

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

INTERMOUNTAIN RESEARCH INSTITUTE, INC.
File Number C 112108

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of INTERMOUNTAIN RESEARCH INSTITUTE, INC., duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: January 16, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Louisa Harold*

On Monday, January 6, 1997 the Board of Directors and Members of the Intermountain Research Institute, Inc. met in a board and membership meeting to amend the Articles of Incorporation. Four (4) of the Four (4) members were present.* The vote was (4) in favor of and (0) against the amendments listed below.

* Meeting was conducted by Telephone Conference.

ARTICLES OF AMENDMENT
OF
INTERMOUNTAIN RESEARCH INSTITUTE, INC.

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Articles I, II and III, were not changed.

Article IV was completely changed with the new verbiage in the Amended Articles. The new verbiage will satisfy the IRS code relating to the purposes and dissolution of the corporation to comply with the qualifications when applying for 501(c)(3) tax exempt status.

Article V was incorporated and expanded in the new Article VI of the Amended Articles.

Articles VI and VII were assimilated into the new Article IV and completely replaced with the verbiage in the Amended Articles.

Article VII now states that the corporation is not a church.

Article VIII was incorporated and assimilated into the verbiage in Article V of the Amended Articles.

Articles IX and X indicating the initial registered office and the registered agent for the corporation were incorporated and renumbered as Article VIII.

Article XI was completely replaced by Article IX in the Amended Articles.

Article XII was renumbered as Article X in the Amended Articles.

Articles XI and XII are both new additions to this document.

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Thus, the amendments to the Intermountain Research Institute, Inc. Articles of Incorporation were approved on Monday, January 6, 1997.

DATED this 13 day of January, 1997.

F. H. Just
F. H. Just, V. President

B. R. Albin
B. R. Albin, Secretary

STATE OF IDAHO

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COUNTY OF BONNEVILLE

I, Terri Frickey, a notary public, do hereby certify that on this 13TH day of January, 1997, personally appeared before me F.H. Just & B.R. Albin who, being by me first duly sworn, declared that ^{they are} ~~he/she~~ is the President & Secretary of the Intermountain Research Institute, Inc., that ^{they} ~~he/she~~ signed the foregoing document as Officer's of the corporation, and that the statement therein are true.

Terri Frickey
Residing at: 432 Group Ave. I.F.

My Commission expires: 7/97

AMENDED
ARTICLES OF INCORPORATION
OF
INTERMOUNTAIN RESEARCH INSTITUTE, INC.

ARTICLE I

The name of the corporation is INTERMOUNTAIN RESEARCH INSTITUTE, INC. 10

ARTICLE II

This corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

Section 1. Purposes. The purposes for which this corporation is formed are, in general, to perform scientific research, testing for public safety, and to promote, sponsor and carry out educational activities in Bonneville County, Idaho and in other communities in Idaho and the surrounding area. The corporation may, but not in limitation of the foregoing, receive, hold, own, manage, use, purchase, mortgage and dispose of property of all kinds, real, personal, and intangible, whether held absolutely or in trust, or by way of agency or otherwise, for the benefit and support of the Intermountain Research Institute, Inc. and its purposes.

Section 2. Powers. This corporation shall have and exercise all rights, powers, privileges and immunities provided by the Idaho Non-Profit Corporation Act.

Section 3. Exempt Status. This corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the corporation is distributable to, or inures to the benefit of its directors or officers except to the extent permitted under the Idaho Non-Profit Corporation Act. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. This organization is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from

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Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

Section 4. Dissolution of Corporation. Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the trial 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 V

The corporation to be organized upon a non-stock, certificate of membership basis. Such memberships shall be nonredeemable, nontransferable, and non-dividend bearing. The affairs of the corporation shall be vested in and managed by the Board of Directors. The conditions and regulations of membership and the rights and other privileges of the classes of membership shall be determined and fixed by the bylaws. The private property of the members of this corporation shall not be liable for its corporate debts.

ARTICLE VI

No part of the income of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation or any private individual (except that the reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets in dissolution of the corporation.

ARTICLE VII

This corporation is not a church and the management of its affairs shall be vested in the Board of Directors.

ARTICLE VIII

The street address of its initial registered office (principal office) is: 620 Adell Avenue, Idaho Falls, ID 83402, and the name of its registered agent at such address is: F. H. Just.

ARTICLE IX

The number of directors constituting the initial Board of Directors of the corporation is Four (4). The names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and shall qualify are:

F. H. JUST, P.E., 620 Adell Avenue, Idaho Falls, ID 83402

STEPHEN T. ELLIS, 4895 Coma Circle, Idaho Falls, ID 83406

B. R. ALBIN, 1483 Three Fountains Drive, Idaho Falls, ID 83404

DENNIS D. KEISER, PHD., 2942 Fieldstream Ln, Idaho Falls, ID 83404

ARTICLE X

The name and street address of the incorporator is:

F. H. Just

620 Adell Avenue

Idaho Falls, ID 83402

ARTICLE XI

The power to make, alter, amend or appeal the bylaws of this corporation shall be vested in its Board of Directors, and the bylaws may contain any provision for the regulation and management of the affairs of this corporation not inconsistent with these Articles of Incorporation and the laws of the State of Idaho.

ARTICLE XII

The power to amend these Articles of Incorporation is expressly conferred upon the members.

DATED this 13 day of January, 1997.


F. H. Just, V. President


B. R. Albin, Secretary

VERIFICATION

STATE OF IDAHO

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COUNTY OF BONNEVILLE

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I, Tere Frickey, a notary public, do hereby certify that on this 13TH
day of January, 1997, personally appeared before me F.H. Just & B.R. Albin
who, being by me first duly sworn, declared that ~~he~~ ^{they are} President & Secretary
of Intermountain Research Institute, Inc., that ~~he~~ ^{they} signed the foregoing document as Officer's
of the corporation, and that the statements therein are true.

Tere Frickey

Residing at: 432 Shaw Ave. IF

My commission expires: 7/97