

N.I.J.C. BOOSTERS, INC.

BOARD RESOLUTION

Approval of Amended and Restated Articles of Incorporation and Bylaws

A. The Board of Directors (“**Board**”) of N.I.J.C Boosters, Inc. (the “**Corporation**”), desires, and has determined that it is in the best interests of the Corporation, to amend the Corporation’s Articles of Incorporation filed on September 13, 1963, as amended by those certain Articles of Amendment to the Articles of Incorporation of the N.I.J.C Boosters, Inc. filed on March 6, 1968, by adopting the Amended and Restated Articles of Incorporation of N.I.J.C Boosters, Inc., (to be now known as North Idaho College Boosters, Inc.), in the form presented to the Board and attached hereto as **Exhibit A**, (“**Articles of Amendment**”).

B. The purpose of the Articles of Amendment is to revise provisions with respect to the elimination of corporation membership, the size, selection, terms and powers of the board of directors, the disposition of assets upon the dissolution of the Corporation and related matters and, to generally update and modernize the Articles of Incorporation, in conformity with the Idaho Nonprofit Corporation Act codified in Title 30, Chapter 30, Idaho Code.

C. Under Idaho Code Section 30-30-703(b)(1), the Corporation’s Members may, by two-thirds (2/3) of the votes cast or a majority of the voting power of the Members, whichever is less, amend the Corporation’s articles of incorporation.

D. The Board desires also to set the date, time and place of the annual meeting of Members and, pursuant to Idaho Code Section 30-30-507, a record date establishing both the right to notice and right to cast votes at the annual meeting of Members.

E. The Board further desires, subject to adoption by the Members of the Articles of Amendment, to amend the Corporation’s Bylaws and has determined that it is in the best interests of the Corporation to amend and restate the Corporation’s Bylaws, dated July 16, 2014 (“**Bylaws**”), by adopting the Bylaws of North Idaho College Boosters, Inc. in the form presented to the Corporation’s board of directors and attached hereto as **Exhibit B**, (“**2026 Bylaws**”).

F. The purpose of the 2026 Bylaws is to (i) eliminate Article IV relative to “Membership”, (ii) eliminate Article V providing for meetings of Members, (iii) revise the qualifications, selection, tenure and powers of the board of directors; (iv) provide for the manner of notice; and (v) to generally update and modernize the Bylaws, in conformity with the Amended and Restated Articles of Incorporation and the Idaho Nonprofit Corporation Act codified in Title 30, Chapter 30, Idaho Code.

G. Under Article XIV of the Bylaws, the Board, by vote of the majority of Directors present at any regular meeting of the Board, (or any special meeting called on not less than seven (7) day notice), may amend the Bylaws.

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NOW, THEREFORE, IT IS:

RESOLVED, that the Board hereby approves and adopts the Articles of Amendment.

RESOLVED, that the Board hereby recommends and deems it advisable to the Corporation's Members that they approve the Articles of Amendment.

RESOLVED, that the President of the Corporation, upon the Articles of Amendment being duly approved by the Corporation's Members, is authorized and directed to execute the Articles of Amendment and to effect the filing of the same with the Idaho Secretary of State.

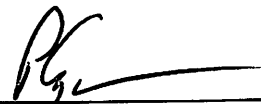
RESOLVED, that the Board hereby approves and, subject to and effective upon adoption by the Members of the Articles of Amendment, adopts the 2026 Bylaws.

RESOLVED, that to effect the foregoing amendments to the Bylaws, upon the Articles of Amendment being duly approved by the Corporation's Members, the Board authorizes the President of the Corporation to execute the 2026 Bylaws in the form presented to the Board and attached hereto as **Exhibit B**.

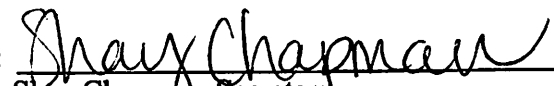
RESOLVED, that the instant meeting of the Board will be deemed to be a duly noticed and validly convened regular meeting of the Corporation's Directors, which meeting was called for the purpose of approving and recommending to the Members adoption of the Articles of Amendment and adoption of the 2026 Bylaws, and, further, that all such Directors either received or waive advance written notice of the meeting.

RESOLVED, that the appropriate officers of the Corporation are authorized to take any and all further actions as they in their discretion deem necessary or advisable in order to effectuate the above resolutions.

The undersigned certify that the forgoing Resolution was adopted by the vote of a majority of the Directors this 14th day of May, 2026.



Pat Clevenger, President

Attest: 
Shay Chapman, Secretary

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