



Department of State

**CERTIFICATE OF INCORPORATION
OF**

THE COLLEGE OF SOUTHERN IDAHO FOUNDATION, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of THE COLLEGE OF SOUTHERN IDAHO FOUNDATION, 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated March 1, 19 84.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
THE COLLEGE OF SOUTHERN IDAHO FOUNDATION, INC.

We, the undersigned, acting as incorporators of a non-profit corporation under the Idaho Non-Profit Corporation Act, adopt the following Articles of Incorporation for this non-profit corporation:

ARTICLE I

The name of this non-profit corporation shall be The College of Southern Idaho Foundation, Inc.

ARTICLE II

The period of existence and duration of the life of this non-profit corporation shall be perpetual.

ARTICLE III

The address of the initial registered office of this non-profit corporation is College of Southern Idaho, P.O. Box 1238, Twin Falls, Idaho, 83303-1238, and the name of the initial registered agent at such address is Dr. Joan E. Edwards, Director of Development.

ARTICLE IV

The purpose of this non-profit corporation shall include but not be limited to soliciting and/or receiving gifts, bequests, and devises or otherwise, monies and property, real and personal, of whatsoever kind or nature, to be held, managed, and used exclusively for the benefit of the College of Southern Idaho, its various vocational,

technical and educational programs and its various services, to promote excellence, and to provide scholarships, grants-in-aid, loans and the like to students enrolled in said College of Southern Idaho and any other purpose authorized for non-profit corporations by the Idaho Code. This non-profit corporation is organized exclusively for charitable, and educational purposes.

ARTICLE V

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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 Article IV hereof. No substantial part of the activities of this non-profit corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this non-profit 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 the other provisions of these articles, this non-profit corporation shall not carry on any activities not permitted to be carried on (a) by a corporation except from the 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).

Upon the dissolution of this non-profit corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this non-profit corporation, dispose of all of the assets of this non-profit corporation exclusively for the purpose of this non-profit corporation in such manner, or in 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 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 VI

Pursuant to Idaho Code Section 30-308 this non-profit corporation shall have a special class of members composed of the President of the College of Southern Idaho, its Director of Development, and one member of its Board of

Trustees. Those members are empowered to appoint the first Board of Directors of this corporation. Thereafter pursuant to Idaho Code Section 30-314(f) the existing directors will elect successor directors.

ARTICLE VII

Without limiting the general powers granted to the non-profit corporation by Idaho law, or infringing upon the powers reserved to the Board of Trustees, the corporation shall have the following specific powers:

1. To administer any gifts, devises or like in accordance with the directions of various donors and testators and within the authority of this corporation.
2. To receive, when deemed useful, acquire, hold, purchase, dispose of, convey, mortgage and or lease, and improve real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey 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, 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 of municipality or of any instrumentality thereof.

3. To serve as agent for College of Southern Idaho in the management and investment of property of any and all kinds heretofore acquired by said College of Southern Idaho which the Board of Trustees of such district shall determine to transfer to the corporation for such management and investment.
4. To determine, by a vote of 70% of the members of the corporation (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 non-existent 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, impractical, unnecessary or undesirable, and thereupon to apply the gift or devise to the general purposes of the corporation as hereinabove set forth.
5. To receive grants from government or other sources and to disburse such grants for the support of scientific, educational and research activities.
6. To make applications for and obtain patents, patent rights, and copyrights, for any inventions or publications and to hold and license patents

and copyrights, provided, however, that all income from such patents or copyrights shall be devoted to the scientific, charitable, and educational purposes of the corporation and none of such income shall accrue to any officer, director, or employee of the corporation except for remuneration for services or except as an inventor or author of a project.

7. To have and exercise all powers now or hereafter conferred upon non-profit corporations by the laws of the State of Idaho, subject to the provisions of these articles and its by-laws duly and regularly adopted, and to the owners reserved to the Board of Trustees of the College of Southern Idaho.
8. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any 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 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).
9. To defend any lawsuit filed against the corporation, and to initiate and carry on any legal

suits necessary for the benefit of the corporation.

ARTICLE VIII

The Board of Directors of the College of Southern Idaho Foundation shall consist of no less than five (5) and no more than thirty (30) persons including the following:

1. One (1) member elected biennially by the Board of Trustees of the College of Southern Idaho, who shall be a trustee.
2. The President of the College of Southern Idaho.
3. The Director of Development of the College of Southern Idaho.
4. Six (6) members at large shall be chosen from Idaho's Junior College Area Number IV comprising the counties of Blaine, Camas, Cassia, Gooding, Jerome, Lincoln, Minidoka, Twin Falls, and parts of Elmore and Owyhee, there being no less than three (3) members from within the College of Southern Idaho District, Twin Falls and Jerome Counties.
5. All other members at large from within or without the State of Idaho.

ARTICLE IX

The affairs of the corporation shall be managed by the Board of Directors. The initial Board of Directors shall serve until the first meeting of the Board of Directors at which time by-laws of the corporation shall be adopted. Successor directors shall be elected by a majority vote of a

quorum of the Board. The number, terms, and manner of election of the successor directors shall be as provided in the by-laws of the corporation subject to these Articles of Incorporation.

1. Termination of board membership other than expiration of a regular term, resignation, or death, shall be by an expulsion vote of a two-thirds majority of the remaining members.
2. Vacancies other than by expiration of the regular term of office, shall be filled or left vacant by an affirmative vote of a majority of a quorum of the Board of Directors, but not less than (3) affirmative votes, as soon as possible after such termination of a membership and not later than the next regular meeting of the Board of Directors.
3. One half of said Board of Directors shall constitute a quorum, and a majority of any such quorum at a meeting duly convened shall have the power to act, except as in these articles otherwise specifically provided. Action of any kind may be taken, without a meeting, by writing, setting forth the action, signed by all of the members. Each member shall be entitled to one vote and shall have the right to vote on all matters.
4. In management of the affairs of the corporation, the Board of Directors may delegate to officers and committees powers as may be provided in the by-laws.

ARTICLE X

The annual meeting of the corporation shall be at such place, at such time as the President of the Foundation may notice; provided, however, that such annual meeting shall be held not less than eight (8) nor more than sixteen (16) months from the time of the preceding annual meeting and, provided further, that the Board of Directors or not less than eight (8) members may notice the annual meeting or any special meeting.

Except as otherwise specified, whenever notice is required, it shall be in writing sent prepaid not less than three (3) days before the event if by telegram and not less than ten (10) days if by mail, addressed to the last known address. Notice may be waived either before or after a meeting.

ARTICLE XI

The names and addresses of the incorporators of the corporation are:

J. Robert Alexander	126 2nd Ave. No.	Twin Falls, ID 83301
William Babcock	Skyline Drive	Twin Falls, ID 83301
Miriam Breckenridge	Rt. #6	Twin Falls, ID 83301
Curtis H. Eaton	102 Main S.	Twin Falls, ID 83301
Joan E. Edwards	694 Cindy Dr.	Twin Falls, ID 83301
Barney Erkins	White Arrow Ranch	Bliss, ID 83314
Earl Faulkner	1740 Maplewood Dr.	Twin Falls, ID 83301
John Forbes	P.O. Box 486	Jerome, ID 83338
Thomas P. Mahan	125 Buchanan	Jerome, ID 83338
Gerald R. Meyerhoeffer	P.O. Box 1238	Twin Falls, ID 83301
James Sinclair	262 Lincoln	Twin Falls, ID 83301

ARTICLE XII

The first Board of Directors shall consist of the following persons who shall serve until the successors are named, elected and qualified under Article VIII:

J. Robert Alexander	126 2nd Ave. No.	Twin Falls, ID 83301
William Babcock	Skyline Drive	Twin Falls, ID 83301
Miriam Breckenridge	Rt. #6	Twin Falls, ID 83301
Curtis H. Eaton	102 Main S.	Twin Falls, ID 83301
Joan E. Edwards	694 Cindy Dr.	Twin Falls, ID 83301
Barney Erkins	White Arrow Ranch	Bliss, ID 83314
Earl Faulkner	1740 Maplewood Dr.	Twin Falls, ID 83301
John Forbes	P.O. Box 486	Jerome, ID 83338
Thomas P. Mahan	125 Buchanan	Jerome, ID 83338
Gerald R. Meyerhoeffer	P.O. Box 1238	Twin Falls, ID 83301
James Sinclair	262 Lincoln	Twin Falls, ID 83301

Such persons shall continue to serve as directors of this non-profit corporation for such time as they remain the holders of their respective offices.

ARTICLE XIII

All or any meetings of the members, or of the Board of Directors may be held within or without the State of Idaho.

ARTICLE XIV

The Directors of this non-profit corporation shall not be personally liable for the debts, liabilities or obligations of this non-profit corporation.


IN WITNESS WHEREOF, the undersigned incorporators
have executed these Articles of Incorporation this 21 day
of February, 1984.



J. Robert Alexander



William Babcock



Miriam Breckenridge


Curtis H. Eaton



Joan E. Edwards



Barney Erkins
Bernardine


Earl Faulkner


John Forbes


Thomas P. Mahan


Gerald R. Meyerhoeffer


James A. Sinclair

STATE OF IDAHO

County of Twin Falls

)
) ss.
)

On this 21st day of February, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared J. Robert Alexander, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


NOTARY PUBLIC
Residence: Twin Falls, Idaho

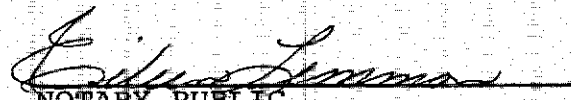
STATE OF IDAHO

County of Twin Falls

)
) ss.
)

On this 21st day of February, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared William Babcock, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.


IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


NOTARY PUBLIC
Residence: Twin Falls, Idaho

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 21st day of February, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared Miriam Breckenridge, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that she executed the same.


IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


NOTARY PUBLIC
Residence: Twin Falls, Idaho

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 21st day of February, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared Curtis H. Eaton, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.


IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


NOTARY PUBLIC
Residence: Twin Falls, Idaho

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 21st day of February, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared Joan E. Edwards, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


NOTARY PUBLIC
Residence: Twin Falls, Idaho

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 21st. day of February, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared Barney Erkins, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed my official seal the day and year in this
certificate first above written.

E. L. Linn
NOTARY PUBLIC
Residence: Twin Falls, Idaho

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 21st. day of February, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared John Forbes, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


NOTARY PUBLIC
Residence: Twin Falls, Idaho

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 21st. day of February, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared Earl Faulkner, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


NOTARY PUBLIC
Residence: Twin Falls, Idaho

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 21st day of February, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared Thomas P. Mahan, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


NOTARY PUBLIC
Residence: Twin Falls, Idaho

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 21st. day of February, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared Gerald R. Meyerhoeffer, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


NOTARY PUBLIC
Residence: Twin Falls, Idaho

STATE OF IDAHO)

County of Twin Falls)

ss.

On this 21st. day of February, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared James Sinclair, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



NOTARY PUBLIC

Residence: Twin Falls, Idaho