

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NORTH IDAHO COLLEGE BOOSTERS, INC.

Pursuant to Idaho Code Title 30, Chapter 30, ("Idaho Nonprofit Corporation Act"), N.I.J.C. Boosters, Inc., renamed herein as North Idaho College Boosters, Inc., does hereby adopt these Amended and Restated Articles of Incorporation. These Restated Articles of Incorporation (these "Restated Articles") supersede and restate the Articles of Incorporation of N.I.J.C. Boosters, Inc., an Idaho nonprofit corporation (the "Corporation"), originally filed on September 13, 1963, as amended on March 6, 1968, and as further amended from time to time, if at all. These Restated Articles were duly adopted in accordance with Idaho law and shall be effective upon filing with the Idaho Secretary of State.

ARTICLE I

NAME

The name of this corporation is NORTH IDAHO COLLEGE BOOSTERS, INC.

ARTICLE II

DURATION

The period of duration of this non-profit corporation shall be perpetual.

ARTICLE III

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NO CAPITAL STOCK

The Corporation is not organized for profit and it shall have no capital stock.

ARTICLE IV

NO MEMBERS

The Corporation shall have no members.

ARTICLE V

NO PERSONAL LIABILITY

The private property of the directors and officers of the Corporation shall not be subject to the payment of corporate debts, liabilities, or obligations to any extent whatever.

VI

REGISTERED AGENT & ADDRESS

The Corporation's registered agent and the registered office of this Corporation within the State of Idaho are and shall be as contained in the annual report or other appropriate statement filed from time to time with the Idaho Secretary of State. The registered office or registered agent may be changed from time to time by filing the appropriate statement with the Idaho Secretary of State.

ARTICLE VII

PURPOSE

The Corporation is organized exclusively for educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section

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501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). In addition, the Corporation has the following objectives, purposes, and powers:

1. to solicit and/or receive, by gift, bequest, devise or otherwise, monies and property, real and personal, of whatsoever kind or nature, to be held, managed, and used exclusively for the benefit of students and of North Idaho College.
2. To provide financial and other support to a continuing program of training in physical education, education and athletics at North Idaho College, Coeur d'Alene, Idaho, thereby encouraging and training the future teachers and leaders necessary for the development of a broad program of physical training, healthful recreation, and competitive fair play in all levels of education throughout the State of Idaho.
3. To aid and assist worthy students at North Idaho College, of good moral character and good mental, physical and athletic ability, to obtain an education.
4. To provide for, create, manage, invest, regulate and disburse scholarships and endowment funds and to act as trustee therefor, and to accept trust funds, manage and regulate trusts and disburse trust funds for the purposes of the Corporation.
5. To encourage the promotion and education of public opinion in all sports and athletics and by all lawful means to elevate, improve, and promote games, contests, physical exercises, athletics, exhibitions and all sports.
6. To provide a suitable place for meetings of the Board of Directors and other supporters of the Corporation and the establishment of such facilities as to sustain the Corporation's interests and secure intelligent action on the part of its board and committees in the accomplishment of its general purposes.
7. To acquire, dispose of, or otherwise operate, maintain and control any and all types of property, or interest therein, necessary for the business and objects of the Corporation.
8. Determining: (1) that the purposes of any gift, devise or the like have become unnecessary, undesirable, impractical, impracticable or impossible of fulfillment, or (2) that any beneficiary to which the income or principle of any gift shall be provided to be paid shall have become nonexistent or shall have ceased its activities, or (3) that, for any reason, the applications provided by the said donor or testator shall have become impossible, impracticable, unnecessary or undesirable, and thereupon to apply the gift or devise to the general purposes of the Corporation as hereinabove set forth.

ARTICLE VIII

POWERS

The Corporation shall have and may exercise, subject to the provisions of these articles and its Bylaws duly and regularly adopted, all powers now or hereafter conferred upon non-profit corporations by the laws of the State of Idaho.

ARTICLE IX

BOARD OF DIRECTORS

The Corporation shall be managed by a Board of Directors. The power to adopt, alter, amend, restate or repeal the Articles and Bylaws of the Corporation shall be vested in the Board of Directors. The Bylaws of the Corporation shall set forth provisions for the governance and regulation of the internal affairs of the Corporation. The number of Directors, which shall be fixed from time to time as more specifically provided in the Bylaws of the Corporation and in compliance with the Idaho Non-profit Corporation Act.

ARTICLE X

LIMITATIONS

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 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE XI

DISSOLUTION

That upon the dissolution of the Corporation and upon the payment or discharge of all debts incurred by the Corporation during its existence, the Board of Directors shall dispose of all of the

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assets of the Corporation exclusively to North Idaho College for use in its operation or the operation of any of its affiliated organizations with the request that North Idaho College use such funds in aid of worthy students according to the purposes of this Corporation; however, the Corporation and the last Board of Directors shall be in no way liable for the application of such funds by North Idaho College.

If the North Idaho College district is at such time non-existent or not delivering duly accredited programs as determined by the Board, the Board of Directors shall dispose of all of the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (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.

ARTICLE XII

AMENDMENT

These Articles of Incorporation may be altered, amended, restated or newly adopted at any meeting of the Directors of the Corporation, called for the purpose, by two-thirds of the Directors present, (as defined in the Bylaws), but in no case less than a majority of the Directors then in office, in person or by proxy, provided that notice in compliance with the Idaho Nonprofit Corporation Act is sent to each Director not less than ten (10) days prior to such meeting, and provided that a quorum is present.

CERTIFICATION

Pursuant to the provisions of the Articles of Incorporation and Bylaws of N.I.J.C. Boosters, Inc., an Idaho nonprofit corporation, and pursuant to the Idaho Nonprofit Corporation

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Act, after each of the qualified voting directors and members of the Corporation were duly noticed, not less than the required number of said voting directors and members, approved and adopted the foregoing Amended and Restated Articles of Incorporation and all of the amendments contained therein at a duly constituted meeting of directors held on the 14th day of May, 2026 and at a duly constituted meeting of members held on the 11th day of June, 2026.

The total number of directors entitled to vote is 13 and the total number of directors present and voting in favor of the Amended and Restated Articles of Incorporation was 9. The total number of directors voting in opposition to adoption of the Amended and Restated Articles of Incorporation was 0.

The total number of outstanding memberships entitled to vote, there being but a single class of membership, is 77 and the total number of members voting in favor of the Amended and Restated Articles of Incorporation was _____. The total number of members voting in opposition to adoption of the Amended and Restated Articles of Incorporation was _____.

Dated this _____ day of June, 2026.

NORTH IDAHO COLLEGE BOOSTERS, INC.

By: _____

Pat Clevenger, President

By: _____

Robert Schmidt, Vice President

Attest: _____

Shay Chapman, Secretary