

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

BNCT UNIVERSITY CONSORTIUM, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of BNCT UNIVERSITY CONSORTIUM, INC. duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: March 29, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*[Signature]*

## ARTICLES OF INCORPORATION

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The undersigned, acting to incorporate a corporation under the Idaho Nonprofit Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. **NAME:** The name of the corporation is BNCT University Consortium, Inc.
2. **NONPROFIT:** This is a nonprofit corporation.
3. **DURATION:** The period of its duration is perpetual.
4. **PURPOSES:** BNCT University Consortium, Inc. is organized as a social welfare organization to promote the treatment of brain tumors and other refractory tumor types through the use of Boron Neutron Cancer Therapy (BNCT).

To accomplish this purpose, BNCT University Consortium, Inc. shall have all powers allowed such a corporation under the laws of the State of Idaho and under section 501(c)(4) of the Internal Revenue Code of 1986.

5. **EXEMPT STATUS:** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, 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 4 hereof. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

6. **DISSOLUTION:** Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) or 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

7. **INTERNAL AFFAIRS:** Provisions for the regulation of the internal affairs of the corporation are such as may be provided in detail by the corporation's By-Laws, which may be made, altered or amended by the corporation's Board of Directors.

8. **REGISTERED AGENT AND OFFICE:** The initial registered agent is:

Merle Griebenow

and the initial registered office is: 741 South 7th Avenue  
Pocatello, Idaho 83209

9. This corporation shall have members and the management of its affairs shall be vested in its members pursuant to Idaho Code § 30-314(c). The rights and interests of all members of this corporation shall be equal and no members shall have or acquire a greater interest than any other member. This corporation shall not issue any capital stock, but may issue membership certificates to each member thereof, which certificate cannot be

assigned so that the transferee thereof cannot by such transfer become a member of the association except by a resolution of the Board of Directors and under such regulations as the By-Laws of this corporation may prescribe.

10. The Board of Directors of this corporation shall be not less than three nor more than ten individuals as set from time to time by by-laws. The initial Board shall consist of four individuals whose names and addresses are:

- 1) Dr. J. Denbigh Starkey  
Department of Computer Sciences  
Montana State University  
410 Roberts Hall  
Bozeman, MR 59717
- 2) Dr. Phillip Rubin  
University of Rochester Medical Center  
Box 647  
601 Elmwood Avenue  
Rochester, NY 14642
- 3) Dr. Victor H. Ransom  
School of Nuclear Engineering Building  
Purdue University  
1290 Nuclear Engineering Building  
West Lafayette, IN 47907
- 4) Dr. Arthur A. Nelson, Jr.  
College of Pharmacy  
Campus Box 8288  
Idaho State University  
970 S. 5th Avenue  
Pocatello, ID 83209

11. **INCORPORATOR:** The name and address of the incorporator is:

Dr. Arthur A. Nelson, Jr.  
Department of Pharmacy  
Idaho State University  
741 South 7th Avenue  
Pocatello, Idaho 83209

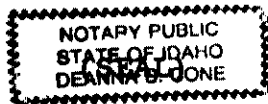
DATED: March 24, 1993.

Arthur A. Nelson, Jr., INCORPORATOR

STATE OF IDAHO )  
:SS  
County of Bannock)

On this 24 day of March, 1993, before me, the undersigned Notary Public, in and for said State, personally appeared Arthur A. Nelson, Jr., known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first written above.



Deanna Blaine  
NOTARY PUBLIC - STATE OF IDAHO  
My Commission Expires: 6-8-93

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