

AMENDED AND **RESTATED**

ARTICLES OF INCORPORATION

01 JAN -8 AM 10:30

OF

STATE OF IDAHO

INLAND NORTHWEST RESEARCH ALLIANCE, INC.

The undersigned, acting as incorporator under the Idaho Nonprofit Corporation Act, hereinafter referred to as the Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the Corporation is Inland Northwest Research Alliance, Inc.

ARTICLE TWO

NONPROFIT CORPORATION

The Corporation is a nonprofit corporation.

ARTICLE THREE

DURATION

The duration of the Corporation shall be perpetual.

01 JAN -9 PM 2:50
STATE OF IDAHO

FILED/EFFECTIVE

IDAHO SECRETARY OF STATE

01/09/2001 09:00
CK: 10705 CI: 1793 BH: 371725

1 @ 30.00 = 30.00 INC NONP # 2
1 @ 20.00 = 20.00 NON EXPIDI # 3

C127075

ARTICLE FOUR

PURPOSES AND POWERS

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

1. To conduct joint programs in science and engineering research and education, including work with the Idaho National Engineering and Environmental Laboratory.
2. To have specifically, and exclusively, an educational, charitable and scientific purpose for all its activities, and to have no purpose nor engage in any activity which would not be educational, charitable or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be from time to time amended.
3. 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. Nothing herein contained 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 that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.
4. No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. 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, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.
5. Subject to the foregoing, the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act.

ARTICLE FIVE

MEMBERSHIP

The Corporation shall have members who shall have such rights as are provided by the Act and are consistent with the management authority that the Articles grant the Board of Directors of the Corporation. No person may become a member of the Corporation except by invitation of the Board of Directors and for such consideration as the Board may from time to time determine.

ARTICLE SIX

LOCATION

The location and address of the initial registered office of the Corporation is

428 Park Avenue Idaho Falls ID 83402

and the name of its initial registered agent at such address is C. Timothy Hopkins

ARTICLE SEVEN

INCORPORATOR

The name and address of the incorporator is:

Robert A. Hoover President's Office
University of Idaho
Moscow, Idaho 83844-3151

ARTICLE EIGHT

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors.

The Board of Directors of the Corporation shall consist of no fewer than three (3) and no more than eleven (11) members, each of whom, at all times, shall be a member of the Corporation. A change in the number of directors shall be made only by amendment of these Articles. Other than the directors constituting the initial Board of Directors, who are designated in these Articles, the directors shall be elected by the members of the Corporation. The number of directors constituting the initial Board of Directors shall be three (3), and the names and addresses of the persons who are to serve as directors until the first annual election of directors or until their successors are elected and shall qualify are:

Robert A. Hoover	President's Office University of Idaho Moscow, Idaho 83844-3151
Samuel H. Smith	President's Office Washington State University Pullman, Washington 99164-1048
Michael Malone	President's Office Montana State University Bozeman, Montana 59717-2420

ARTICLE NINE

ELECTION OF BOARD OF DIRECTORS

The directors shall be elected at the annual meeting of the members of the Corporation for terms of five (5) years and they shall hold office until their successors are duly elected and qualified.

ARTICLE TEN

DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed 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 organizations, as such court shall determine to be consistent with the purposes of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 29

day of December, 2000.

A handwritten signature in black ink, appearing to read "Robert A. Hoover", is written over a horizontal line.

ROBERT A. HOOVER
President

HOPKINS RODEN CROCKETT HANSEN & HOOPES, PLLC
LAWYERS

SALISBURY BUILDING - 420 PARK AVENUE
P.O. BOX 51219
IDAHO FALLS, IDAHO 83405-1219
TELEPHONE (208) 523-4445
FAX (208) 523-4474
E-MAIL IFLaw@hrchh.com

SEWARD H. FRENCH (1941-1984)
TED C. SPRINGER (1943-1984)
WILLIS B. BENJAMIN (1939-1999)

OF COUNSEL
JOHN MICHAEL BRASSEY
BRUCE L. THOMAS
SCOTT W. MAROY2
ORVAL HANSEN
GEORGE DENNISON

802 WEST BANNOCK - SUITE 900
P.O. Box 2110
BOISE, IDAHO 83701-2110
TELEPHONE (208) 336-7930
FAX (208) 336-9154
E-MAIL BoiesLaw@hrchh.com

8 E. STREET S.E.
WASHINGTON, D.C. 20003
TELEPHONE (202) 546-0360
FAX (202) 546-6294
E-MAIL olpr@sol.com

C. TIMOTHY HOPKINS
WILLIAM C. RODEN
GREGORY L. CROCKETT
JOHN D. HANSEN
D. FREDRICK HOOPES
LARY S. LARSON
PAUL B. RIPPPEL
TERESA L. STURM
STEVEN K. BROWN
DAVID H. SHIPMAN
KATHERINE STEELE MORIARTY
REED E. ANDRUS
CURTIS R. SMITH
LANCE J. SCHUSTER
MARTY R. ANDERSON
JEREMY P. PISCA

ROBERT A. deGROOT
REGISTERED PATENT AGENT

January 9, 2001

VIA FACSIMILE & U.S. MAIL

Office of the Secretary of State
Attn: Tonya
700 West Jefferson
P. O. Box 83720
Boise, Idaho 83720-0080

01 JAN -9 PM 2:27
STATE OF IDAHO

Re: Inland Northwest Research Alliance, Inc.--Restated Articles of Incorporation

Dear Tonya:

To supplement the Restated Articles of Incorporation for the above Corporation forwarded to you for filing with our letter of January 5, 2001, I hereby declare as general counsel for the Corporation that:

- 1) C. Timothy Hopkins will hereby and hereafter serve as the registered agent for the Corporation and he agrees to serve in that capacity and affirms his intention to do so by signing below.


C. Timothy Hopkins

- 2) The meeting at which the Restated Articles of Incorporation were approved and at which general counsel was instructed to forward the same to the office of the Secretary of State of the State of Idaho for filing took place on January 5, 2001 at the offices of Hopkins Roden

Office of the Secretary of State
January 9, 2001
Page 2

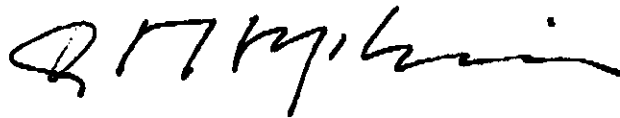
01 JAN -9 PM 2: 27

SECRETARY OF STATE
STATE OF IDAHO

Crockett Hansen & Hoopes, PLLC, with the president of the Corporation, Dr. Robert W. Hoover, being present in person and with the then directors of the Corporation in addition to Dr. Robert Hoover being the presidents of Washington State University and Montana State University being entitled to vote at said meeting and each of them having approved the action and resolution approving the Restated Articles of Incorporation and their forwarding to your office. The action of the board was therefore unanimous.

Trusting that the foregoing will be satisfactory to allow you to go forward with the filing of the Restated and Amended Articles of Incorporation for the Inland Northwest Research Alliance, Inc., we thank you for your service.

Very truly yours,



C. Timothy Hopkins

CTH/tlt