

ARTICLES OF INCORPORATION

OF THE

COLLEGE OF ART AND ARCHITECTURE FOUNDATION, INC.

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SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS: The undersigned have this day voluntarily joined together and do hereby and by these Articles of Incorporation, unite and associate ourselves together for the purpose of forming a nonprofit corporation under the laws of the state of Idaho, Title 30, Chapter 3, Idaho Code and Section 501 (c)(3) of the Internal Revenue Code, for the purposes hereinafter stated:

I

The name of the Corporation is the College of Art and Architecture Foundation, Inc.

II

The Corporation is a nonprofit corporation.

III

The period of duration of the Corporation is perpetual.

IV

The registered agent for the Corporation is J. Charles Blanton and the registered office address is 702 West Idaho Street, Suite 700, Boise, Idaho 83702.

V

The objects and purposes for which the Corporation is formed shall be and are exclusively charitable, scientific or educational, and all subsequent references herein to those terms or to Section 501 (c)(3) have reference to those terms as used in Section 501 (c)(3) of the Internal Revenue Code of 1954 and any amendments thereto or the corresponding provisions of any future United States Internal Revenue Law. Such objects and purposes being:

(1) To provide a vigorous and active resource to advise, inspire and support an independent, professional College of Art and Architecture.

C/S1905

To provide a forum for the collaboration among businesses, practicing architects and others in the allied fields of art, architecture, design and planning at the University of Idaho and at State and International Centers.

To facilitate communication among alumni and friends of the College in order to provide practical and clinical experience opportunities and to share knowledge with those pursuing a career in art, design, interior design, graphic design, urban design and planning, architecture, landscape architecture, and related allied fields.

To initiate, cultivate and nurture the realization of the value and benefits to all society from practitioners of art, architecture, design, planning, and allied professions which evolve from a renowned center of higher education for the training and development of those talents and pursuits.

(2) To receive from any and all available sources funds for corporate purposes.

(3) To hold title, legal or equitable, to property for any purpose incidental to its powers, and to sell or encumber any such property, real or personal.

(4) To solicit, receive and expend the proceeds of fees, donations, bequests and legacies for any purpose for which this corporation is formed.

(5) To enter into such contracts and to incur such obligations as are consistent with its powers, objects, and purposes, but the private property of the officers, directors and members of the corporation shall be exempt from the debts of the corporation, and no officer, director or member shall be individually or collectively liable or responsible for any debts or liabilities of the corporation.

(6) It is intended that this corporation shall qualify as a charitable, scientific or educational corporation, exempt from taxation and particularly federal income taxation under Section 501 (c)(3).

(7) All of the properties and assets of this corporation shall be, and are, irrevocably dedicated to charitable, scientific or educational purposes and no part of the monies, properties or assets of this corporation, upon dissolution or otherwise, shall inure to the benefit of any private person or individual or any member of this corporation, except as such member may be a corporation organized and operated exclusively for charitable, scientific or educational purposes, the principal functions of which are the providing of educational opportunities, or scholastic research, and which is exempt from taxation, and particularly the federal income tax. No substantial part of the activities of the organization 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 provisions of these articles, the organization shall not carry on any other activities not permitted by an organization exempt from federal

income tax under Section 501(c)(3) or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any other United States Internal Revenue Law).

(8) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, and to such organization or organizations organized and operated exclusively for charitable, scientific or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3), as the Board of Directors shall determine. Any of 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.

(9) It is the intention of the incorporators hereof that the foregoing clauses shall be construed both as objects and powers, and the foregoing enumeration of specific objects and powers shall not be construed to limit or restrict in any manner the powers of this corporation, but said corporation shall have the power to do all and everything necessary, suitable, convenient or proper for the accomplishment of its purposes, for the attainment of any one or more of its objects hereinabove enumerated, or incidental to the purposes and objects herein named, and which are permitted under the laws of the state of Idaho under which this corporation is organized, to the same extent and as fully as a natural person might or could do; provided, that this corporation shall not have the power to conduct, and shall not conduct, activities not in furtherance of charitable, scientific or educational purposes as those terms are used in Section 501(c)(3).

VI

The governing body of this corporation shall be managed and conducted by a Board of Directors of not less than nine (9) persons, the exact number of persons to serve on such Board to be specified in the bylaws. The names and post office addresses of the initial members of the Board of Directors named by the incorporators to serve until the first election of directors are as follows:

<u>Name</u>	<u>Address</u>
Paul L. Blanton	3620 S. Jefferson Drive, Spokane, WA 99203
M. Boone Hellmann	9500 Gilman Drive, LaJolla, CA 92093-0916
J. Hugh Burgess	240 Makee Road, Unit 1D, Honolulu, HI 96815-3943
Ronald C. Hall	7373 Peak Drive, Suite 250, Las Vegas, NV 89128
Steven T. Kopke	One Marriott Drive, Washington, D.C. 20058
James T. Neill	3295 North Drinkwater Boulevard Suite 11, Scottsdale, AZ 85281
Millard T. Pratt	101 The Embarcadero, Suite 128, San Francisco, CA 94105
Mark R. Pynn	P.O. Box 754, Ketchum, ID 83340
Ronald L. Walters	95 Eagles Roost Lane, Lopez Island, WA 98261

William H. Snyder	601 Ridge Road, Moscow, ID 83843
Benjamin W. Trogdon	603 Steward Street, Seattle, WA 98101
Noel C. Brevick	1426 Harvard Avenue North 307, Seattle, WA 98122-3813
James M. Patano	424 Sherman Avenue, Suite 106, Coeur d'Alene, ID 83814
George T. Wray	301 North Polk Street, Moscow, ID 83843
John W. McGough	3815 South Lee Street, Spokane, WA 99203
Robert J. Nixon	P.O. Box 178, Port Angeles, WA 98362
George H. Roberts	3368 Blaine Road, Moscow, ID 83843
James S. Yates	5124 West Mica Shore Road, Coeur d'Alene, ID 83840
Ronald H. Tan	416 West Sprague Avenue, Spokane, WA 99201
James A. Muirhead	82 Sundown Manor SE, Calgary, ALTA T2XA8, Canada
Marie H. Whitesel	8410 East Coeur d'Alene Drive, Coeur d'Alene, ID 83814
Milburn J. Kenworthy	P.O. Box 8308, Moscow, ID 83843
Bethine J. Kenworthy	P.O. Box 8308, Moscow, ID 83843
Joe E. Conrad	5538 South Basalt Avenue, Boise, ID 83716

VII

The Board of Directors of this corporation may meet and transact corporate business either at the principal place of business herein designated, or at such other place as may be designated by resolution of the Board of Directors, or by teleconference.

VIII

The bylaws of this corporation may be repealed, amended, altered or new bylaws adopted at any annual meeting, or at any special meeting called for that purpose, by a vote representing not less than a majority of the members, or by the written consent, duly acknowledge in the same manner as conveyances of real property are required to be acknowledged, of a majority of the members, which written consent may be in more than one instrument. Furthermore, the Board of Directors of this corporation shall have the power to repeal, amend and alter the bylaws of the corporation, or to adopt new bylaws, by a vote of not less than a majority of the Board of Directors.

IX

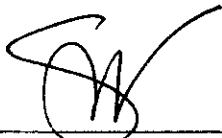
This corporation is formed without capital stock. Membership certificates may be issued to each member, which certificates, if issued, cannot be assigned. No one may become a member of the corporation except by approval of the Board of Directors and under such regulations as the bylaws may prescribe. The voting power, rights or interest of each member shall be equal and no member can have or acquire a greater interest in the corporation than any other member.

X


The names and addresses of the incorporators hereof are as follows:

<u>Name</u>	<u>Address</u>
Steven S. Trout	1030 LaPointe, Boise, ID 83706
John D. Maulin	250 South 5 th St., Boise, ID 83702
Charles F. Hummel	305 North Mobley Dr., Boise, ID 83712

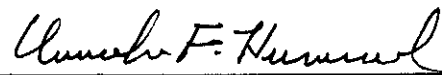
IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this 25th day of November, 2003.



STEVEN S. TROUT



JOHN D. MAULIN

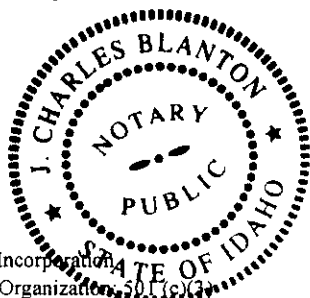


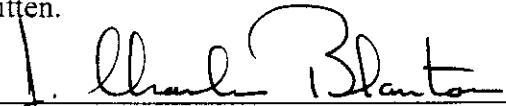
CHARLES F. HUMMEL

STATE OF IDAHO)
) ss.
County of Ada)

On this 25th day of November, 2003, before me, a notary public in and for said county and state, personally appeared Steven S. Trout, John D. Maulin and Charles F. Hummel, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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





NOTARY PUBLIC for Idaho
Residing at Boise, Idaho
My Commission Expires 7-17-09