

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.

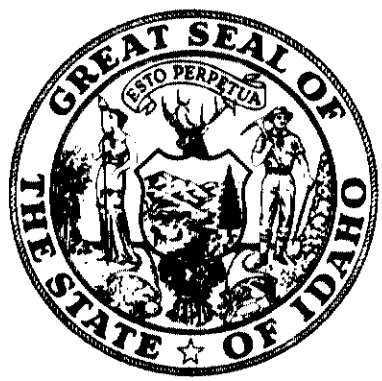
duly signed and verified pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

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 February 5, 19 92

Pete T. Cenarrusa

SECRETARY OF STATE



Corporation Clerk

ARTICLES OF AMENDMENT

Pursuant to the provisions of 30-327 of the Idaho Nonprofit Corporation Act, the following Articles of Amendment to Articles of Incorporation are herewith submitted for filing.

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ARTICLE 1. The name of record of the corporation is:

IDAHO RESEARCH FOUNDATION, INC.

ARTICLE 2. The amendment is an amendment to Article IX of the Amended and Restated Articles of Incorporation relating to the board of directors and the amendment article as adopted reads as follows:

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 eleven (11) and no more than fifteen (15) 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 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, or his or her designee,
- (b) one Director shall be the Provost,
- (c) one Director shall be the Senior Research Officer of the University of Idaho,
- (d) in addition, two Directors shall be deans or members of the research faculty of the University of Idaho to be selected by the President of the University of Idaho.

The terms of the elected members of the Board of Directors shall be three years; provided that the membership may appoint certain Directors for a term of less than three years in order to assure that approximately one-third of the directors are elected each year. Elected Directors may serve no more than two successive terms. The procedure for the election of the directors and the filling of vacancies shall be set forth in the Bylaws.

ARTICLE 3. The date of the meeting of members at which the amendment was adopted was January 28, 1992. A quorum was present, and the amendment received at least a majority of the votes which the members present in person or by proxy were entitled to cast.

Dated: January 28, 1992

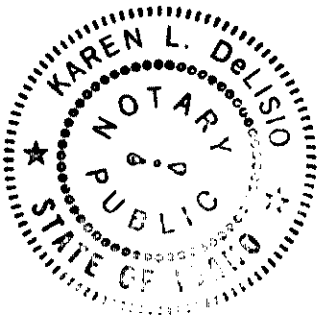
Harold West
President

Roy L. Eiguren
Secretary

VERIFICATION

STATE OF IDAHO)
County of Ada) ss.

I, Karen L. DeLisio, a notary public, do hereby certify that on this 28th day of January, 1992, personally appeared before me ROY L. EIGUREN who, being by me first duly sworn, declared that he is the Secretary of IDAHO RESEARCH FOUNDATION, INC., that he signed the foregoing instrument as Secretary of the corporation, and that the statements therein contained are true.



Karen L. DeLisio
Notary Public for Idaho
Residing at: Boise
My commission expires: 10-28-94

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