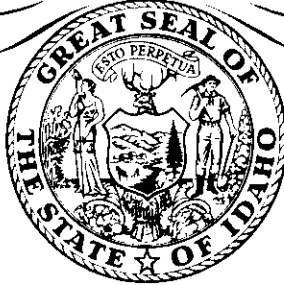


# State of Idaho



## Department of State.

### CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

PETE T. CENARRUSA

I, ~~XXXXXXXXXXXX~~, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

**BOISE COLLEGE FUND , INC.**

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **25th** day of **June** **194** , original articles of amendment, as provided by Section **30-146 and 30-147**, to change corporate name to:

**"BOISE STATE COLLEGE FOUNDATION, INC."**

and that the said articles of amendment contain the statement of facts required by law, and are **will be** recorded on ~~XXXXXX~~ **Microfilm** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **15th** day of **January** , A. D., 19**70** .

Secretary of State

AMENDED AND SUBSTITUTED  
ARTICLES OF INCORPORATION  
OF

BOISE STATE COLLEGE FOUNDATION, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned officers of Boise College Fund, Inc., a non-profit corporation organized pursuant to the provisions of Title 30, Chapter 10, Idaho Code, do hereby certify that at a special meeting of the members and directors of said corporation, held October 7, 1969, pursuant to notice, at which meeting all of the members were present, the following amended and substituted Articles of Incorporation, by resolution unanimously carried, were adopted; and the President and Secretary of the corporation were duly authorized and directed to sign, acknowledge, and record and do all things required by law to carry into effect the following Amended and Substituted Articles of Incorporation:

AND WE DO HEREBY CERTIFY:

ARTICLE I.

The name of this non-profit corporation is:

"BOISE STATE COLLEGE FOUNDATION, INC."

ARTICLE II.

This corporation is not formed for profit to any of its members or to itself, and is formed to provide a means whereby funds and/or properties, both personal and real, donated, devised, bequeathed or otherwise granted or transferred for the aid and benefit of students, faculty, or the general aid and betterment of the educational facilities and opportunities afforded by Boise State College, may be maintained and managed for the purpose for which such funds were given, donated, granted or received, and to provide funds for the furtherance of the educational benefits provided by Boise State College, and to that end the corporation shall have the following powers:

1. To receive gifts, donations, grants of money and property directly or in trust, or otherwise, residual estates and all and any other means from any foundation, citizen, municipality, state, United States or foreign government delivered to

said corporation or to Boise State College or to its predecessor, Boise Junior College, for any purpose generally or incidental to the purposes for which the corporation is formed, as aforesaid, the corporation, however, retaining the right to reject such gifts, grants or transfers should the same contain conditions repugnant to the principles upon which Boise State College is founded or to the aid of education as provided by Boise State College.

2. To establish funds or fund for the maintenance and management of all monies and/or properties, both real and personal, choses in action, or other matters which may be delivered to the corporation, and to manage such funds to the best interest of and for the purposes of the corporation and Boise State College and in consistence, insofar as is possible, with the purposes for which such monies and/or properties were delivered to such Boise State College and/or corporation.

3. Unless contrary to the conditions under which such funds were received, to give funds or property of the corporation to qualified persons who, in the discretion of the Directors of the corporation, shall be entitled thereto for scholarships, grants in aid, research grants, awards, and memorials, and such funds may be, within the discretion of the Directors, given for such purposes to college departments, associations, trusts corporations or partnerships, but always within the context of the purposes of this corporation and/or the purposes for which said funds were received by the corporation.

4. To loan to students, who, in the discretion of the Directors, are entitled thereto, monies from time to time with or without security, for the purpose of assisting such students to maintain and

pursue their education or to pursue research or other educational activities within the scope and powers of Boise State College.

5. To borrow money, to issue bonds, debentures, notes and other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to mortgage, pledge, hypothecate or convey in trust or otherwise any or all of the property of the corporation to secure the payment thereof.

6. To invest on behalf of itself or others, any money or property of the corporation and such additional funds as it may obtain, or any interest therein, in any manner; to vary the investments of the corporation, and generally to sell, exchange or otherwise dispose of, deal with, and turn to account, any of the assets of the corporation.

7. To endorse, guarantee, and secure the payment and satisfaction of loans, bonds, debentures, obligations, and evidences of indebtedness; to guarantee and assure the payment or satisfaction or interest on obligations; to assume the whole of or any part of the liabilities, existing or prospective, of any person, corporation, firm or association.

8. To do any and all such other acts, things, business or businesses in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinbefore enumerated or calculated, directly or indirectly, to promote the purposes of the corporation; and in carrying on its purposes or for the purpose of attaining or furthering any of its purposes, to do any and all acts and things, and to exercise any and all other powers which a natural person could do or exercise and which now or hereafter may be authorized

by law, and in any geographical location.

### ARTICLE III.

The duration of this corporation shall be unlimited and perpetual.

### ARTICLE IV.

The principal place of business and principal office of the corporation shall be the Administration Building, Boise State College Campus, Boise, Ada County, Idaho, or elsewhere within the State of Idaho as directed by the Board of Directors.

### ARTICLE V.

The members of this corporation shall consist of Trustees selected in a manner provided by the By Laws, which Trustees shall be unlimited in number. The existing members of this corporation as of the date these amended Articles are adopted shall be the first Trustees of this corporation. There shall be but one class of Trustee, each Trustee holding equal rights with all other Trustees.

### ARTICLE VI.

The affairs of this corporation shall be conducted by a Board of Directors of at least three in number, with the exact number, manner of selection and qualifications as determined by the By Laws.

### ARTICLE VII.

This corporation is not organized for pecuniary profit and shall not issue capital stock; the corporation shall issue a membership certificate to each of its Trustees, which certificate cannot be assigned so that the transferee thereof can be such transfer become a member of the corporation, except by resolution of the Board of Directors and under such regulations as the By-Laws of the corporation may prescribe. In the event of dissolution of this corporation, all assets shall be

transferred to the Idaho State Board of Education for the use of Boise State College, in accordance with the purposes and powers of the corporation set forth in Article II.

#### ARTICLE VIII.

The Trustees, at their annual meeting or at a special meeting called for such purpose, or the Board of Directors, shall have the power by majority vote to repeal or amend the By Laws and to adopt new By Laws of this corporation, provided, that such By Laws as are amended or adopted by the Trustees may not then be altered or amended by the Board of Directors.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 14 day of January, 1970.

*Robert P. Tate*

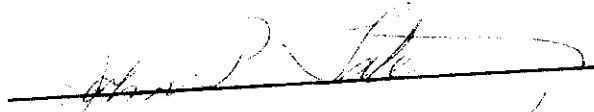
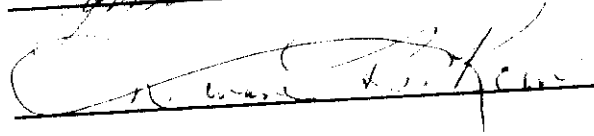
ATTEST:

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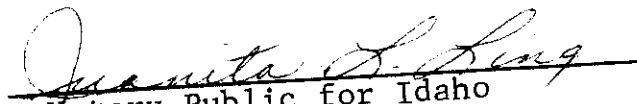
STATE OF IDAHO     )  
                              ) ss.  
COUNTY OF ADA     )

John P. Tate and Dwane R. Kern, each having been separately sworn, upon oath, depose and state:

That on the 7th day of October, 1969, at 12:00 o'clock noon of said day, a public meeting of the members and directors of Boise College Foundation, Inc. was held in Boise, Idaho. That John P. Tate, as President of the corporation, acted as Chairman of said meeting; that Dwane R. Kern, as Secretary of the corporation, acted as Secretary of said meeting; that each has read the above and foregoing Articles of Amendment and states that same were duly adopted at said meeting by unanimous vote of all members and that the facts stated in the foregoing certificate are true and correct.

  
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SUBSCRIBED AND SWORN TO before me this 14<sup>th</sup> day of January, 1969.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residence: Boise, Idaho