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SECRETARY OF STATE
STATE OF IDAHO

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BRONCO ATHLETIC ASSOCIATION, INC.**

Bronco Athletic Association, Inc., a nonprofit corporation organized and existing under and by virtue of the provisions of the Idaho Nonprofit Corporation Act, as codified at Chapter 3, Title 30 of the Idaho Code (the "*Act*"),

DOES HEREBY CERTIFY:

1. That the name of the corporation is Bronco Athletic Association, Inc. and that the corporation's original Articles of Incorporation were filed with the Secretary of State of the State of Idaho on February 2, 1968 (the "*Articles of Incorporation*").
2. That the Board of Directors duly adopted resolutions proposing to amend and restate the Articles of Incorporation, declaring said amendment and restatement to be advisable and in the best interests of the corporation.

RESOLVED, that the Articles of Incorporation be amended and restated in their entirety to read as follows:

**ARTICLE 1
NAME**

The name of the corporation shall be Bronco Athletic Association, Inc. (the "*Corporation*").

**ARTICLE 2
PURPOSE**

The Corporation is organized exclusively for charitable, scientific, religious, literary or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of future federal tax code (the "*Code*"), including, without limitation, inspiring Bronco Nation to provide resources so Boise State student-athletes will compete for national championships, graduate and excel in life.

**ARTICLE 3
REGISTERED AGENT AND REGISTERED OFFICE**

The name of the registered agent and address of the registered office for the Corporation are:

Dustin Clements	1910 University Drive Boise, Idaho 83725

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**ARTICLE 4
BOARD OF DIRECTORS**

The number of directors of the Corporation shall be determined in the manner provided by the Bylaws of the Corporation and may be increased or decreased from time to time in the manner provided therein; provided, however, that the board of directors (the "*Board of Directors*") of the Corporation shall consist of no fewer than three (3) people, and no more than forty (40) people.

**ARTICLE 5
MAILING ADDRESS**

The mailing address of the Corporation shall be: 1910 University Drive, Boise, Idaho 83725-1020.

**ARTICLE 6
MEMBERS**

The Corporation shall have no voting members within the meaning of the Act. Any action that would otherwise require approval by such members shall require only approval of the Board of Directors. The Board of Directors may, in its discretion, admit individuals or entities to one or more classes of non-voting members; the class or classes shall have such rights and obligations as the Board of Directors deems appropriate.

**ARTICLE 7
DISSOLUTION**

No director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation or the winding up of its affairs. Upon such dissolution or winding up, after paying or making adequate provision for the payment of all the liabilities of the Corporation, all the remaining assets of the Corporation shall be distributed by the Board of Directors, for a purpose or purposes similar to those set forth in Article 2 of these Articles of Incorporation, to any other organization that then qualifies for exemption under the applicable provisions of Code Section 501(c)(3). Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the State of Idaho, exclusively for a Code Section 501(c)(3) purpose or purposes similar to those set forth in Article 2 of these Amended and Restated Articles of Incorporation, or to such organization or organizations, as said court shall determine, that are organized and operated for similar Code Section 501(c)(3) purposes.

**ARTICLE 8
PROHIBITED ACTIVITIES**

(a) No substantial part of the activities of the Corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, except to the extent that an organization exempt from federal income tax under Code Section 501(c)(3) can engage in such activities without incurring any penalties, excise taxes or losing its status as an organization exempt from federal income tax under Code Section 501(c)(3). The Corporation shall not, directly or indirectly, participate in or intervene in (including by the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have objectives or engage in activities that characterize it as an "action" organization within the meaning of the Code.

(b) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Code Section 501(c)(3) or by an organization contributions to which are deductible under Code Section 170(c)(2).

(c) The Corporation is prohibited from engaging in any excess benefit transaction as defined in Code Section 4958(c).

(d) The Corporation is prohibited from engaging in any act of self-dealing as defined in Code Section 4941(d), from retaining any excess business holding as defined in Code Section 4943(c) that would subject the Corporation to tax under Code Section 4943, from making any investments that would subject the Corporation to tax under Code Section 4944, and from making any taxable expenditure as defined in Code Section 4945(d). If Code Section 4942 is deemed applicable to the Corporation, it shall make distributions at such time and in such manner that it is not subject to tax under Code Section 4942.

**ARTICLE 9
BYLAWS**


The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of the Corporation.

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3. That the foregoing amendment and restatement was approved by the Board of Directors in accordance with Section 30-3-90 of the Act. The number of directors entitled to vote on these Amended and Restated Articles of Incorporation was 27 – twenty seven. The number of directors that voted in favor of these Amended and Restated Articles of Incorporation was 27 – twenty seven. The number of directors that voted against these Amended and Restated Articles of Incorporation was 0 - zero.

4. That these Amended and Restated Articles of Incorporation, which restate and integrate and further amend the provisions of the Articles of Incorporation have been duly adopted in accordance with Sections 30-3-93 and 30-3-94 of the Act.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by a duly authorized officer of the Corporation on March 31, 2015.

By: 
Jay Larsen, President