



**Department of State.**

**CERTIFICATE OF AMENDMENT  
OF**

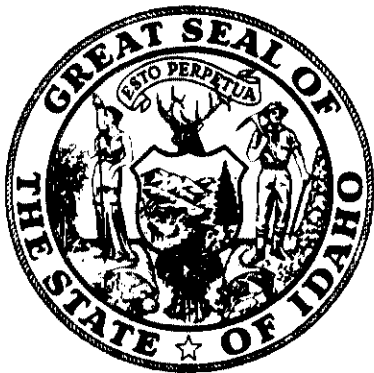
**IDAHO RESEARCH FOUNDATION, INC.**

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 IDAHO  
RESEARCH 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 October 11, 19 85.



*Pete T. Cenarrusa*

SECRETARY OF STATE

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Corporation Clerk

RESTATED ARTICLES OF INCORPORATION  
OF SECRETARY OF STATE  
IDAHO RESEARCH FOUNDATION, INC.

Pursuant to the provisions of Section 30-1-64 of the Idaho Business Corporation Act, the undersigned Corporation, a non-profit Idaho corporation, hereby restates its Articles of Incorporation by setting forth herein all of the operative provisions of the Articles of Incorporation as heretofore amended, which Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as heretofore amended, and which Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

ARTICLE I. NAME

The name of this Corporation shall be the IDAHO RESEARCH FOUNDATION, INC.

ARTICLE II. LOCATION

The location of its principal place of business in this State is at the University of Idaho, Moscow, Latah County, Idaho.

ARTICLE III. PURPOSE

The purpose for which the Corporation is organized is to promote educational objectives for the exclusive benefit of the University of Idaho:

1. By carrying on and supporting research programs which will be in the public's interest, including the development or promotion of any patents, copyright processes or performances in a manner that does not discriminate against any member of the public on the basis of race, sex, religion, age or national origin.
2. By encouraging, fostering, aiding and conducting scientific and industrial investigations and research.
3. By training and developing persons for the conduct of such investigations and research.
4. By disseminating scientific knowledge and technical information as a service to the general public and by encouraging and assisting scholars and artists in their pursuits through financial aid, copyright development and other means.
5. By encouraging and assisting researchers and inventors by providing the means, methods, and agencies by which their scientific discoveries, inventions, processes and scholarly works, may be developed, applied, patented and copyrighted to their greatest advantage and that of the Corporation and the public, and to furnish the means, methods, and agencies for the administration and disposition of patent rights, copyrights and

other interests pertaining to such discoveries, inventions and processes, and to pay the necessary and appropriate expenses thereof.

6. By encouraging the commercial development of patent rights and other research through contracts with individuals or entities interested in such development, and/or participation, as an owner, and either alone or with others, in corporations, partnerships, joint ventures or other entities formed or availed of for such purpose.

#### ARTICLE IV. POWERS

For the furtherance of these purposes, the Corporation shall have, use and enjoy any and all powers and authority necessarily or properly incident to or connected with the foregoing purposes or any of them, including:

1. The power to conduct business in the 50 States, the District of Columbia, the territories of the United States, and in foreign countries.
2. The power to acquire in any lawful manner such property, real, personal or mixed, tangible or intangible, or interest therein as may be necessary, for the transaction of its business or the execution of any trust, and may hold, use, lease, sell, mortgage, pledge, assign, transfer or convey the same or any part thereof.

3. The right to sue and be sued, complain and defend in any judicial proceeding, to contract and be contracted with, and to employ and discharge employees.
4. The right to prosecute and/or aid in the prosecution of copyrights, copyright registrations of literary and artistic works as well as applications for patents, and obtain patents, both foreign and domestic upon inventions; the power to acquire and to sell or otherwise dispose of copyrighted works, inventions and discoveries, applications for patents and patents, both domestic and foreign, and all rights, licenses and interests in inventions, processes, discoveries, patents and applications for patents; to accept the same subject to such conditions or trusts as may be attached thereto or imposed thereon with respect to payment of royalties, applications of income and proceeds, or otherwise; and to obligate itself to perform and execute any and all such conditions or trusts.
5. The power to borrow money and issue, sell, or pledge bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness, secured or unsecured, and to purchase, acquire, subscribe for, hold and dispose

of the shares, bonds, and other evidences of indebtedness or contracts of any other corporation, domestic or foreign.

6. The right to receive by gift, devise, bequest, or otherwise any money or property absolutely or in trust, to be used, either the principal or the income therefrom, for the furtherance of any of the expressed purposes of this Corporation, or any other purpose which may legitimately fall within its corporate powers.
7. The authority to experiment upon, test, promote, and develop the public, scientific and commercial value of inventions, discoveries and processes.
8. The power to appoint such officers and agents as the business of the corporation shall require and to allow them suitable compensation.
9. The power to exercise generally the powers conferred on corporations by the laws of the State of Idaho, including particularly those set forth in Section 30-307 I.C.A., save and except, however, the power to issue stock.

#### ARTICLE V. MEMBERSHIP

The President of the University of Idaho, and the members of the Board of Directors of the Corporation, shall constitute the membership of this Corporation; provided,

however, that the membership may be increased in such manner as is provided in the Bylaws of the Corporation.

ARTICLE VI. BOARD OF DIRECTORS

The business affairs of the Foundation shall be managed by a Board of Directors consisting of at least thirteen (13) and no more than twenty-five (25) members. The Board of Directors shall, at all times (except in cases of vacancies occurring from time to time), be constituted by a majority of directors who are not employed, on a full-time basis pursuant to a Board of Regents appointment, by the University of Idaho. The Board of Directors shall be appointed or elected as follows:

- (a) one Director shall be the President of the University of Idaho or his duly appointed representative;
- (b) one Director shall be the Senior Research Officer of the University of Idaho or his duly appointed representative;
- (c) at least two Directors shall be deans or major program administrators of the University of Idaho selected by the President of the University of Idaho;
- (d) at least two Directors shall be members of the research faculty of the University of Idaho also selected by the President; and
- (e) the remaining Directors will be elected by the membership.

The terms of the elected members of the Board of Directors shall be four years; provided that the membership may appoint certain Directors for a term of less than four years in order to assure that approximately one-fourth of the Directors are elected each year. Elected Directors may serve no more than two successive terms. The procedure for the election of directors and the filling of vacancies shall be set forth in the By-Laws.

#### ARTICLE VII. BY-LAWS

The Board of Directors shall have the power to adopt By-Laws and to amend, alter and repeal the same. In addition to the other provisions, the By-laws shall provide for the specific number of Directors (within the range set forth in Article VI hereof), the manner of their selection and the procedure for filling vacancies on the Board. The By-Laws will also provide for the number and title of officers and the term during which they serve.

#### ARTICLE VIII. COMPENSATION OF MEMBERS OF THE BOARD OF DIRECTORS

No member, director or officer of the Corporation may receive any pecuniary benefit from it, except such compensation as may be allowed for services actually rendered.



ARTICLE IX. USE OF NET PROCEEDS OF RESEARCH FOUNDATION

The net proceeds of the Corporation shall be used for the furtherance of education, research, artistic and literary activities of education and the awarding of fellowships and scholarships.

ARTICLE X. TERMINATION AND DISPOSAL OF ASSETS

The existence of the Corporation shall be perpetual, or until its termination by order of a Court of competent jurisdiction. In the event of the dissolution of the Corporation all of its property, real, personal and mixed and wheresoever situated, shall vest immediately and absolutely in the Regents of the University of Idaho, and none of its property shall inure to the benefit of any officer, director or member of the Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 7<sup>th</sup> day of October, 1985.

Raymond J. Miller  
President  
Al Cross  
Secretary

STATE OF IDAHO            )  
                                  ) ss.  
County of Latah            )

I, G. R. Reynolds, a notary public, do hereby certify that on this 7<sup>th</sup> day of October, 1985, personally appeared before me Raymond Miller and Don J. Bussan, who, being by me first duly sworn, declared that they are the President and Secretary, respectively, of IDAHO RESEARCH FOUNDATION, INC., that they signed the foregoing documents as President and Secretary of the Corporation, respectively, and that the statements therein contained are true.

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

Gerald P. Reynolds  
Notary Public for Idaho  
Residing at Moscow