be made to the membership committee and voted on by the voting membership at the annual meeting. Active membership responsibilities include participation (e.g., identifying and qualifying potential donors; planning solicitation strategies; advising and/or serving on Foundation committees) and financial assistance to the University. Each active member shall be entitled to one vote. The term of active membership may be for lifetime, except that active members may resign or be placed on inactive status by a majority vote of the active members.

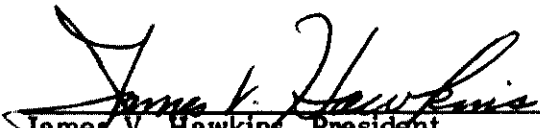
**EMERITUS:** Members who have at one time been active members may become emeritus members by election of the active membership. Emeritus membership is reserved for individuals who have made distinguished contributions to the University and to the Foundation as an active member and who maintain an interest in the University and the Foundation but are unable to continue their active membership participation. The term of emeritus membership shall be for life; however, emeritus members may resume active membership, remain emeritus, or resign. Responsibilities of the emeritus member include advising and financial assistance to the University. Emeritus members shall not be entitled to vote.

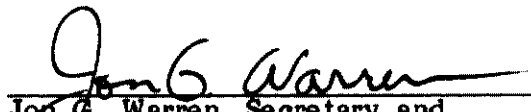
**HONORARY:** Honorary members shall be individuals of national prominence who may be unable to participate in the Foundation except through personal

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endorsement of the University and the Foundation. Honorary membership will be in effect only at those times deemed appropriate by the Board of Directors (e.g., in conjunction with a major fund drive). Nominations will then be made to the membership committee and voted on by the voting active membership at the annual meeting. Terms of honorary membership shall be set by the membership committee at that time. Membership voting privileges shall not be extended to honorary members.


**INACTIVE:** Active members may request or be designated by a majority vote of the active members at the annual meeting to be placed on an inactive membership status. Inactive members can be reinstated as active members upon their request and a majority vote of the active members at the annual meeting. Members placed on inactive status relinquish their voting privilege.

  
James V. Hawkins, President

  
Jon G. Warren, Secretary and  
General Counsel

STATE OF IDAHO )  
County of Ada )

I, ~~James V. Hawkins~~ Cochene Martin, a notary public, do hereby certify that on this 1st day of December, 1983, personally appeared before me JAMES V. HAWKINS, who, being by me first duly sworn, declared that he is the president of the University of Idaho Foundation, Inc., that he signed the foregoing document as president of the corporation, and that the statements therein contained are true.

  
Cochrane Martin  
Notary Public for Idaho  
Residing at: Burise  
My Commission Expires: 8-20-84

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STATE OF IDAHO)

County of Latah )

I, Gerald R. Reynolds, a notary public, do hereby certify that on this 1 day of December, 1983, personally appeared before me JON G. WARREN, who, being by me first duly sworn, declared that he is the secretary of the University of Idaho Foundation, Inc., that he signed the foregoing document as secretary of the corporation, and that the statements therein contained are true.

Gerald R. Reynolds  
Notary Public for Idaho  
Residing at: Moscow  
My Commission Expires: 7-27-84