



CERTIFICATE OF AMENDMENT
OF

TINY TOTS GAMES, INC.

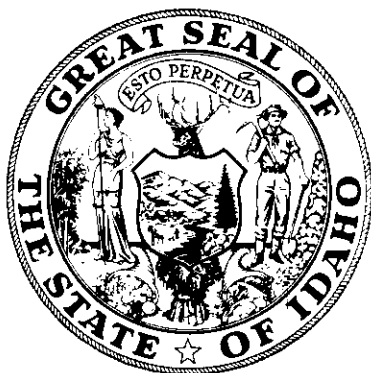
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

TINY TOTS GAMES, INC.

duly signed and verified pursuant to the provisions of the Idaho Business 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
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles
of Amendment.

Dated April 1, 1985



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

AMENDMENT TO THE ARTICLES
OF INCORPORATION OF
TINY TOTS GAMES, INC.

The undersigned, a unanimous majority of the Directors of Tiny Tots Games, Inc., adopt and accept the following amendments to the Articles of Incorporation as permitted under Title 30, Chapter 3, Section 325 of the Idaho Code, to-wit:

Article II shall be amended to read as follows:

ARTICLE II

The purposes for which this Corporation is formed are exclusively charitable, educational or scientific and consist of the following:

(a) To provide games similar to the Special Olympics for children aged eighteen (18) months through six (6) years old who attend the Adult/Child Development Center in Coeur d'Alene, Idaho as well as children participating in other programs for the developmentally disabled in the area of North Idaho.

(b) To demonstrate, from time to time, through organized games, the progress of said developmentally disabled children have made, physically, socially and intellectually.

(c) In furtherance, but not in limitation, of the foregoing charitable, educational and scientific purposes, the Corporation shall have the following powers:

(1) To solicit, collect and receive money and other assets, and to administer funds and contributions received by grant, gift, deed, bequest or devise, and otherwise to acquire money, securities, property rights and services of every kind and description, and to hold, invest, expend, contribute, use, sell or otherwise dispose of any money, securities, property, rights or services so acquired for the purposes above mentioned.

(2) To exercise all other rights and powers conferred upon corporations formed

under the General Nonprofit Corporation Law of the State of Idaho, provided, however, that the Corporation shall not engage in any activities or exercise any powers, including those specifically mentioned herein, that are not in furtherance of the specific and primary charitable, educational or scientific purposes of the Corporation.

(d) All of the foregoing purposes and powers shall be exercised exclusively for charitable and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 as it is currently and shall hereafter be in force and effect.

Article IX shall be amended to read as follows:

ARTICLE IX

No part of the net earnings of the corporation shall inure 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 II hereof. No substantial part of the activities of the corporation shall be 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 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).

The addition of Article XII to read as follows:

ARTICLE XII

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of

all of the liabilities of the corporation, dispose of all of 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) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, we have hereunder executed these presents this 15 day of March 1985.

James McMullen
JAMES McMILLEN, Director

Diane Cordie
DIANE CONDIE, Director

Barbara Watkins
BARBARA WATKINS, Director

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 15 day of March 1985, before me, Connie Maxwell, a Notary Public for the State of Idaho, personally appeared JAMES McMILLEN, known or identified to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the name and year in this certificate first above written.

Connie Maxwell
Notary Public for Idaho
Residing in Coeur d'Alene

VERIFICATION


STATE OF IDAHO)
) ss.
County of Kootenai)

DIANE CONDIE, being first duly sworn, deposes and says:

She is one of the Directors of Tiny Tots Games, Inc., a Idaho non-profit corporation, and is one of those whose signatures appear in the foregoing Amendment of Articles of Incorporation.

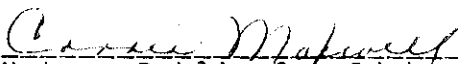
She has read said Amendment and knows the contents thereof.

Said Amendment has been signed by all of the Directors of said corporation, and the matters set forth therein are true to her knowledge.



DIANE CONDIE

SUBSCRIBED AND SWORN to before me, the undersigned, a Notary Public for Idaho, this 27 day of March 1985.



Notary Public for Idaho
Residing in Coeur d'Alene