

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, J. D. (CY) PRICE, 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 original of the articles of incorporation of

**UNIVERSITY OF IDAHO RESEARCH FOUNDATION, INC.**

was filed in the office of the Secretary of State on the **third** day of **January** A. D. One Thousand Nine Hundred **forty-nine** and is duly recorded on Film No. **15** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 29-103 and Sections 29-1001 to 29-1005, inclusive, Idaho Code, Annotated.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual** **existence** from the date hereof, with its registered office in this State located at **Monroe** in the County of **Latah** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations, as provided in Chapter 10, Title 29, Idaho Code, Annotated.

IN TESTIMONY WHEREOF I have hereunto set my hand and affixed the

Great Seal of the State. Done at Boise, the Capital of Idaho, this **third** day of **January**, in the year of our Lord one thousand nine hundred **forty-nine**, and of the Independence of the United States of America the One Hundred **Seventy-third**.

Secretary of State.

ARTICLES OF INCORPORATION  
of the  
UNIVERSITY OF IDAHO RESEARCH FOUNDATION INC.

We, the undersigned incorporators, do hereby associate ourselves together to form and establish a corporation, not for profit, under the laws of the State of Idaho, and to that end do hereby certify:

ARTICLE I. NAME

The name of this corporation shall be the UNIVERSITY OF IDAHO RESEARCH FOUNDATION INC.

ARTICLE II. LOCATION

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

ARTICLE III. PURPOSE

The purpose for which this foundation is organized is to promote educational objectives:

1. By encouraging, fostering, aiding and conducting scientific and industrial investigations and research.
2. By training and developing persons for the conduct of such investigations and research.
3. By disseminating scientific knowledge and technical information as a service to the citizens of Idaho and the general public.
4. By encouraging and assisting research workers by providing the means, methods, and agencies by which their scientific discoveries, inventions and processes may be developed, applied and patented to their greatest advantage and that of the University of Idaho and the public, and to furnish the means, methods, and agencies for the administration and disposition of patent rights and other interests pertaining to such discoveries, inventions and processes, and to pay the necessary and appropriate expenses thereof.

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#### ARTICLE IV. POWERS

For the furtherance of these purposes, the Foundation 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 this state, other states, the District of Columbia, the territories and colonies 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 applications for patents, and obtain patents, both foreign and domestic. The power to acquire and to sell or otherwise dispose of 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 and to accept 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 Foundation, 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. To exercise generally the powers conferred on corporations by the laws of the State of Idaho, including particularly those set forth in Section 29-114 I. C. A., save and except, however, the power to issue stock.

#### ARTICLE V. MEMBERSHIP

The members of the Board of Regents of the University of Idaho, as constituted now or hereafter, the President of the University of Idaho and the members of the University Research Council, as constituted now or hereafter, shall be ex-officio members of this Foundation. Other persons may be admitted to membership in any manner and subject to such limitations as may be set forth in the By-Laws. Ten or more members of the Foundation shall constitute a quorum at any meeting thereof.

#### ARTICLE VI. BOARD OF DIRECTORS

The business and affairs of the Foundation shall be managed by a Board of Directors consisting, until the number is changed in the by-laws, of nine men, one of whom shall be the President of the University, one of whom shall be a member of the faculty of the College of Law designated by the President of the University to serve on the Board of Directors of the Foundation and one of

whom shall be the Executive Secretary of the Research Council. The remaining directors will be elected by the membership from a list nominated by the President of the University of Idaho, consisting of two candidates for each vacancy on the Board to be filled. Five members of the Board of Directors will be designated by the President of the University of Idaho to serve as the Patent Committee called for in the University of Idaho patent policy. This committee will have the duties provided for it in the By-laws.

The terms of the first members of the Board of Directors shall be as follows: three elected for a term of one year, three elected for a term of two years, the member of the College of Law appointed by the President of the University each year, and the President of the University and the Executive Secretary of the Research Council serving as ex-officio members during their terms of office. The members of the initial Board of Directors of said corporation are named, and the mode of their election more particularly set forth in Exhibit A attached hereto. The subsequent election of directors and the filling of vacancies shall be according to the procedure provided 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 number of Directors, their qualifications, manner of their selection and 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 Foundation 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 Research Foundation shall be used for the furtherance of research at the University of Idaho and the awarding of fellowships to students in attendance at the University of Idaho.

ARTICLE X. TERMINATION AND DISPOSAL OF ASSETS

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

ARTICLE XI. INCORPORATORS

The names and addresses of the incorporators are as follows:

<u>Names</u>	<u>Postoffice Addresses</u>
J. E. Buchanan	Moscow, Idaho
C. W. Hungerford	Moscow, Idaho
Allen S. Janssen	Moscow, Idaho
D. S. Jeffers	Moscow, Idaho
A. W. Fahrenwald	Moscow, Idaho
L. C. Cady	Moscow, Idaho

IN WITNESS WHEREOF, we, the subscribers hereto, have hereunto set our hands and seals this 3<sup>rd</sup> day of November, 1948.

<u>J. E. Buchanan</u>	(SEAL)
<u>C. W. Hungerford</u>	(SEAL)
<u>Allen S. Janssen</u>	(SEAL)
<u>D. S. Jeffers</u>	(SEAL)
<u>A. W. Fahrenwald</u>	(SEAL)
<u>L. C. Cady</u>	(SEAL)

STATE OF IDAHO  
County of Latah }

On this 3<sup>rd</sup> day of November, 1948, before  
me, Charles O. Decker, a Notary Public in and for the  
State aforesaid, personally appeared J.E. Buchanan,  
C.W. Hunsbeck, Allen S. Jansson, D.S. Jeffers,  
A.W. Fahrmeid, and L.C. Cady,  
personally known to me to be the persons whose names are subscribed  
to the within instrument, and duly acknowledged to me that they  
executed the same.

WITNESS my hand and official seal the day and year last  
above written.

Charles O. Decker

Notary Public, residing at

Moscow, Idaho.  
Comm. Expires 5 July 1950

## MINUTES

A meeting of the members of the University of Idaho Research Foundation Inc., a proposed non-profit corporation, was held at the office of the President of the University of Idaho, Administration Building, Moscow, Idaho, at the time and place specified in and pursuant to the "waiver, consent and proxy" of each and all of the members of the said organization, which was ordered spread upon the minutes of this meeting as follows:

### WAIVER, CONSENT AND PROXY

We, the undersigned, being all and the only members of the University of Idaho Research Foundation Inc., a proposed Idaho non-profit corporation, do hereby waive notice of a meeting of the members of said proposed corporation to be held in the office of the President of the University of Idaho, in the Administration Building, University of Idaho, Moscow, Idaho at 4:10 o'clock P. M. on Thursday, the 7th day of October, 1948, for the purpose of electing directors for said proposed corporation, under and pursuant to the provisions of Section 29-1102 I. C. A., and do hereby agree and consent that such meeting be held. And we, and each of us, do hereby make, constitute and appoint J. E. Buchanan our true and lawful attorney, substitute and proxy to vote for and on our behalf at said meeting, as fully as each of us might or could do, were we personally present at such meeting.

WITNESS our signatures on the dates set opposite our names.

<u>17 lines</u>	
<u>W. M. Huntington</u>	<u>Oct 7 1948</u>
<u>Maudie Cooks Houston</u>	<u>2</u>
<u>J. E. Buchanan</u>	<u>Oct. 7, 1948</u>
<u>E. E. Jones</u>	<u>Oct 7-1948</u>
<u>J. E. McCarthy</u>	<u>Oct 7-1948</u>

Ralph H. Harn	10/7/48
Scott Shawward	10-7-48
A. J. Jones	10-7-48
Alfred J. Halm	10-7-48
J. G. Dushauer	10-7-48
G. C. Cady	10-7-48
Allen J. Jansen	10-15-48
C. J. Hingston	10-15-48
W. J. Hingston	10-15-48
J. S. Hingston	10-15-48
Cilton B. Jones	11-4-48

Minutes of 12 First Meeting of the University of Idaho  
Research Foundation Inc.

Meeting was called to order at 4:10 p.m. in President Buchanan's office, University of Idaho, Moscow, On October 7, 1948.

All members being present either in person or by proxy, it was agreed by unanimous consent that J. E. Buchanan should preside over this meeting as Chairman thereof. The Chairman then presented the nominations for the Board of Directors of the twelve individuals named immediately below who were nominated by President Buchanan of the University of Idaho as provided for in Article II, Section 1 of the By-laws.

Nominated: W. F. McNaughton, J. L. McCarthy, J. D. Rensberg, E. A. Owen, Mrs. Maude C. Haston, A. W. Fahrenwald, C. W. Hungerford, A. S. Janssen, D. S. Jeffers, T. S. Kerr, G. C. Helm, and O. A. Fitzgerald.

A ballot was taken to elect six directors and the following received the highest number of votes and were declared elected to the Board of Directors: A. W. Fahrenwald, A. S. Janssen, D. S. Jeffers, C. W. Hungerford, W. F. McNaughton, J. D. Rensberg. Length of term was decided by lot. With the two ex-officio members and one appointed member the Board of Directors with terms of office indicated, consists of:

J. E. Buchanan, President of the University of Idaho (ex-officio)	
E. S. Stimson, Dean of the College of Law appointed as provided in the By-laws (1 year)	
L. C. Gady, Executive Secretary of the Research Council (ex-officio)	
A. W. Fahrenwald (2 years)	C. W. Hungerford (1 year)
A. S. Janssen (2 years)	W. F. McNaughton (1 year)
D. S. Jeffers (1 year)	J. D. Rensberg (2 years)

There being no further business to come before the meeting, the same was regularly adjourned at 4:45 p.m.

Balloting for officers was carried out by mail. Sealed ballots were opened and counted by Mr. L. C. Gady, Mrs. Dorothy Chase and Mrs. Ruth Redig in President Buchanan's office, November 2, 1948. The individuals named below received the highest number of votes for the respective offices and were declared elected.

Chairman, J. E. Buchanan

Vice-Chairman, C. W. Hungerford

Secretary-treasurer, L. C. Gady

  
Chairman

Attest:

  
Acting Secretary