

State of Idaho

Department of State.

CERTIFICATE OF AMENDMENT OF

IDAHO RESEARCH FOUNDATION, INC.

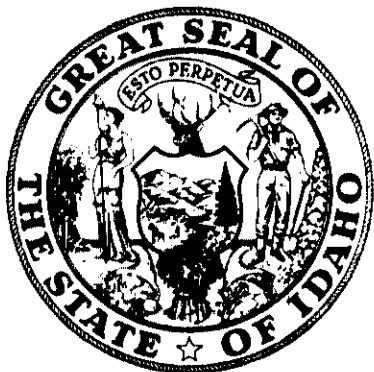
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

IDAHO RESEARCH FOUNDATION, INC.

duly signed and verified pursuant to the provisions of the Idaho Business 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 August 18, 19 89



Pete T. Cenarrusa
SECRETARY OF STATE

Lucy J. Clark
Corporation Clerk

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
IDAHO RESEARCH FOUNDATION, INC.

AUG 18 10 42 AM '89
SECRETARY OF STATE

Pursuant to the provisions of Section 30-327 of the Idaho Nonprofit Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is IDAHO RESEARCH FOUNDATION, INC.

SECOND: The following amendments of the Articles of Incorporation were adopted by the members of the Corporation on November 11, 1988, in the manner prescribed by the Idaho Nonprofit Corporation Act:

1. Article II of the Articles of Incorporation is amended to read as follows:

ARTICLE II. LOCATION

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

2. Article III of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE III. PURPOSE

The primary purpose for which the Corporation is organized is to promote educational and research objectives of the universities and not-for-profit research and development organizations of Idaho; specifically, to

transfer technologies developed in these institutions to the private economy.

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.

3. Article V of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE V. MEMBERSHIP

The members of the Board of Directors 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.

4. Article VI of the Articles of Incorporation is hereby amended to read as follows:

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 or a Board of Education appointment, by an Idaho university. The Board of Directors shall be appointed or elected as follows:

- (a) one Director shall be the President of the University of Idaho;
- (b) one Director shall be the Senior Research Officer of the University of Idaho;
- (c) at least four Directors shall be deans or major program administrators or members of the research faculty of the University of Idaho to be selected by the President of the University of Idaho; and
- (d) 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.

5. Article VIII of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE VIII. COMPENSATION OF MEMBERS OF THE BOARD OF DIRECTORS

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

THIRD: The foregoing amendments were adopted at a meeting of the members of the Corporation on November 11, 1988; at which meeting a quorum was present, and such amendment received a majority of the votes which members present at the meeting in person or by proxy were entitled to cast. There are no classes entitled to vote as a class upon such amendment.

IDAHO RESEARCH FOUNDATION, INC.

Date:

July 6, 1989.

By:

Richard H. Callahan
President

Date:

July 12, 1989

By:

Doy H. Eiguren
Secretary

STATE OF IDAHO)
) ss.
County of Latah)

I, Heidi E. Anderson, a notary public, do hereby certify that on this 16th day of July, 1989, personally appeared before me Richard A. Callahan who, being by me first duly sworn, declared that he is the President of IDAHO RESEARCH FOUNDATION, INC., that he signed the foregoing document as President of the Corporation, 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.

Heidi E. Anderson
Notary Public for Idaho
Residing at Moscow
My commission expires on 10/29/94

STATE OF IDAHO)
) ss.
County of Ada)

I, Nancy C. Pfeifer, a notary public, do hereby certify that on this 12th day of July, 1989, personally appeared before me Boy L. Eguen, who, being by me first duly sworn, declared that he is the Secretary of IDAHO RESEARCH FOUNDATION, INC., that he signed the foregoing document as Secretary of the Corporation, 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.

Nancy C. Pfeifer
Notary Public for Idaho
Residing at Boise, Idaho
My commission expires on 5/11/95