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# State of Idaho

## Department of State

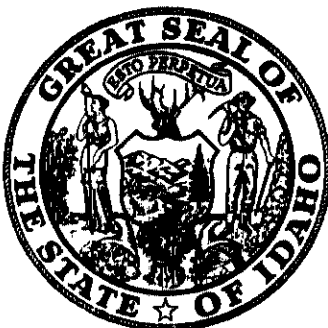
### CERTIFICATE OF AMENDMENT OF

IDAHO INSTITUTE OF NUCLEAR TECHNOLOGY, INC.

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 IDAHO INSTITUTE OF NUCLEAR TECHNOLOGY, INC., changing the corporate name to IDAHO INSTITUTE OF ARTS AND TECHNOLOGY, INC., duly signed and verified 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: April 19, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl Blevins*

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ARTICLES OF AMENDMENT OF

IDAHO INSTITUTE OF NUCLEAR TECHNOLOGY, INC.,  
pursuant to this amendment now being known as

Idaho Institute of Arts and Technology, Inc.

Pursuant to the provisions of Idaho Code Sections 30-326 and 30-327, the Articles of Incorporation of Idaho Institute of Nuclear Technology, Inc., are hereby amended in their entirety including the change of the name of the corporation to Idaho Institute of Arts and Technology, Inc. In accordance with the provisions of Idaho Code 30-327 the below signed verify as follows:

- (a) The name of the corporation - Idaho Institute of Nuclear Technology, Inc. (pursuant to this amendment hereafter to be known as Idaho Institute of Arts and Technology, Inc.)
- (b) Identification of the modified provisions - the entire Articles of Incorporation are amended. Pursuant to this amendment, the entire Articles of Incorporation are set forth in this document.
- (c) This amendment was adopted by a consent in writing signed by all members entitled to vote with respect thereto as set forth hereafter.
- (d) As amended in full, the Articles of Incorporation now read as follows:

ARTICLES OF INCORPORATION

OF

IDAHO INSTITUTE OF ARTS AND TECHNOLOGY, INC.

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

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#### **ARTICLE I. NAME**

The name of the Corporation is Idaho Institute of Arts and Technology, Inc.

#### **ARTICLE II. NONPROFIT STATUS**

The Corporation is a nonprofit corporation.

#### **ARTICLE III. PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

#### **ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT**

The location of this Corporation is in the City of Idaho Falls, County of Bonneville, State of Idaho. The address of the initial registered office is 1414 South 35 West, Idaho Falls, Idaho 83402, and the name of the initial registered agent at this address is Thomas J. Setter, M.D.

#### **ARTICLE V. PURPOSES**

The purposes for which the Corporation is organized and will be operated are as follows:

A. To create and operate on a non-profit basis a College or University in Idaho Falls, Idaho, being either a two year or four year institution with possible establishment of a graduate school, together with all related activities necessary to sustain such university so long as they are consistent with these Articles.

B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).

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. 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.

## **ARTICLE VI. LIMITATIONS**

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 Article V hereof. 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.

## **ARTICLE VII. MEMBERS**

The Directors of the Corporation shall constitute its members. All management authority shall be vested in the Board of Directors.

## **ARTICLE VIII. BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than thirty-five (35) individuals, each of whom, at all times, shall be a member of the Corporation. The actual number of Directors (members) shall be fixed by the Bylaws of the Corporation. Other than the Directors (members) constituting the initial Board of Directors, who are designated in these Articles, the Directors (members) shall be elected or appointed by the existing Directors (members) in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

### **NAME**

### **ADDRESS**

Thomas J. Setter

1414 South 35 West  
Idaho Falls, ID 83402

B. R. Albin

2721 Fieldstream Lane  
Idaho Falls, ID 83401

Howard Eloee

321 Homestead Lane  
Idaho Falls, ID 83404

Dennis Keiser

2850 Homestead Lane  
Idaho Falls, ID 83404

#### ARTICLE IX. 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.

#### ARTICLE X. INCORPORATOR

The name and street address of the incorporator is Thomas J. Setter, 1414 South 35 West, Idaho Falls, Idaho 83402.

#### ARTICLE XI. BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

Dated this 19 day of March, 1993.

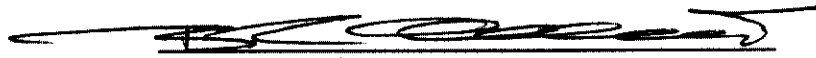
  
Thomas J. Setter, President

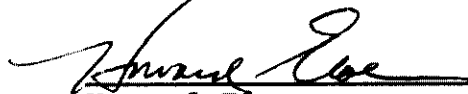
The below signed, constituting all the directors of Idaho Institute of Arts and Technology, Inc., hereby certify that the above amended Articles of Incorporation were adopted by a consent in writing of all of the directors who are also all of

the members of Idaho Institute of Nuclear Technology, Inc. (by virtue of the this amendment hereafter known as Idaho Institute of Arts and Technology, Inc.).

Dated this 19 day of March, 1993.

  
Thomas J. Setter

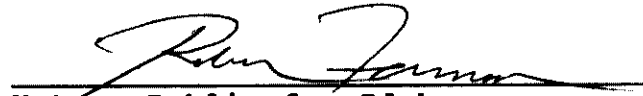
  
B. R. Albin

  
Howard Elie

  
Dennis Keiser

SUBSCRIBED and sworn to before me this 19th day of March, 1993.

(seal)

  
Notary Public for Idaho  
Residing at Idaho Falls, Idaho  
My Commission Expires: 11/12/98

REF/72731/sjw

STATE OF IDAHO                    )  
                                      )ss.  
County of Bonneville    )

I, Robert E. Farnam, a notary public, do hereby certify that on this 19th day of March, 1993, personally appeared before me Thomas J. Setter, who, being by me first duly sworn, declared that he is the president of Idaho Institute of Nuclear Technology, Inc., that he signed signed the foregoing document as president of the corporation, and that the statements therein contained are true.

(seal)

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Idaho Falls, Idaho  
My Commission Expires: 11-12-98


IDAHO INSTITUTE OF NUCLEAR TECHNOLOGY, INC.


RESOLUTION OF BOARD OF DIRECTORS APPROVING

AMENDMENT OF ARTICLES OF INCORPORATION

It is hereby resolved by the Board of Directors of Idaho Institute of Nuclear Technology, Inc. that the Articles of Incorporation be amended in their entirety to read as attached hereto.

Dated this 19th day of March, 1993.

  
Thomas J. Setter

  
B. R. Albin

  
Howard Elo

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pursuant to this amendment now being known as

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- (a) The name of the corporation - Idaho Institute of Nuclear Technology, Inc. (pursuant to this amendment hereafter to be known as Idaho Institute of Arts and Technology, Inc.)
- (b) Identification of the modified provisions - the entire Articles of Incorporation are amended. Pursuant to this amendment, the entire Articles of Incorporation are set forth in this document.
- (c) This amendment was adopted by a consent in writing signed by all members entitled to vote with respect thereto as set forth hereafter.
- (d) As amended in full, the Articles of Incorporation now read as follows:

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OF

IDAHO INSTITUTE OF ARTS AND TECHNOLOGY, INC.

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COPY

#### **ARTICLE I. NAME**

The name of the Corporation is Idaho Institute of Arts and Technology, Inc.

#### **ARTICLE II. NONPROFIT STATUS**

The Corporation is a nonprofit corporation.

#### **ARTICLE III. PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

#### **ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT**

The location of this Corporation is in the City of Idaho Falls, County of Bonneville, State of Idaho. The address of the initial registered office is 1414 South 35 West, Idaho Falls, Idaho 83402, and the name of the initial registered agent at this address is Thomas J. Setter, M.D.

#### **ARTICLE V. PURPOSES**

The purposes for which the Corporation is organized and will be operated are as follows:

A. To create and operate on a non-profit basis a College or University in Idaho Falls, Idaho, being either a two year or four year institution with possible establishment of a graduate school, together with all related activities necessary to sustain such university so long as they are consistent with these Articles.

B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).

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. 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.

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## ARTICLE VII. MEMBERS

The Corporation shall have no members. All management authority shall be vested in the Board of Directors.

## ARTICLE VIII. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than thirty-five (35) individuals, each of whom, at all times, shall be a member of the Corporation. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Thomas J. Setter	1414 South 35 West Idaho Falls, ID 83402

B. R. Albin

2721 Fieldstream Lane  
Idaho Falls, ID 83401

Howard Eloë

321 Homestead Lane  
Idaho Falls, ID 83404

Dennis Keiser

2850 Homestead Lane  
Idaho Falls, ID 83404

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The name and street address of the incorporator is Thomas J. Setter, 1414 South 35 West, Idaho Falls, Idaho 83402.

#### ARTICLE XI. BYLAWS

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Dated this \_\_\_\_ day of March, 1993.

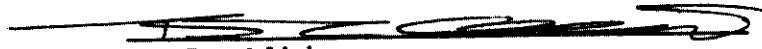
  
\_\_\_\_\_  
Thomas J. Setter

The below signed, constituting all the directors of Idaho Institute of Arts and Technology, Inc., hereby certify that the above amended Articles of Incorporation were adopted by a consent in writing of all of the directors who are also all of

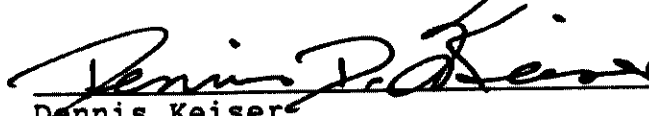
the members of Idaho Institute of Nuclear Technology, Inc. (by virtue of the this amendment hereafter known as Idaho Institute of Arts and Technology, Inc.).

Dated this \_\_\_\_ day of March, 1993.

  
Thomas J. Setter

  
B. R. Albin

  
Howard Elloe

  
Dennis Keiser

SUBSCRIBED and sworn to before me this 19th day of March, 1993.

(seal)

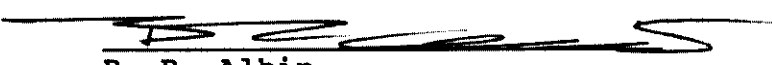
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Idaho Falls, Idaho  
My Commission Expires: 11/12/98

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CONSENT TO USE OF SIMILAR CORPORATE NAME

The below signed are the remaining Board of Directors and incorporator of Idaho Institute of Nuclear Technology, Inc. which has been duly filed with the Idaho Secretary of State's office. Idaho Institute of Nuclear Technology, Inc. has not adopted bylaws, held its first meeting of incorporators, nor taken other activities necessary to initiate its corporate function. Simultaneously with this document the Articles of Amendment of Idaho Institute of Nuclear Technology, Inc. are being submitted, said Articles of Amendment to include changing the corporate name to Idaho Institute of Arts and Technology, Inc. The below signed as the incorporator and existing Board of Directors of Idaho Institute Nuclear Technology, Inc. hereby consent to the use of the name Idaho Institute of Arts and Technology, Inc. by the Corporation pursuant to the amended Articles.

  
Thomas J. Setter

  
B. R. Albin

  
Howard Elloe

  
Dennis Keiser

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