

**Department of State.**

**CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION**

I, PETE T. CENARRUSA, 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

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

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **22nd** day of **December** 1972 ,

original articles of amendment, as provided by Section s 30-146 and 30-147, Idaho Code, amending articles I, II, III, IV, VI, IX and X, including changing the name to IDAHO RESEARCH FOUNDATION, INC.

and that the said articles of amendment contain the statement of facts required by law, and are to be  
7 recorded on ~~Palm-Name~~ microfilm of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **22nd** day of **December** ,  
A. D., 19 **72** .

Secretary of State

AMENDMENT

RECEIVED  
DEC 21 1961  
SECRETARY OF  
STATE

This is the amended Articles of Incorporation of the UNIVERSITY OF IDAHO RESEARCH FOUNDATION, INC., which shall read as follows:

ARTICLE I. NAME

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

ARTICLE II. LOCATION

The location of its principal place of business in this State is at the 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 carrying on and supporting research programs which will be in the public's interest including any patents, copyright processes or performances which will be made available to the public on a nondiscriminatory basis.
2. By functioning as an agent of education in cases involving research, copyrights, inventions, publishing, employment agreements, and matters and works relating to research, contracts, or literary contracts with U. S. Government agencies, Foundations, companies and other lawful entities in performing grants and contracts.
3. By encouraging, fostering, aiding and conducting scientific and industrial investigations and research.
4. By training and developing persons for the conduct of such investigations and research.
5. By disseminating scientific knowledge and technical information as a service to the general public and by encouraging and assisting scholars and artists in their pursuits through financial aid, copyright development and other means.

6. By encouraging and assisting researchers and inventors 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 Research Foundation 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.

#### ARTICLE IV. POWERS

For the furtherance of these purposes, the Research 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 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 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 copyrights, copyrights registrations of literary and artistic works as well as applications for patents, and obtain patents, both foreign and domestic upon inventions. 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 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 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 thoses set forth in Section 30-1001 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, the President of the University of Idaho or his duly appointed representative, the Board of Directors of the Foundation, the direct or delegate from the Agricultural Experiment Station; Engineering Experiment Station; Forestry, Wildlife and Range Science Experiment Station; Water Resource Institute; shall be 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.

#### ARTICLE VI. BOARD OF DIRECTORS

The business affairs of the Foundation shall be managed by a Board of Directors consisting, until the number is changed in the By-Laws, of ten members, one of whom shall be the President of the University of Idaho or his duly appointed representative, one of whom shall be the corporation's attorney, and one of whom shall be the Coordinator of Research of the University of Idaho. The remaining directors will be elected by the membership from a list nominated by a committee appointed by the Board of Directors, consisting of two candidates for each vacancy on the Board to be filled. The Board of Directors will select a five-man Patent Committee from the membership of the Foundation. This committee will have the duties provided for it in the By-Laws.

The terms of the elected members of the Board of Directors shall be as follows: three elected for a term of one year and four elected for a term of two years. 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 of membership 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 education, research, artistic and literary activities of education and the awarding of fellowships and scholarships.

ARTICLE X. TERMINATION AND DISPOSAL OF ASSETS

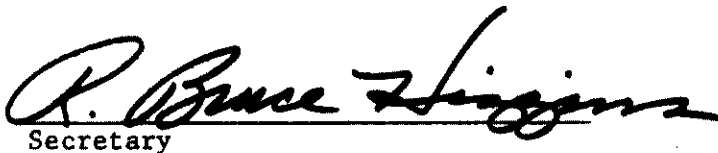
The existence of the Idaho Research Foundation, Inc. shall be perpetual, or until its termination by order of a Court of competent jurisdiction. In the event of the dissolution of the Foundation all of its property, real, personal and mixed and wheresoever situated, shall vest immediately and absolutely 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.

IN WITNESS WHEREOF, w, have hereunto set our hands and seals this

11<sup>th</sup> day of December, 1972.

  
Chairman of the Board


ATTEST:

  
Secretary

STATE OF IDAHO    )  
                              ) ss.  
County of Latah    )

On this 11<sup>th</sup> day of December, 1972, before me, the undersigned, a Notary Public in and for said State, personally appeared JOHN H. EHRENREICH and R. BRUCE HIGGINS, known to me to be the Chairman of the Board and Secretary respectively of the corporation that executed the above and foregoing instrument, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal on the date last above written.

  
Notary Public for Idaho, Residing in Latah County.