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CLERK OF STATE
LEWIS-CLARK STATE COLLEGE
EDUCATIONAL ASSISTANCE AND DEVELOPMENT FOUNDATION
(now, LEWIS-CLARK STATE COLLEGE FOUNDATION, INC.)

CLERK OF STATE

03/14/2001 09:00
CX: 2001 CT: 20457 IN: 304676

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WHEREAS, the members of Lewis-Clark State College Educational Assistance and Development Foundation, Inc., at a duly called meeting, after proper notice, adopted the following resolution amending and restating the Articles of Incorporation to change the name of the corporation and to conform those Articles to the provisions of the Idaho Non-Profit Corporations Act by the affirmative vote of all members present at such meeting, constituting a majority of the voting power of the members of the corporation entitled to vote, to wit:

BE IT RESOLVED that the Articles of Incorporation of Lewis-Clark State College Educational Assistance and Development Foundation, Inc., be, and the same are hereby, amended and restated in their entirety as follows:

AMENDED AND RESTATED ARTICLES

ARTICLE I Preliminary Matters

- 1.01 Name.** The name of this corporation is LEWIS-CLARK STATE COLLEGE FOUNDATION, INC.
- 1.02 Nonprofit Status.** This corporation is a nonprofit corporation.
- 1.03 Duration.** The duration of this corporation shall be perpetual.

ARTICLE II Purposes

- 2.01 Charitable Scope of Purposes.** This corporation is organized and shall be operated exclusively for charitable, scientific, literary, and educational purposes, within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws (hereinafter called Internal Revenue Code"), and Treasury Regulations issued thereunder. This corporation shall serve the public interest, and no part of its assets or the income therefrom shall inure to the benefit of any private individual, except for payment of

reasonable compensation for services rendered to the corporation. No substantial part of the activities of this corporation shall directly or indirectly consist of attempting to influence legislation by propaganda or otherwise, and the corporation shall not directly or indirectly participate in, or intervene (including the publishing or distributing 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, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (a) by a corporation exempt from federal tax under § 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 § 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2.02 Higher Education. In further limitation of the general charitable purposes set forth above, this corporation is organized and shall be operated for the purpose of advancing the goals of higher education. The goals of higher education shall be broadly construed to encompass the charitable, scientific, literary, artistic, educational, social and athletic objectives normally associated with nonsectarian institutions of higher education.

2.03 Lewis-Clark State College. The purposes of this corporation shall be accomplished primarily by encouraging, promoting, supporting, performing and carrying out the functions, programs, operations and purposes of Lewis-Clark State College, an institution of higher education and an agency of the State of Idaho with its principal campus located in Lewiston, Idaho, so long as it is an institution of higher education and an agency of the State of Idaho or an organization described in § 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code. By way of illustration and not limitation, it shall be within the purposes of this corporation to:

- a. Funds.** Coordinate fund raising activities on behalf of Lewis-Clark State College and receive, hold, invest and administer donations of every kind on its behalf.
- b. Programs.** Promote, support, develop, perform, carry out and extend the educational undertakings of Lewis-Clark State College, and in furtherance thereof, to support and conduct any and all charitable, scientific, literary, artistic, educational, social and athletic activities relating thereto.

- c. **Facilities.** Support, conduct and operate such activities as may be designed or intended to facilitate or enhance the educational, cultural, living and operational conditions at Lewis-Clark State College; to provide support for, maintain, enlarge, and extend the curricula, services, faculty, staff, and real or personal properties of Lewis-Clark State College.
- d. **Financial Assistance.** To provide financial or other assistance to the students, faculty and staff of Lewis-Clark State College in their efforts to acquire new knowledge and to extend the educational endeavors of Lewis-Clark State College.
- e. **Cooperation.** Promote cooperation, coordination with, and assistance to other charities in the area of Lewiston, Idaho, particularly schools and hospitals.

ARTICLE III

Powers

- 3.01 **Statutory Powers.** This corporation shall have all rights and powers now given to nonprofit corporations generally under the laws of the State of Idaho, including those powers now set forth in § 30-3-23 of the Idaho Code, and all further and broader rights and powers which may in the future be given to nonprofit corporations generally under any subsequent laws of this state. No subsequent repeal or amendment of any such laws shall diminish or restrict those corporation's rights and powers.
- 3.02 **Activities.** In addition to raising funds and making grants, the corporation may, itself, actively conduct programs designed to accomplish the purposes set forth in Article II, above. Such activities may be engaged in for or on behalf of Lewis-Clark State College in order to assist it in performing its functions or carrying out its purposes.
- 3.03 **Limitations.** No part of the net earnings or assets of the corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 II hereof. No substantial part of the activities of the corporation shall be for the purpose of carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, (including the publishing and distribution of statements) any political campaign on behalf of any candidate for

public office. Notwithstanding any other provisions of these articles, 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 § 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 § 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE IV

No Members

The corporation shall not have any members.

ARTICLE V

Board of Directors

The affairs of the corporation shall be managed by a Board of Directors. The number of directors serving on the Board of Directors shall be fixed in accordance with the corporation's Bylaws. Other than the directors constituting the initial board of directors, who are designated in these articles, the Directors shall be elected, appointed or designated in the manner and for the term or terms provided in the Bylaws of the corporation.

The names and street addresses of the persons constituting the initial board of directors are:

Name	Address
Niel Zimmerman President - LCSC	500 Eighth Street Lewiston, ID 83501
Rita Morris Provost and Academic Vice-President - LCSC	500 Eighth Avenue Lewiston, ID 83501
Dean Froehlich Vice-President of Administrative Services - LCSC	500 Eighth Avenue Lewiston, ID 83501
Richard Meier Vice-President of Student Affairs - LCSC	500 Eighth Avenue Lewiston, ID 83501
Barbara Bowen President LCSC Alumni Association	601 Burrell Drive Lewiston, ID 83501

Gene Straughan
Faculty Senate Chair Elect- LCSC

P. O. Box 189
Colton, WA 99113

Eugene Baldeck
Appointed Director

2214 Vineyard
Lewiston, ID 83501

Scott Arnone
Appointed Director

1445 G Street, Suite 101
Lewiston, ID 83501

Charles Brown
Appointed Director

322 Main Street
Lewiston, ID 83501

Bob DeVleming
Appointed Director

P.O. Box 57
Lewiston, ID 83501

Donna Doyle
Appointed Director

566 Crestline Circle Drive
Lewiston, ID 83501

Joe Hall
Appointed Director

1617 21st Street
Lewiston, ID 83501

Harriet Husemann
Appointed Director

523 Cedar
Lewiston, ID 83501

Jackie McIver
Appointed Director

835 Main Street
Lewiston, ID 83501

Sam Penney
Appointed Director

P.O. Box 305
Lapwai, ID 83540

Joe Stegner
Appointed Director

216 Prospect
Lewiston, ID 83501

A. L. Alford, Jr.
Elected Director

505 C Street
Lewiston, ID 83501

Howard Hayes
Elected Director

P.O. Box 816
Lewiston, ID 83501

Darrel Inman
Elected Director

P.O. Box 856
Lewiston, ID 83501

Terry Kolb
Elected Director

P.O. Box 937
Lewiston, ID 83501

William Mannschreck
Elected Director

2956 Mayfair Ridge
Lewiston, ID 83501

Eadie Saxton
Elected Director

1035 29th Street
Lewiston, ID 83501

Marilyn Stonebraker
Elected Director

1224 Third Street
Lewiston, ID 83501

Charles F. Woods
Elected Director

308 Main Street
Lewiston, ID 83501

John Young
Elected Director

P.O. Box 917
Lewiston, ID 83501

ARTICLE VI

Registered Agent

6.01 Registered Office. The street address of the initial registered office of this corporation is the office of the Vice-President for Administrative Services, Lewis-Clark State College, Eighth Avenue and Sixth Street, Lewiston, ID 83501.

6.02 Registered Agent. The name and initial registered agent of the corporation at such street address is Dean A. Froehlich.

ARTICLE VII.

Distribution on Dissolution

Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment of all debts and liabilities of this corporation shall be to the Idaho State Board of Education, as the Board of Trustees of Lewis-Clark State College; provided, however, that if at such time Lewis-Clark State College or its successor in interest is not an agency of the State of Idaho or an exempt organization described in § 501(c)(3) of the Internal Revenue Code or has substantially failed or abandoned its operations or been

dissolved, then the remaining assets of the corporation shall be distributed to such other agencies of the State of Idaho or non-profit fund foundation or corporation involved in higher education which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under § 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, as the Board of Directors may direct. Any such assets not distributed shall be distributed by the district court of the county in which the principal office of the corporation is then located, excluding for any purposes or to such organizations as the court shall determine to be consistent with the purposes of the corporation.

ARTICLE VIII. 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 shall be authorized to amend the corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

ARTICLE VIX. Amendment of Articles

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these articles of incorporation in any manner now or hereafter prescribed or permitted by statute.

IN WITNESS WHEREOF, the duly undersigned officers have signed and attested these Articles of Amendment.

DATED this 20th day of February 2001.

LEWIS-CLARK STATE COLLEGE
EDUCATIONAL ASSISTANCE AND
DEVELOPMENT FOUNDATION

BY Edith K. Sayton
President

Attest:

John Young
Secretary