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**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NORTH IDAHO COLLEGE FOUNDATION, INC.**

Pursuant to Idaho Code Title 30, Chapter 30, ("Idaho Nonprofit Corporation Act") the North Idaho College Foundation, Inc., does hereby adopt this First Amended and Restated Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation is NORTH IDAHO COLLEGE FOUNDATION, INC.

ARTICLE II

DURATION

The period of duration of this non-profit corporation shall be perpetual.

ARTICLE III

NO MEMBERS

The corporation shall have no members.

ARTICLE IV

REGISTERED AGENT & ADDRESS

The name of the corporation's registered agent is Rayelle Anderson and the registered office of this corporation within the State of Idaho is North Idaho College Foundation, Inc., 1000 West Garden Avenue, Coeur d'Alene, Idaho 83814.

ARTICLE V

PURPOSE

The business and purpose of this corporation shall be to solicit and/or receive, by gift, bequest, devise or otherwise, monies and property, real and personal, of whatsoever kind or nature, to be held, managed, and used exclusively for the benefit of North Idaho College, its educational programs and its various services, and to provide scholarships, grants-in-aid, loans and the like to students enrolled in the said North Idaho College, including but not limited to:

(i) Administering any gifts, devises or the like in accordance with the directions of various donors and testators.

(ii) Receiving, acquiring, holding, purchasing, disposing of, conveying, mortgaging and/or leasing, and improving real and personal property; disposing of, selling, leasing, assigning, transferring, mortgaging and/or conveying any rights, privileges, franchise, real or personal property of the corporation, other than its franchise of being a corporation, and to purchase, guaranty, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares or other interest in or obligations of other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(iii) Serving the North Idaho College District in the management and investment of property of any and all kinds heretofore or hereafter acquired by said North Idaho College District which the Board of Trustees of such district shall determine to transfer to the corporation for such management and investment, in each case as approved by the Board of the Foundation.

(iv) Determining: (1) that the purposes of any gift, devise or the like have become unnecessary, undesirable, impractical, impracticable or impossible of fulfillment, or (2) that any beneficiary to which the income or principle of any gift shall be provided to be paid shall have become nonexistent or shall have ceased its activities, or (3) that, for any reason, the applications provided by the said donor or testator shall have become impossible, impracticable, unnecessary or undesirable, and thereupon to apply the gift or devise to the general purposes of the corporation as hereinabove set forth.

ARTICLE VI

POWERS

The corporation shall have and may exercise, subject to the provisions of these articles and its Bylaws duly and regularly adopted, all powers now or hereafter conferred upon non-profit corporations by the laws of the State of Idaho.

ARTICLE VII

BOARD OF DIRECTORS

The Corporation shall be managed by a Board of Directors. The power to adopt, alter, amend, restate or repeal the Articles and Bylaws of the Corporation shall be vested in the Board of Directors. The Bylaws of the corporation shall set forth provisions for the governance and regulation of the internal affairs of the corporation. The number of Directors, which shall be fixed from time to time as more specifically provided in the Bylaws of the corporation and in compliance with the Idaho Non-profit Corporation Act.

ARTICLE VIII

LIMITATIONS

Notwithstanding any other provision 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 Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE IX

DISSOLUTION

That upon the dissolution of the corporation and upon the payment or discharge of all debts incurred by the corporation during its existence, the Board of Directors shall dispose of all of the

assets of the corporation exclusively to North Idaho College for use in its operation or the operation of any of its affiliated organizations, or, if such college district is at such time non-existent or not delivering duly accredited programs as determined by the Board, then to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X

AMENDMENT

These Articles of Incorporation may be altered, amended, restated or newly adopted at any meeting of the Directors of the corporation, called for the purpose, by two-thirds of the Directors present, (as defined in the Bylaws), but in no case less than a majority of the Directors then in office, in person or by proxy, provided that notice in compliance with the Idaho Nonprofit Corporation Act is sent to each Director not less than ten (10) days prior to such meeting, and provided that a quorum is present.

CERTIFICATION

Pursuant to the provisions of the Articles of Incorporation and Bylaws of the North Idaho College Foundation, Inc., an Idaho nonprofit corporation, and pursuant to the Idaho Nonprofit Corporation Act, after each of the qualified voting members and directors of the Corporation were duly noticed, not less than the required number of said voting members and directors, (members and directors being one and the same), approved and adopted the foregoing First Amended and Restated Articles of Incorporation and all of the amendments contained therein at a duly constituted meeting of members and directors held on the 29th day of June, 2023.

The total number of outstanding memberships entitled to vote, there being but a single class of membership, is 21 and the total number of members voting in favor of the First Amended and Restated Articles of Incorporation was 20. The total number of members voting in opposition to adoption of the First Amended and Restated Articles of Incorporation was 0.

The total number of directors entitled to vote is 21 and the total number of directors voting in favor of the First Amended and Restated Articles of Incorporation was 20. The total number of directors voting in opposition to adoption of the First Amended and Restated Articles of Incorporation was 0.

Dated this 29th day of June, 2023.

NORTH IDAHO COLLEGE FOUNDATION, INC.

By: Beti Becker

Beti Becker, President

By: Peter Smith

Peter Smith, Vice President