

**FILED**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**JAN 2 4 00 PM '98**

**OF**

**IDAHO RESEARCH FOUNDATION, INC.  
(an Idaho Nonprofit Corporation)**

**SECRETARY OF STATE  
STATE OF IDAHO**

The Articles of Incorporation of Idaho Research Foundation, Inc. are hereby amended and restated in their entirety pursuant to resolutions duly and unanimously adopted by the members of the Corporation present at the annual meeting of members held on August 13, 1997 at which a quorum was present. The Corporation has fourteen (14) members. The number of members attending the annual meeting and entitled to cast votes were 9. The number of members voting in favor of the resolutions to amend and restate the Articles of Incorporation were 9. No members casted votes against the resolutions to amend and restate the Articles of Incorporation.

The resolutions duly adopted by the membership adds Article V, deletes former Article VIII, and amends Articles IX, XII and XIV of the Articles of Incorporation accordingly. These Amended and Restated Articles of Incorporation of Idaho Research Foundation, Inc. correctly set forth the provisions of the Articles of Incorporation as previously amended and restated and supersede the original Articles of Incorporation and all previous amendments thereto and restatements thereof. These Amended and Restated Articles of Incorporation of Idaho Research Foundation, Inc., therefore amend and restate in their entirety the Articles of Incorporation of Idaho Research Foundation, Inc.

**IDAHO SECRETARY OF STATE**  
**01/02/1998 09:00**  
**CK: 19179 CT: 1626 BH: 69465**  
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**C24174**

## **ARTICLE I. NAME**

The name of record of the corporation is:

IDAHO RESEARCH FOUNDATION, INC.

(hereinafter referred to as the "Corporation").

## **ARTICLE II. PERIOD OF DURATION**

The period of duration of the Corporation shall be perpetual.

## **ARTICLE III. LOCATION**

Its principal place of business is Moscow, Idaho.

## **ARTICLE IV. PURPOSE**

The Corporation is organized and shall be operated exclusively for the benefit of the University of Idaho. The Corporation is organized and shall be operated exclusively for charitable, scientific, or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including for such purposes:

1. To encourage, foster, and aid scientific research which is in the public interest at the University of Idaho by the faculty, staff, and students thereof, by providing program and financial support to the University of Idaho.
2. To encourage, foster and aid the scientific education of students at the University of Idaho, through the conduct of scientific investigations and research, by providing program and financial

support to the University of Idaho.

3. To disseminate the scientific knowledge and technical information which results from the scientific research conducted at the University of Idaho on a nondiscriminatory basis to the general public.
4. To encourage and assist faculty, staff, and students at the University of Idaho in undertaking scientific research by providing the University of Idaho the means, methods, and agencies by which discoveries, inventions, processes, and scholarly works which are scientific and in the public interest may be developed, applied, patented, and copyrighted to the greatest advantage of 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.
5. To promote and manage negotiations of contracts with the United States, or any of its agencies or instrumentalities, or any other entities interested in sponsoring research to be carried out by faculty, staff, and students at the University of Idaho, either alone or with others, in corporations, partnerships, joint ventures, or other entities formed or availed of for such purpose, where such research is scientific and in the public interest and is

consistent with the Corporation's and the University of Idaho's research and employment policies.

6. To sponsor and conduct seminars, conferences, and workshops on academic research development and technology transfer for universities, businesses, and the general public.

## **ARTICLE V. REGISTERED AGENT**

The Registered Agent is as follows:

Gary G. Allen  
GIVENS PURSLEY & HUNTLEY LLP  
277 North Sixth Street, Suite 200  
P.O. Box 2720  
Boise, Idaho 83701-2720  
Telephone: 208-388-1200  
Facsimile: 208-388-1201

## **ARTICLE VI. POWERS**

Solely for the furtherance of the purpose set forth in Article IV, the Corporation shall possess the powers granted to corporations under the Idaho Nonprofit Corporation Act and the Idaho Business Corporation Act, not inconsistent with the limits established by Section 501(c)(3) of the Internal Revenue Code, as now stated or as hereafter amended. The Corporation is not empowered to undertake any nonexempt activities beyond such limits. The Corporation's powers shall include:

1. The power to conduct business consistent with the Corporation's purposes 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 to further the Corporation's purposes, and to 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 aid in the prosecution of copyrights and copyright registrations of literary and artistic works as well as patents and applications for patents, both foreign and domestic; 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; the power 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 the power to obligate itself to perform and execute any and all such conditions or trusts. The rights and powers established in this Section may be exercised only upon the results of scientific research conducted at the University of Idaho by its faculty, staff,

and students.

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, device, 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 the Corporation.
7. The authority to secure licenses with entities that will experiment upon, test, promote, and develop the public, scientific and commercial value of inventions, discoveries, and processes arising from scientific research conducted at the University of Idaho by its faculty, staff, and students.
8. The power to appoint such officers and agents as the business of the Corporation shall require and to compensate them as provided in Article XII.

Nothing herein contained shall be deemed to authorize the Corporation to engage in any activities that would constitute a regular business of a kind ordinarily carried on for profit, nor to promote the private interest of or to perform particular services for any private individual.

## **ARTICLE VII. LIMITATIONS ON POLITICAL ACTIVITY**

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except as may be permitted to Section 501(c)(3) organizations by the Internal Revenue Code, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

## **ARTICLE VIII. TAX-EXEMPT STATUS**

It is intended that the Corporation shall continue to have the status of a corporation that is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE IX. BOARD OF DIRECTORS**

Pursuant to Section 30-314(c) of the Idaho Code, the business affairs of the Corporation shall be managed by its Board of Directors, which shall consist of at least thirteen (13) and no more than twenty-five (25) Directors. 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 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;
- (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 shall be elected by the existing Board of Directors.

The terms of the elected Directors of the Board of Directors shall be three years; provided that the Board of Directors may appoint certain Directors for a term of less than three years in order to assume that approximately one-third of the directors are selected 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 Bylaws.

#### **ARTICLE X. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Any director, officer, or employee of the Corporation shall be indemnified by the Corporation against expenses (including attorney's fees), judgments, fines, and amounts paid in settlements actually and reasonably incurred by him in connection with any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, or employee of the Corporation, provided that the director, officer, or employee:



- (a) did not breach a duty of loyalty to the Corporation;
- (b) acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation;
- (c) did not engage in intentional misconduct;
- (d) did not knowingly violate a law;
- (e) did not obtain an improper personal benefit;
- (f) with respect to any criminal proceeding, had no reasonable cause to believe his conduct was unlawful.

#### **ARTICLE XI. BYLAWS**

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

#### **ARTICLE XII. COMPENSATION OF DIRECTORS AND AGENTS**

No director, officer, or other agent of the Corporation may receive any pecuniary benefit from the Corporation, except such reasonable compensation as may be allowed for services actually rendered. None of the Corporation's property or assets shall inure to the benefit of any director, officer, or other agent of the Corporation.

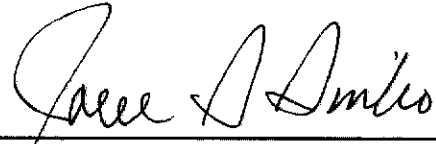
### **ARTICLE XIII. DISTRIBUTION OF PROCEEDS**

The Corporation shall distribute any proceeds derived from its activities to the University of Idaho for the furtherance of the University's educational and scientific activities, including but not limited to the awarding of fellowships and scholarships, the recruitment and retention of educators, scholars, and the support of future research activities. To the extent agreed upon by the University and the Corporation, the Corporation may retain an amount of such proceeds necessary for its costs of operation to be used solely in furtherance of the Corporation's exempt purposes as set forth in Article IV. The Corporation shall not distribute proceeds to or otherwise directly benefit any organization other than the University of Idaho. No part of the net proceeds of the Corporation shall inure to the benefit of any private individual, in accordance with Section 501(c)(3) of the Internal Revenue Code.


### **ARTICLE XIV. DISPOSAL OF ASSETS**

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 to be used for the exempt purposes set forth in Article IV, and none of its property shall inure to the benefit of any director, officer, or other agent of the Corporation or other private individual.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this \_\_\_\_  
day of December, 1997.

  
\_\_\_\_\_

President

  
\_\_\_\_\_

Secretary

LAW OFFICES

**GIVENS PURSLEY & HUNTLEY LLP**

A LIMITED LIABILITY PARTNERSHIP

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(208) 388-1200  
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RAYMOND D. GIVENS  
JAMES A. MCCLURE  
OF COUNSEL

January 5, 1998

Secretary of State  
Corporation Division  
State Capitol Building, Room 203  
Boise, Idaho 83720

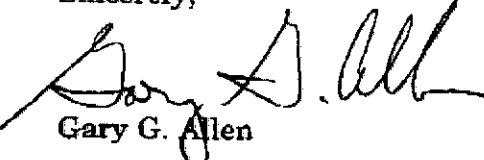
GARY G. ALLEN  
DIRECT DIAL  
(208) 388-1257

Re: Registered Agent for Idaho Research Foundation, Inc.  
Our file: 3813-1

Dear Sir or Madam:

Please be advised that I have accepted the position of registered agent for the Idaho Research Foundation, Inc. If you require anything further to effect a change in your records to list me as the registered agent for this company, please give me a call.

Sincerely,



Gary G. Allen

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