



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

THE UNIVERSITY OF IDAHO FOUNDATION, INC.

was filed in the office of the Secretary of State on the **twenty-third** day of **September** A.D., One Thousand Nine Hundred **seventy** and ~~will be~~ /duly recorded on ~~film~~ ~~Normal~~ microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Moscow, Idaho** in the County of **Latah**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **23rd** day of **September**, A.D., 19 **70**.

ARTICLES OF INCORPORATION
OF
THE UNIVERSITY OF IDAHO FOUNDATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, each of whom is a natural person and a citizen of the United States of America of the age of twenty-one years and upwards, do hereby associate together for the purpose of forming, and do hereby form, a non-profit corporation under Section 30-117A of the Idaho Code, and we do hereby set forth, declare and certify:

ARTICLE I

That the name of this corporation is THE UNIVERSITY OF IDAHO FOUNDATION, INC.

ARTICLE II

The purposes for which this corporation is formed are to solicit and receive, or acquire, by gift, devise or otherwise, moneys and property, real and personal, either absolutely or in trust, or otherwise, to be held and managed and used, distributed, disbursed or expended by this corporation exclusively for the benefit of the University of Idaho, in conjunction with and subject to the approval of the Board of Regents of the University of Idaho.

ARTICLE III

For the furtherance of the purposes set forth in Article II above, the corporation shall have, use and enjoy any and all powers and authority necessarily or properly incident to or connected with the aforesaid principal purpose of this corporation, including:

1. The power to transact business in the State of Idaho, other states, the District of Columbia, the territories of the United States, and in foreign countries.
2. The power to acquire property, real, personal, or mixed, or interests therein, and to hold, manage, use, lease, sell, mortgage, pledge, assign, transfer or convey the same or any part thereof.
3. The right to sue and be sued, complain and defend in any judicial proceeding, to contract and be contracted with, and to employ and discharge employees.
4. The power to invest and reinvest the corporation's assets, or any part thereof, in such securities, investments and other properties as to the corporation may seem advisable, irrespective of whether the same are authorized for the investment of trust funds by the laws of the State of Idaho or elsewhere, and to establish a common trust fund or common trust funds for the purpose of furnishing investments to itself, as trustee or otherwise, or to itself and others, and to invest and reinvest the corporation's

assets, whether held in trust or otherwise, in such common trust fund or common trust funds.

5. The power to borrow money and issue, sell, or pledge bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness, secured or unsecured, and to purchase, acquire, subscribe for, hold and dispose of shares, bonds, and other evidences or contracts of any other corporation, domestic or foreign.

6. The power to do each and every thing necessary or proper to be done to accomplish the purposes and to attain the objects of this corporation.

7. The power to cooperate and contract with governments and governmental agencies.

8. To exercise generally the powers conferred on corporations by the laws of the State of Idaho save and except, however, the power to issue stock.

PROVIDED, that such powers may and shall be exercised exclusively for the benefit of the University of Idaho.

ARTICLE IV

That the duration of this corporation and the term of its existence shall be perpetual.

ARTICLE V

That the location and post office address of the principal and registered office of this corporation in the State of Idaho is the University of Idaho, at Moscow, Idaho.

ARTICLE VI

That there are no authorized shares of stock in this corporation and there is no capital stock and there are no shares of stock.

ARTICLE VII

That unless and until changed by the by-laws of this corporation, the members of the board of directors of this corporation shall constitute the members of this corporation.

ARTICLE VIII

That unless and until changed by the by-laws of this corporation, those members of the corporation present at any regular or special meeting of the members of this corporation shall constitute a quorum at any such regular or special meeting of the members of the corporation, provided that prior notice of said meeting is given to the members in the manner to be provided in and by the by-laws of this corporation.

ARTICLE IX

That unless and until changed by the by-laws of this corporation, the by-laws of this corporation may be altered, amended, or new by-laws adopted at any regular meeting or at any special meeting of the members of the corporation called for that purpose by the affirmative vote of two-thirds of the members present at such meeting, provided that written notice of the intention to amend the by-laws shall be given to each and all of the members not less than ten (10) days prior to such meeting and provided that a quorum is

present. Such notice shall designate the time and place of the meeting at which it is intended to vote on the proposition to amend the by-laws and shall state in general terms the manner in which it is intended to amend the by-laws. Notice as provided for in this article shall be given to each member by United States registered or certified mail, return receipt requested, postage and charges prepaid, addressed to each member at his or her last known post-office address, and notice of the meeting shall be deemed to have been given to each member addressee on the date of the mailing of the notice to the member in the manner provided in this article. The return receipt need not require the signature of the addressee only.

ARTICLE X

That the Articles of Incorporation of this corporation may be altered or amended at any regular meeting of the members or at any special meeting of the members called for that purpose by an affirmative vote of two-thirds of the members present at such meeting, provided that written notice of the intention to amend the Articles of Incorporation shall be given to each and all of the members not less than ten (10) days prior to such meeting and provided that a quorum is present. Such notice shall designate the time and place of the meeting at which it is intended to vote on the proposition to amend the Articles of Incorporation and shall state in general terms the manner in which it is intended to amend the Articles of Incorporation. Notice as provided for in this article shall be

given to each member by United States registered or certified mail, return receipt requested, postage and charges prepaid, addressed to each member at his or her last known post-office address, and notice of the meeting shall be deemed to have been given to each member addressee on the date of the mailing of the notice to the member in the manner provided in this article. The return receipt need not require the signature of the addressee only.

ARTICLE XI

That the names and post office addresses of the incorporators are as follows:

<u>Name:</u>	<u>Address:</u>
Elvon W. Hampton	Genesee, Idaho
Albert R. Menard, Jr.	Moscow, Idaho
H. Sidwell Smith	Moscow, Idaho
Ernest W. Hartung	Moscow, Idaho
John J. Peacock	Kellogg, Idaho

ARTICLE XII

That this is a non-profit corporation organized and operated in connection with and exclusively for the benefit of the University of Idaho; that pecuniary profit is not one of its objects or purposes; that no dividends shall be declared, nor shall any of the net earnings of the corporation inure to the benefit of any member or individual; that membership in this corporation is not transferrable; that the rights and interest of each of the members of the corporation shall be equal; that the members shall have equal voting rights; that the property and net earnings and proceeds of this corporation shall be used exclusively for the furtherance of the objects of this corporation. No member, director, trustee or officer of this corporation shall receive any pecuniary benefit from the corporation, except such reasonable compensation as may be allowed and paid to officers for services actually rendered to the corporation, and except that the members, directors and officers of this corporation may be reimbursed for their actual necessary expenses incurred in furthering the objects of this corporation including their actual necessary expenses incurred in attending meetings of the membership and board of directors of the corporation.

ARTICLE XIII

In the event of the dissolution of this corporation, or in the event that it should cease to carry out its purposes herein set forth, no member, director, officer, trustee or individual shall be entitled to or receive any distribution or division of its remain-

ing assets, property or proceeds, and the balance of all property and assets of the corporation from any source, after the payment of all debts and obligations of the corporation, shall vest in the Regents of the University of Idaho in trust for the use and benefit of the University of Idaho.

ARTICLE XIV

It is the intent of the incorporators that this organization shall be incorporated as a tax exempt organization to which deductible gifts may be made pursuant to the terms of the Internal Revenue Code of 1954, as amended. To that end, this corporation shall be subject to all the restrictions and requirements now or hereafter imposed by the United States Internal Revenue Code of 1954, as amended, and any rules and regulations duly and properly promulgated in the application and interpretation of said Code with which compliance is required for qualification as a tax exempt organization. In particular, in any year in which this corporation is a "private foundation" as that term is defined in the IRC 1954, its income must be distributed at such time and in such manner as not to subject this corporation to taxes under Section 4942, Internal Revenue Code, or the regulations promulgated pursuant thereto, and the corporation shall not engage in any act of self dealing as defined in Section 4941, Internal Revenue Code, or the regulations promulgated pursuant thereto, and shall not retain any excess business holdings as defined in Section 4943(c), Internal Revenue Code, or the regulations promulgated pursuant thereto, and shall not make any investments in such manner as to subject the corporation to taxes

under Section 4944, Internal Revenue Code, or the regulations promulgated pursuant thereto, and shall not make any taxable expenditures as defined in Section 4945(d), Internal Revenue Code, or the regulations promulgated pursuant thereto.

ARTICLE XV

That the following persons shall be the initial members of the board of directors of this corporation, to-wit:

<u>Names:</u>	<u>Post Office Addresses:</u>
Elvon W. Hampton	Genesee, Idaho
Albert R. Menard, Jr.	Moscow, Idaho
H. Sidwell Smith	Moscow, Idaho
Ernest W. Hartung	Moscow, Idaho
John J. Peacock	Kellogg, Idaho

That each of said persons shall hold office until his successor is elected in the manner to be provided in the by-laws of this corporation and has qualified.

IN WITNESS WHEREOF, we the undersigned, whose post office addresses are set opposit our names, have hereunto set our hands this 17 day of September, 1970.

Name:

P. O. Address:

Elvon W Hampton
Albert R Menard Jr
H. Sidwell Smith
Ernest W. Hartung
John J. Peacock

Benese Idaho
Moscow Idaho
Moscow Idaho
Moscow, Idaho
Kellogg, Idaho

STATE OF IDAHO)
County of Latah)
:ss.

On this 17 day of September, 1970, before me, the undersigned, a Notary Public in and for said State, personally appeared ELVON W. HAMPTON, AIBERT R. MENARD, JR., H. SIDWELL SMITH, ERNEST W. HARTUNG and JOHN J. PEACOCK,

known to me to be the persons. whose names are subscribed to the above and foregoing Articles of Incorporation of THE UNIVERSITY OF IDAHO FOUNDATION, INC., and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal the date last above written.

Line Mortenson
NOTARY PUBLIC in and for the State
of Idaho, residing at Moscow,
Idaho.