



CERTIFICATE OF INCORPORATION
OF

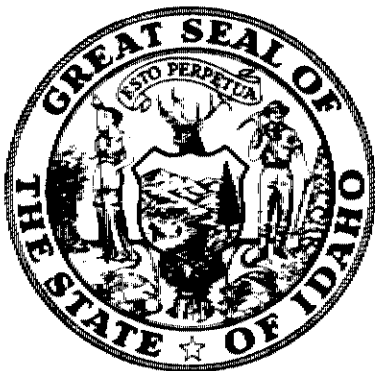
IDAHO SOCIETY OF PROFESSIONAL ENGINEERS FOUNDATION, INC.

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 IDAHO SOCIETY
OF PROFESSIONAL ENGINEERS 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 September 15, 19 87.



Pete T. Cenarrusa
SECRETARY OF STATE

Sandra M. Mauch
Corporation Clerk

SEP 14 11 57 PM '87
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF

IDAHO SOCIETY OF PROFESSIONAL ENGINEERS FOUNDATION, INC.
AN IDAHO NON-PROFIT ORGANIZATION

07 SEP 15 1987 11 20
KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each of whom are of legal age and a citizen of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a non-stock, non-profit corporation under and pursuant to the laws of the State of Idaho. Pursuant thereto we certify as follows:

ARTICLE I

The name of this non-profit corporation is "IDAHO SOCIETY OF PROFESSIONAL ENGINEERS FOUNDATION, INC."; that this corporation is not organized for pecuniary profit and that this corporation is hereby designated to be a non-profit corporation.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The purposes for which the corporation is organized are as follows:

1. To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, educational, or scientific purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. Such uses and applications shall include but shall not be limited to providing scholarships, fellowships, grants, seminars, conferences, forums, etc.

2. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. The activities of the corporation shall not be for the carrying on of propaganda, or otherwise attempting to influence legislation, 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.

3. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

4. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions or any subsequent federal tax laws.

5. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

6. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

7. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

8. Notwithstanding any other provision of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

9. The Board of Directors shall have the right and power to dissolve the corporation when, in its judgment, such dissolution is necessary and proper, but only upon the vote of two-thirds (2/3) of all members. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, educational, or scientific organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE IV

The Registered Agent of this corporation is hereby designated as Idaho Society of Professional Engineers, Inc., and the Registered Office of this corporation is hereby designated as: 842 La Cassia Dr., Boise, Idaho 83705, which address is the business office of the Registered Agent designated as above set forth. The business office of this corporation is 842 La Cassia Drive, Boise, Idaho 83705

ARTICLE V

These Articles may be added to, amended, alter or repealed in whole or in part, by the affirmative vote of a majority of the Directors present at a meeting called for such purpose, provided, however, that the purposes of the corporation shall always remain educational and charitable within the meaning of the Internal Revenue Code of 1954, as amended, or of any statutes of the State of Idaho, and provided further, that notice of the proposed addition, amendment or repeal, as required by law or by the Bylaws, shall have been given to each Director.

ARTICLE VI

The number of Directors of this corporation shall be not less than five (5) nor more than fifteen (15) as provided in the Bylaws. The number of directors constituting the initial Board of Directors of this non-profit corporation is eight (8) and the names and addresses of the persons who are to serve as directors until the first Annual Meeting of Directors or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Colleen M. Ramsey	723 W. Victory Rd. Boise, Idaho 83706
David K. Bennion	P.O. Box 8748 Boise, Idaho 83707
Mark J. Jensen	5556 Saddle St. Boise, Idaho 83709
James L. Pline	2520 Fry Circle Boise, Idaho 83704
William J. Ancell	P.O. Box 500 Boise, Idaho 83701
Scott F. McClure	P.O. Box 803 Twin Falls, ID 83301
William P. Barnes	Department of Mechanical Engineering University of Idaho Moscow, ID 83843
DeWitt T. Neill	ISU Campus Box 8060 Pocatello, ID 83209

ARTICLE VII

That private property of the members of this corporation shall not be subject to the payment of any corporation debt.

ARTICLE VIII

The officers of the corporation shall be President, Vice President, Secretary and Treasurer, and such other offices as the Board of Directors shall deem necessary. Each of the officers shall have such powers as are conferred by the Bylaws of the corporation. Officers shall be chosen in accordance with provisions stated in the Bylaws.

ARTICLE IX

Membership: The Members of the corporation at any time shall be those persons who at such times are members in good standing of the Idaho Society of Professional Engineers of the State of Idaho.

ARTICLE X

The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Colleen M. Ramsey	723 W. Victory Rd. Boise, Idaho 83706
David K. Bennion	P.O. Box 8748 Boise, Idaho 83707
Mark J. Jensen	5556 Saddle St. Boise, Idaho 83709
James L. Pline	2520 Fry Circle Boise, Idaho 83704
William J. Ancell	P.O. Box 500 Boise, Idaho 83701
Scott F. McClure	P.O. Box 803 Twin Falls, ID 83301
William P. Barnes	Department of Mechanical Engineering University of Idaho Moscow, ID 83843
DeWitt T. Neill	ISU Campus Box 8060 Pocatello, ID 83209

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 28 day of

JULY, 1987.

Colleen M. Ramsey
Colleen M. Ramsey

David K. Bennion
David K. Bennion

Mark J. Jensen
Mark J. Jensen

James L. Pline
James L. Pline

William J. Ancell
William J. Ancell

Scott F. McClure
Scott F. McClure

William P. Barnes
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DeWitt T. Neill
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