



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

\_\_\_\_\_  
EDC, 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 \_\_\_\_\_

\_\_\_\_\_  
EDC, 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 February 20, 19 80.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

FEB 20 4 16 PM '80  
SECRETARY OF STATE

ARTICLES OF INCORPORATION

EDC, INC.

We the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provision of the general corporation laws of the State of Idaho and of Chapter 3 of Title 30 of the Laws of Idaho, do hereby certify as follows:

ARTICLE I

The name and address of the registered office of the corporation shall be: EDC, Inc., 610 East Curling Drive, Boise, Idaho 83702.

The name and address of the initial registered agent is Patrick A. Halligan, 610 East Curling Drive, Boise, Idaho 83702.

ARTICLE II

The purposes for which it is formed are as follows:

To pursue scientific, educational or related purposes.

To acquire by purchase, lease, gift, grant, devise, bequest or otherwise, properties and assets and interest in properties and assets and to do any advertising.

To borrow money, and to make and issue securities, notes, bonds, debentures, obligations and evidence of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure same by mortgage, pledge or otherwise, without limit as to amount, and to secure same by mortgage, pledge or otherwise; and, generally to make and perform agreements and contracts of every kind and description.

To do all things, acts and matters whatsoever implied, permitted or allowed by Section 30-303, Idaho Code Annotated and as it may be amended.

To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone, or in association with other corporation, firm or individual, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws of the State of Idaho.

The enumeration herein of the objects and purposes of this corporation herein shall be construed as powers as well as objects and purposes and shall not be deemed to exclude by inference any powers, objects or purposes which this corporation is empowered to exercise, whether expressly by force of the laws of the State of Idaho now or hereafter in effect or implied by the reasonable construction of said laws.

#### ARTICLE III

The private property of any member shall not be subject to the payment of corporate debts, liabilities or obligations to any extent whatsoever.

#### ARTICLE IV

The affairs of the corporation shall be governed by a board of directors. The number of directors shall be fixed by, or in any manner provided in the by-laws, but shall at no time be less than three (3). Election of directors shall be conducted as provided in the by-laws.

#### ARTICLE V

The life of the corporation shall be perpetual.

#### ARTICLE VI

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or as a director or officer, or are directors or officers of such other corporation, and any directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this corporation or in which this corporation is interested and no contract, act or transaction of this corporation with any person or persons, firm or association shall be affected or invalidated by the fact that any director or directors of this corporation is a party, or are parties to, or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or association, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in any way interested.

#### ARTICLE VII

Subject to any statutes or laws, any person made a party to any action, suit or proceeding by reason of the fact that he, his testator or intestate, is or was a director, officer, or employee of this corporation or any other corporation, shall, as permitted by law, be indemnified by the corporation against the reasonable expenses, including attorneys' fees,

actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled by law.

#### ARTICLE VIII

This corporation is organized and shall be conducted as a non-profit organization according to the by-laws and the names and addresses of the initial board of directors are as follows:

Patrick <sup>A</sup> G. Halligan	610 East Curling Drive Boise, Idaho 83702
Anita Halligan	610 East Curling Drive Boise, Idaho 83702
A. L. Lyons	419 East Curling Drive Boise, Idaho 83702

#### ARTICLE IX

The aggregate number of shares which the corporation shall have authority to issue is Five Thousand (5,000) shares of common stock of a par value of \$1.00 per share, an aggregate total capital of Five Thousand and no/100 Dollars (\$5,000.00). Said shares shall not have preemptive rights.

#### ARTICLE X

The following is a list of the original incorporators with address for each:

NAME	ADDRESS	NUMBER SHARES SUBSCRIBED
Patrick <sup>A</sup> G. Halligan	610 East Curling Drive Boise, Idaho 83702	
Anita Halligan	610 East Curling Drive Boise, Idaho 83702	
A. L. Lyons	419 East Curling Drive Boise, Idaho 83702	

ARTICLE XI

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Article of Incorporation in the manner now or hereafter prescribed by statute or in the by-laws, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 19 day of February, 1980.

Patrick G. Halligan  
Patrick **a.** Halligan

Anita F. Halligan  
Anita Halligan

A. L. Lyons  
A. L. Lyons

STATE OF IDAHO       )  
                              ) ss.  
County of Ada        )

On this 19 day of February, 1980, personally appeared before me, a notary public for the State of Idaho, PATRICK G. HALLIGAN, ANITA HALLIGAN and A. L. LYONS, the signers of the foregoing Articles of Incorporation, and who duly acknowledged to me that they executed the same.

Jerome W. Adams  
Notary Public for Idaho  
Residing at Boise, Idaho

My commission expires: