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SECRETARY OF STATE
STATE OF IDAHO

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
IDAHO INNOVATION CENTER, INC.**

MAR 5 1998

The Chairman of the Board of Directors of Idaho Innovation Center, Inc. ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act ("Act"), adopts the following Amended and Restated Articles of Incorporation.

1. Name

The name of the Corporation is Idaho Innovation Center, Inc.

2. Nonprofit Status

The Corporation is a nonprofit corporation.

3. Period of Duration

The period of duration of the Corporation is perpetual.

4. Registered Office and Agent

The location of the Corporation is in the City of Idaho Falls, County of Bonneville, and in the State of Idaho. The address of the registered office is 605 N. Capital Ave., Idaho Falls, Idaho 83402 and the name of the registered agent at this address is Clifford Long

5. Purposes

The purposes for which the Corporation is organized and will be operated are as follows:

1. To encourage, support, develop and promote entrepreneurial talent and start up businesses; and encourage the cooperation and participation of the financial, business, education and governmental communities in those efforts.
2. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act.

To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

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6. Limitations

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 5.

7. No Members

The corporation shall not have any members.

8. Board of Directors

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. The Directors shall be appointed in the manner and for the term provided in the Bylaws of the Corporation.

9. Distribution on Dissolution

Upon the dissolution of this Corporation its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code. Alternatively its assets shall be distributed to a local government, for a public purpose.

10. Bylaws

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

These amended and restated articles of incorporation were adopted by a vote of the board of directors of the corporation on February 23, 1998. This corporation has no members.

DATED this 3 day of March, 1998.


Chairman of the Board