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SECRETARY OF STATE
STATE OF IDAHO

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
EASTERN IDAHO ECONOMIC DEVELOPMENT COUNCIL FOUNDATION, INC.**

Pursuant to the provisions of Section 30-3-94 of the Idaho Nonprofit Corporation Act, on March 16, 2015, the members of the Eastern Idaho Economic Development Council Foundation Inc. unanimously resolved in an action by written consent to amend and restate the articles of incorporation.

The undersigned hereby certifies that there are 6 members entitled to vote and all 6 members resolved by written consent to act without a meeting to amend and restate the articles of incorporation as follows:

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF EASTERN
IDAHO ECONOMIC DEVELOPMENT COUNCIL FOUNDATION, INC., NOW
KNOWN AS "REDI FOUNDATION, INC.**

ARTICLE ONE

NAME

The name of the corporation is hereby changed to REDI Foundation, Inc.

ARTICLE TWO

NONPROFIT CORPORATION

The corporation is a nonprofit corporation.

ARTICLE THREE

DURATION

The period of duration of the corporation is perpetual.

ARTICLE FOUR

IDAHO SECRETARY OF STATE

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PURPOSES AND POWERS

The purposes of the corporation and its powers are the following:

- a. To encourage and enhance the retention, recruitment and expansion of new and existing businesses and the promotion of a favorable business climate in Bonneville and Bingham counties by supporting the charitable, educational, and scientific functions of the Regional Economic Development Corporation for East Idaho, a nonprofit Idaho corporation;
- b. To engage in charitable, educational and scientific activities within the meaning of Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3); and
- c. To exercise all powers granted by law necessary and proper to carry out the above stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value.

Notwithstanding any other provisions of these Articles, nothing herein shall be deemed to authorize or permit the corporation to carry on any business for profit, to exercise any power, or to do any act not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE FIVE

MEMBERSHIP

The corporation shall have no members or shareholders. The corporation shall be under the direction of an Executive Board of Directors.

ARTICLE SIX

REGISTERED AGENT AND OFFICE

Linda K. Martin shall serve as the corporation's registered agent. Ms. Martin's business address is 151 North Ridge Avenue, Suite A, Idaho Falls, Idaho 83402.

ARTICLE SEVEN

EXECUTIVE BOARD OF DIRECTORS

The executive board of directors of the corporation shall consist of seven (7) members comprised of three (3) individuals who are residents of Bonneville County, three (3) individuals who are residents of Bingham County, and one (1) individual who may be a resident of any county. The names and addresses of the directors constituting the initial executive board of directors who shall serve until the first election of executive directors or until their successors are elected and qualified are:

1. Park Price, 399 North Capital, Idaho Falls, ID 83402
2. Kevin Koplin, 1000 Riverwalk Dr, Suite 100, Idaho Falls, ID 83405
3. Teri TeNgaio, 1527 Hollipark Dr., Idaho Falls, ID 83401
4. R. Scott Reese, 501 N. Maple, Blackfoot, ID 83221
5. Layne VanOrden, 1487 Parkway Dr., Blackfoot, ID 83221
6. Dan Cravens, 430, N. Fifth Ave., Pocatello, ID 83201-4087

7. Tim Forhan, 3400 E. Center, Pocatello, ID 83201

ARTICLE EIGHT

DISSOLUTION

Upon dissolution of the corporation, the assets of the corporation shall be disposed of according to the procedure outlined in the Idaho Nonprofit Corporation Act. After the liabilities of the corporation have been discharged or provided for, the corporation's remaining assets shall be disposed of exclusively for the purposes of the corporation, or

to such organization or organizations organized and operated exclusively for charitable, educational, religious 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 (or corresponding provision of any future United States Internal Revenue Law), as follows:

- a) The Bonneville Voting Members of the Advisory Board, as defined in the bylaws of the corporation, shall determine the disposition of Bonneville Pro Rata Share (calculated as stated below) of the remaining assets of Corporation.
- b) The Bingham Voting Members of the Advisory Board, as defined in the bylaws of the corporation, shall determine the disposition of the Bingham Pro Rata Share (calculated as stated below) of the remaining assets of the Corporation.

The Bonneville Pro Rata Share and the Bingham Pro Rata Share shall be calculated as follows:

First, the sum of the total assets of the Corporation as of April 15, 2015 and the total assets of Regional Economic Development Corporation for East Idaho as of April 15, 2015 shall be calculated. This amount shall be referred to as the "Combined Initial Assets."

Second, the total amount of the Combined Initial Assets contributed by the corporations formerly known as Grow Idaho Falls, Inc. and the Eastern Idaho Economic Development Council Foundation, Inc. shall be calculated. This amount shall be referred to as the "Bonneville Contribution."

Third, the Bonneville Contribution shall be divided by the Combined Initial Assets and the resulting percentage shall be the Bonneville Pro Rata Share.

Fourth, the Bonneville Pro Rata Share shall be subtracted from 100% and the resulting percentage shall be the Bingham Pro Rata Share.

Any such assets not so disposed of shall be disposed of by a District Court of competent jurisdiction in and for the State of Idaho exclusively for such purposes or to such organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE NINE

RESTRICTIONS

No part of the net earnings of the corporation shall inure to the benefit of any director, advisory board member, or officer of the corporation or any other private individual (except that reasonable payments may be paid for expenses incurred on behalf of the corporation affecting one or more of its purposes). The Executive Board of Directors may hire and pay staff. No director, advisory board member, or officer of the corporation, or any other private individual shall be entitled to share in any distribution of any corporate assets on dissolution of the corporation or otherwise. Any and all property, both real and personal, which may be owned by the corporation at any time, is and shall always be exclusively and irrevocably dedicated to the non-profit purposes of this organization.

Dated: March 18, 2015

Signature: 

Typed Name: Dale Lundblade

Capacity: President