

**THIRD REVISED AND RESTATED ARTICLES OF INCORPORATION**  
**THE UNIVERSITY OF IDAHO FOUNDATION, INC.**

**FILED EFFECTIVE**  
NOV 24 2003  
STATE OF IDAHO  
IDAHO SECRETARY OF STATE  
11/24/2003 09:51:00  
CK: 1074976 CTS: 28176 DR: 7135  
10 30.00 = 30.00 NON PROF

**ARTICLE I**

**Name and Address**

The name of this corporation is:

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

The registered agent, location, and post office address of the registered and principal office of the Corporation is:

Executive Director  
University of Idaho Foundation, Inc.  
1106 Blake Street  
PO Box 443150  
Moscow, Idaho 83844-3150

**ARTICLE II**

**Not for Profit**

The Corporation is a nonprofit corporation under the Idaho Nonprofit Corporation Act. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except to the extent permissible by law and 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 Article IV hereof.

**ARTICLE III**

**Term**

The term of the Corporation is perpetual.

**ARTICLE IV**

**Purposes**

The Corporation is organized, and shall be operated exclusively, for the following purposes: to exercise all of the rights and powers conferred by the laws of the state of Idaho upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease, charitable trusts, life estates, or any other method of transferring any property of any sort or nature, without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease,

mortgage, convey, option, donate, or otherwise dispose of such property and the income, principal, and proceeds of such property for the benefit of the University of Idaho. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provision of any future federal tax code (hereinafter "Internal Revenue Code"), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

## ARTICLE V

### Trusts and Trust Funds

Notwithstanding the provisions of Article IV, any donor or testator may direct that his or her gift shall be held in such charitable trusts as may be specifically designated by said donor or testator and in such case his or her intentions shall be carried out by The University of Idaho Foundation, Inc. (hereinafter "Foundation"). Donors or testators may give a principal sum to the Foundation for the benefit of said Foundation, and provide that the income thereof shall be payable to the donor during his or her life, or that it shall be paid to a beneficiary or beneficiaries named by him or by her for life, or for some other period of time, and that after the termination of the estate or estates so provided, the income or principal shall be disbursed as part of the unrestricted income or principal of said Foundation in accordance with Article IV or for such charitable purposes as the donor or testator may specify in accordance with this Article V.

If the members of the Foundation by the vote of ninety percent (90%) of the members shall at any time declare that the purposes of any gift made pursuant to this Article V have become (1) unnecessary, undesirable, impracticable, or impossible of fulfillment, or (2) if any beneficiary to which the income or principal of any gift shall be provided to be paid shall have become nonexistent or shall have ceased its activities, or (3) if for any other reasons the application or applications provided by the said donor or testator shall have become impossible, impracticable, unnecessary, or undesirable, the Foundation shall apply such gift to the purposes set forth in Article IV. The determination of the members that such purposes have become unnecessary, undesirable, impracticable, or impossible of fulfillment shall be binding and conclusive upon all persons.

The Foundation may accept appointments by any court of competent jurisdiction as trustee to hold any fund or funds under the terms of these articles.

## ARTICLE VI

### Commingling of Funds

In the absence of any provisions expressing the intention of the donor or testator to the contrary, the Foundation shall be authorized to mingle any property given to it under the terms hereof with other property given to it under the terms hereof without obligation to retain any gift as a separate fund, but any donor or testator may direct that his or her gift be held as a separate fund and may, if he or she so desires, designate such fund as a memorial fund in memory

of a particular person or event, and in such case the said fund shall be maintained as a separate fund forming a part of the said Foundation, under such name, if any, as may be properly designated therefor. The Foundation shall in any event be authorized to hold as a separate fund any gift which, in the discretion of the Foundation shall require segregation in order to carry out any specific provision expressed by the donor or testator, or which shall require such segregation or any other reason deemed sufficient by the Foundation.

Subject to any written agreement with the donor or testator to the contrary, if any fund, the income of which is directed by the donor or testator to be paid to any donor or other beneficiary, is commingled, the Foundation shall make available to pay to such donor or other beneficiary as income on such fund the average rate of return on such commingled funds.

If, at any time after such mingling of funds shall have taken place, it should thereafter for any reason be deemed by the foundation as desirable or necessary to separate any fund or funds, each fund so separated shall be considered to be that proportion of the value at the date of separation of the principal or income of the combined funds as the value at the date of gift of such fund so separated shall bear to the total value of such combined funds at said last mentioned date plus any subsequent gifts valued as of the date thereof.

## **ARTICLE VII**

**Membership** The membership of this Corporation shall consist of one or more classes of members as prescribed in the bylaws. The manner of acting and meeting procedures for the members shall be as prescribed by the bylaws of this Corporation.

## **ARTICLE VIII**

### **Board of Directors**

Management of the affairs of the Corporation shall be by the board of directors who may delegate to officers and to committees of their own number and such additional members from the general membership as the board may deem appropriate such of their powers as they see fit. Directors shall be selected by the members at the times stated in the bylaws, for such terms and in such manner as the bylaws prescribe.

## **ARTICLE IX**

### **Officers**

Officers shall consist of a president, one or more vice presidents, a secretary, and a treasurer. The president and vice presidents shall be selected from members of the board of directors but the secretary and treasurer need not be directors or members. Two (2) or more offices may be held by the same person except that the president may not be secretary or treasurer. Officers shall be selected by the board of directors at the times, for such terms and in such manner as the bylaws prescribe.

## **ARTICLE X**

### **Dissolution**

In the event of the dissolution of this Corporation, or in the event that it should cease to carry out its purposes, no member, director, officer, or individual shall be entitled to or receive any distribution or division of its remaining assets, property or proceeds, and the balance of all property and assets of the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be vested in the Board of Regents of the University of Idaho in trust for the use and benefit of the University.

Any such assets not so disposed of shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## **ARTICLE XI**

### **Tax Exemption**

It is the intent of the incorporators that this organization shall be incorporated as a tax-exempt organization to which deductible gifts may be made pursuant to the terms of the Internal Revenue Code. To that end, this Corporation shall be subject to all the restrictions and requirements now or hereafter imposed by the United States Internal Revenue Code, any rules and regulations duly and properly promulgated in the application and interpretation of said Code with which compliance is required for qualification as a tax exempt organization. In particular, in any year in which this Corporation is a "private foundation," as that term is defined in the Internal Revenue Code, its income must be distributed at such time and in such manner as not to subject this Corporation to taxes under Section 4942, Internal Revenue Code, or in the regulations promulgated thereto, and the Corporation shall not engage in any act of self dealing as defined in Section 4941, Internal Revenue Code, or in the regulations promulgated pursuant thereto, and shall not retain any excess business holdings as defined in Section 4042(c), Internal Revenue Code, or under the regulations promulgated pursuant thereto, and shall not make any investments in such manner as to subject the Corporation to taxes under Section 4944, Internal Revenue Code, or in the regulations promulgated pursuant thereto, and shall not make any taxable expenditures as defined in Section 4945(d), Internal Revenue Code, or in the regulations promulgated pursuant thereto.

## **ARTICLE XII**

### **Amendments**

The articles of incorporation of this Corporation may be altered, amended, or newly adopted at any meeting of the members of the Corporation called for the purpose by majority of a quorum of the voting members present, in person or by proxy, provided that notice is sent to each member not less than ten (10) days prior to such meeting, and provided that a quorum is present. A majority of the voting members of the Corporation shall constitute a quorum for such purposes. Such notice shall state in a general way the nature of the proposed change.

**ARTICLE XIII**

**Notice**

Except as otherwise specified, whenever notice is required, it shall be in writing sent prepaid not less than three (3) days before the event if by electronic transmission and not less than six (6) days if by mail, addressed to the last known address. Notice may be waived either before or after a meeting.

Pursuant to the provisions of the Articles of Incorporation and Bylaws of The University of Idaho Foundation, Inc., an Idaho nonprofit corporation, and pursuant to the Idaho Non-profit Corporation Act, the qualified voting members of the Corporation duly noticed, approved, and adopted the within and foregoing third revised and restated articles of incorporation and all of the amendments therein contained, at a duly constituted meeting held on October 17, 2003.

Executed in triplicate effective October 30, 2003

THE UNIVERSITY OF IDAHO FOUNDATION, INC.

By: Joanne B. Carr  
Joanne B. Carr, Secretary