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SECRETARY OF STATE
STATE OF IDAHO

AMENDED AND RESTATED

**ARTICLES OF INCORPORATION
OF
UNIVERSITY OF IDAHO
LABORATORY OF APPLIED SCIENCE & RESEARCH, INC.**

Pursuant to the Idaho Nonprofit Corporation Act, Title 30, Chapter 3, the undersigned Nonprofit Corporation amends and restates its Articles of Incorporation as follows:

Article One

The name of the corporation is the UNIVERSITY OF IDAHO LABORATORY OF APPLIED SCIENCE & RESEARCH, INC., and its existence shall be perpetual.

Article Two

The address of the registered office of the corporation in the State of Idaho is 110 E. Wallace Avenue, Coeur d'Alene, ID 83814, and the name of its registered agent at that address is Paul W. Daugharty, P.A.

Article Three

The name and mailing address of the incorporator of the corporation is Bruce Cyr, Jacklin Land Co., 4752 Riverbend Ave., Post Falls, ID 83854.

Article Four

1. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Internal Revenue Code §501(c)(3) or corresponding section of any future federal tax code and may engage in any lawful act for which a nonprofit may be organized under Title 30, Chapter 3 of the Idaho Code lawful nonprofit purposes and objectives, which include but are not otherwise limited to, the following:

- a. Conducting research in areas deemed appropriate by the governing Board of Directors and consistent with the charitable, scientific, literary, research, educational, and service goals of the University of Idaho.
- b. Acquiring and disseminating knowledge, supporting the education, research, and public service functions of the University of Idaho.

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- c. Executing, administering, letting and performing any and all contracts, subcontracts and agreements desirable and proper in order to perform and complete the activities of the Corporation including, without limitation, contracts and agreements with the University of Idaho and other entities.
 - d. Acquiring facilities by lease, purchase, or otherwise, and operating such as may be desirable in order to carry out the charitable, scientific, literary, research, educational, and service programs of both the Corporation and the University of Idaho.
 - e. Receiving real and personal property from public and private sources, receiving grants and other monies from agencies of the United States, grants, contributions and endowments from foundations, public and private corporations, and the general public, without limitation.
 - f. Employing personnel and engaging contractors and consultants in order to accomplish the purposes of the Corporation.
 - g. Using and/or applying the whole, or any part of, the resources generated by the Corporation exclusively for charitable, scientific, literary, research, educational, or service purposes to benefit the Corporation and the University of Idaho.
2. Stock will not be issued. If and when the Corporation is dissolved, its assets will be distributed pursuant to the provisions of Article Ten. None of the assets will be distributed to private individuals.
 3. The Corporation will not have members.

Article Five

The Corporation will seek a federal tax exemption as defined under Internal Revenue Code §501(c)(3) for its own income and will seek a ruling that contributions to the organization are federally tax deductible. If the Corporation becomes tax exempt in either category, it will perform any act required to retain tax exempt status and will refrain from any activities forbidden by Internal Revenue Code §501(c)(3).

Article Six

At all times, the Corporation's investments and investment policy will be consistent with its nonprofit purpose, and income and assets will be generated only to carry out the nonprofit purpose.

Article Seven

1. The number of Directors of this Corporation shall be fixed in the Bylaws and may be changed from time to time by amending the Bylaws.

2. The Corporation shall have Officers as provided in the Bylaws. Such Officers shall be elected or appointed by the Directors of the Corporation at such time, and in such manner, and for such terms as may be prescribed in the Bylaws. The Officers and Directors of the Corporation will not be personally liable for the Corporation's debts and liabilities, and their personal property is exempt from seizure or levy to pay obligations of the Corporation.

3. The powers of the Corporation will include all powers granted by the State of Idaho to nonprofit Corporations including those set forth pursuant to Title 30, Chapter 3 of the Idaho Code. In addition, the Corporation's powers shall include the following, to the extent not prohibited by the State of Idaho or Federal Law:

- a. To solicit, collect, receive, hold, invest, distribute, and disburse funds in the form of donations, gifts, bequests, and subscription;
- b. The power to accept gifts from individuals, corporations and foundations in furtherance of the Corporation's nonprofit purpose; and
- c. To borrow funds with or without security, on terms at least as favorable as those offered on the open market, to carry out the Corporation's nonprofit purpose as authorized by the Corporation's Directors.

Notwithstanding the foregoing, the Corporation's powers shall be limited as follows:

- i. The Corporation shall not have nor exercise any power of authority expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent it from qualifying and continuing to qualify as described in Article V.
- ii. No part of the assets or net earnings of the Corporation shall ever inure to the benefit of or be distributable to its Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make re-imbusement in reasonable amounts for expenses actually incurred.

4. The initial Directors of this Corporation shall be at least five (5) and not more than nine (9) in number and their names and addresses of the initial Directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Bruce Cyr, Jacklin Land Co.,	4752 Riverbend Ave., Post Falls, ID 83854
Jack Yuditsky,	701 E. Front Street, Suite 1202, Coeur d'Alene, ID 83814
Mike Wilson,	2005 Canyon Drive, Coeur d'Alene, ID 83815
Keith Ickles,	University of Idaho, P.O. Box 443010, Moscow, ID 83844-3010
John K. McIver,	University of Idaho, P.O. Box 443010, Moscow, ID 83844-3010

5. The term of the initial Directors shall be until the first annual meeting of the Corporation or until their successors are elected and qualified.

Article Eight

The Corporation's Board of Directors shall not be individually liable for the debts or obligations of the Corporation. Furthermore, no Director or Officer of the Corporation shall be personally liable to the Corporation for civil claims arising from acts or omissions made in the performance of his or her duties, unless the acts or omissions are the result of intentional misconduct.

Article Nine

Power to amend the organization's Articles of Incorporation and Bylaws will rest with the Board of Directors. An amendment can be had by the affirmative vote of sixty-six and two-thirds of the Directors, present and voting at a regular or special meeting.

Article Ten

Upon dissolution or final liquidation, the assets of the Corporation remaining after discharge of the debts and obligations of the Corporation shall be distributed exclusively to the University of Idaho, or to such other charitable, scientific, literary, research or educational organizations designated by the University of Idaho which would then qualify under the provisions of the Internal Revenue Code §501(c)(3).

Article Eleven

The undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the Idaho Non-Profit Corporation Act, does hereby make and file these Articles of Incorporation, and does hereby declare and certify that this is her act and deed and the facts herein stated are true.

IN WITNESS WHEREOF, these Articles of Incorporation are executed in duplicate on the 1st day of August, 2011.



BRUCE CYR, Chairman

