

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

UNIVERSITY OF IDAHO FOUNDATION, 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 UNIVERSITY OF IDAHO FOUNDATION, 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 2, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Angie Hahn*

APR 2 3 15 PM '93
SECRETARY OF STATE

**ARTICLES OF AMENDMENT OF
UNIVERSITY OF IDAHO FOUNDATION, INC.**

We, the undersigned, officers of University of Idaho Foundation, Inc., an Idaho non-profit corporation, heretofore incorporated under the non-profit corporation laws of the State of Idaho, do hereby certify:

The board of directors of the corporation, at a duly constituted meeting held November 13, 1992, approved proposed amendments to its Articles and directed that such amendments be submitted to the corporation members, who, by the written consent of the entire membership, approved such amendments and authorized the filing of these Articles of Amendment.

Therefore, pursuant to the provisions of Article VIII of its Articles and §§ 30-1-145 and 30-327, Idaho Code, the following amendments are hereby made and approved by the corporation's members:

FIRST: That Paragraph A of Article VII, "Membership", be amended by deleting said Paragraph A as now written and substituting in lieu thereof the following:

"A. 'From Office':

The President, or acting President, of the University of Idaho ('University').
The Dean, or acting Dean, of each College or School of the University.
The President of the Associated Students at the University.
The President of the University Alumni Association.
The President of the Vandal Boosters.

"All members 'from Office' shall have the right to vote."

SECOND: That Article X, "Board of Directors", be amended in its entirety by deleting said article as now written and substituting in lieu thereof the following:

"A. The Board of Directors shall not exceed twenty (20) in number. The following persons shall be members of the Board of Directors by virtue of their office and shall serve as members of the board only while they hold that office: President of the University or Acting President of the University, President of the University Alumni Association, President of the Vandal Boosters, and President of this corporation. In addition to the persons holding the offices identified above, at least twelve (12) additional directors, hereinafter referred to as 'At-Large Directors', who are active members of the corporation shall be elected by the voting membership of the corporation.

"B. The At-Large Directors shall be divided into three (3) classes. Each class shall be as nearly equal in number as possible. The initial term of directors elected at the 1992 annual meeting shall be as follows:

Class 1 - one-year term
Class 2 - two-year term
Class 3 - three-year term

"After the expiration of the initial terms of those persons who are elected as directors at the 1992 annual meeting, all At-Large Directors shall be elected to terms of three (3) years in length."

THIRD: That Article XV, "Notice", be amended in its entirety by deleting said article as now written and substituting in lieu thereof the following:

"ARTICLE XV.

"Notice of Meeting of Members.

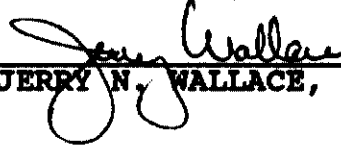
"Notice of any meeting of members shall be in writing and shall state the place, day an hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called.

Such notice shall be delivered not less than ten (10) days nor more than fifty (50) days before the date of the meeting, either personally or by mail. If the notice is mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the member at his address as it appears on the records of the corporation or at such other last-known address of which the corporation may have notice, with postage thereon prepaid."

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals this 10th day of March, 1993.



 MACK REDFORD, President



 JERRY N. WALLACE, Secretary

STATE OF I D A H O)
 : ss.
 County of ADA)

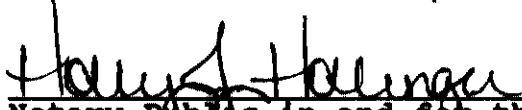
MACK REDFORD, being first duly sworn on oath, deposes and says:

That he is the President of University of Idaho Foundation, Inc., that he has read the foregoing ARTICLES OF AMENDMENT OF UNIVERSITY OF IDAHO FOUNDATION, INC., and well knows the contents thereof; that the facts therein stated are true as he verily believes.



 MACK REDFORD

SUBSCRIBED AND SWORN to before me this 10th day of March, 1993.



 Notary Public in and for the State
 of Idaho, Residing at BOISE
 My Commission Expires: 7/15/97