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**ARTICLES OF INCORPORATION
OF
NEWU, INC.**

The undersigned, acting as the incorporator of a nonprofit corporation (“**Corporation**”) organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 30, Title 30, Idaho Code (“**Act**”), adopts the following Articles of Incorporation (“**Articles**”).

**ARTICLE I
NAME OF THE CORPORATION**

The name of the Corporation is NewU, Inc.

**ARTICLE II
STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III
PERIOD OF DURATION**

The duration of the Corporation is perpetual.

**ARTICLE IV
MAILING ADDRESS
REGISTERED AGENT NAME & ADDRESS**

The Corporation’s initial mailing address is 875 Perimeter Drive, Moscow, Idaho 83844. The Corporation’s initial registered agent is Kent Nelson with an address of 875 Perimeter Drive, Moscow, Idaho 83844.

**ARTICLE V
PURPOSES AND POWERS**

The Corporation is organized exclusively for charitable, scientific, literary, or educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (“**Code**”), or the corresponding provisions of any future United States internal revenue law. In furtherance of and consistent with the foregoing general purpose, the Corporation’s specific purpose includes:

1. To establish, operate, conduct, and administer a degree granting and credit bearing institution of higher education affiliated with The Regents of the University of Idaho, a body corporate established pursuant to Chapter 28, Title 33, Idaho Code, and Section 10, Article IX, of the Idaho Constitution (the “**University of Idaho**”).

2. To provide for the instruction of students, the assessment of competencies, and the award of graduate and undergraduate degrees, diplomas, certificates, or the like as may be appropriate.

3. To offer, operate, conduct, and administer instructional or educational programs, including certificate programs, short courses, professional development courses, associate’s, bachelor’s, master’s and doctoral degrees, through onsite, online, or any combination of these or other instructional modalities.

4. To engage in any other lawful activity for which non-profit corporations may be incorporated under the Act not otherwise inconsistent with the Corporation’s general purpose and Article VI.

The Corporation shall have and may exercise all powers granted by law necessary and proper to carry out the foregoing purposes. The Corporation may carry out its purpose and exercise its powers either within or outside the State of Idaho, so long as the furtherance of such purpose or the exercise of such power is lawful in the jurisdiction in which it is done.

**ARTICLE VI
LIMITATIONS**

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to any trustee, director, officer, 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 V hereof. No substantial part of the activities of the Corporation shall be for 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 any candidate for public office. Notwithstanding any other provisions 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)(3) of the Code.

**ARTICLE VII
MEMBERS**

The Corporation shall have one member. The sole member of the Corporation is the University of Idaho (the “**Member**”). The Member shall have such rights as are provided in the Act that are consistent with the management authority these Articles grant the Board of Directors of the Corporation.

**ARTICLE VIII
BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors (“**Board of Directors**”). The number of Directors serving on the Board of Directors shall at all times be no less than three (3) and whose number shall be fixed from time to time in accordance with the Bylaws of the Corporation (each a “**Director**” and collectively “**Directors**”).

Other than the Directors constituting the initial Board of Directors, the Directors shall be appointed solely by the Member and in the manner and for the term provided in the Bylaws of the Corporation. The term of the initial Directors shall be until the first annual meeting of the Corporation or until their successors are duly appointed and qualified.

The number of Directors constituting the initial Board of Directors is three (3). The names and addresses of the persons constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Kent Nelson	875 Perimeter Drive, Moscow, Idaho 83844
Brian Foisy	875 Perimeter Drive, Moscow, Idaho 83844
Torrey Lawrence	875 Perimeter Drive, Moscow, Idaho 83844

**ARTICLE IX
OFFICERS**

The Corporation shall have Officers (“**Officers**”) as provided in the Bylaws. Such Officers shall be elected or appointed by the Directors at such time, and in such manner, and for such terms as may be prescribed in the Bylaws.

**ARTICLE X
DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation exclusively to the University of Idaho or other such charitable, scientific, literary, research or educational organizations designated by the University of Idaho, which at that time qualify as exempt organizations under Section 501(c)(3) of the Code, as amended from time to time.

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**ARTICLE XI
INCORPORATOR**

The name and address of the incorporator is:

Kent Nelson
875 Perimeter Drive
Moscow, Idaho 83844

**ARTICLE XII
BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws of the Corporation (the "Bylaws").

**ARTICLE XIII
LIMITATION OF LIABILITY AND INDEMNIFICATION**

The Officers and Directors of the Corporation will not be personally liable for the Corporation's debts and liabilities, and their personal property is exempt from seizure or levy to pay obligations of the Corporation.

The Corporation shall indemnify, hold harmless, and defend present and former Directors, Officers, employees and agents of the Corporation to the fullest extent permitted by, and in accordance with, the Act as the same exists at the time of the adoption of these Articles or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Act permitted the Corporation to provide prior to such amendment). Expenses, including attorney fees, incurred by present and former directors, officers, employees and agents of the Corporation in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding in accordance with the Act.

**ARTICLE XIV
AMENDMENTS**

The Articles and Bylaws of the Corporation may be amended according to any procedure authorized by the Act in effect at the time of amendment, subject, however, to Member approval.

DATED: May 15, 2023



Kent Nelson, Incorporator