

204



ARTICLES OF AMENDMENT

(Non-profit)

To the Secretary of State of the State of Idaho

Pursuant to Title 30, Chapter 3, Idaho Code, the undersigned non-profit corporation amends its articles of incorporation as follows:

1. The name of the corporation is: The Council Circle Foundation, Inc.

2. The text of each amendment is as follows:

See attached

3. The date of adoption of the amendment(s) was: December 15, 2000

4. Manner of adoption (check one):

Each amendment consists exclusively of matters which do not require member approval pursuant to section 30-3-90, Idaho Code, and was, therefore, adopted by the board of directors. (Please fill spaces below)

- The number of directors entitled to vote was: _____
- The number of directors that voted for each amendment was: _____
- The number of directors that voted against each amendment was: _____

The amendment consists of matters other than those described in section 30-3-90, Idaho Code, and was, therefore adopted by the members. (Please fill spaces below)

- The number of members entitled to vote was: _____

- The number of members that voted for each amendment was: _____

- The number of members that voted against each amendment was: _____

Dated: 12/15/00Signed by: Deanne Peckoff-Eyre
Its: President
(Capacity of signer)

FILED/EFFECTIVE

APR 30 AM 10:24
SECRETARY OF STATE
STATE OF IDAHO

Customer Acct #:	
(If using pre-paid account)	
IDAHO SECRETARY OF STATE	
Secretary of State use only	
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ARTICLES OF AMENDMENT

OF

01 APR 30 AM 10:24 THE COUNCIL CIRCLE FOUNDATION, INC.

SECRETARY OF STATE
STATE OF IDAHO

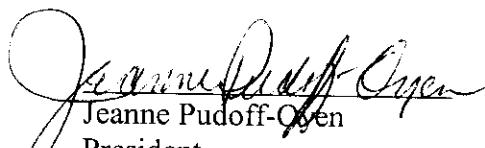
The Council Circle Foundation, Inc. (CCF), a nonprofit organization formed pursuant to Idaho Code Section 30-3-101, et. seq., and Internal Revenue Service Code Section 501(c)(3), hereby adopts in duplicate the following Articles of Amendment:

Article I

- a. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- b. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

These Articles of Amendment are in addition to the original Articles of Incorporation dated March 31, 2000 which shall remain in full force and effect.

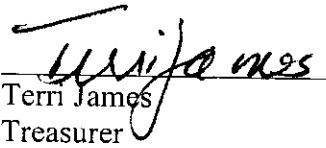
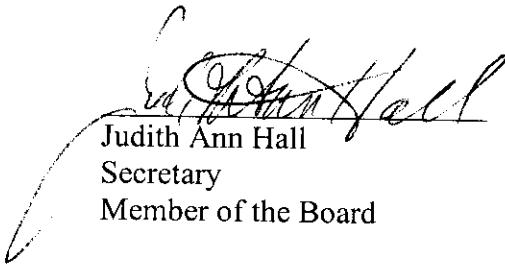
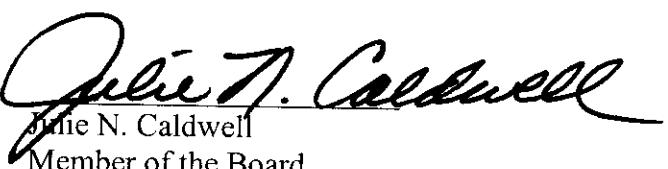
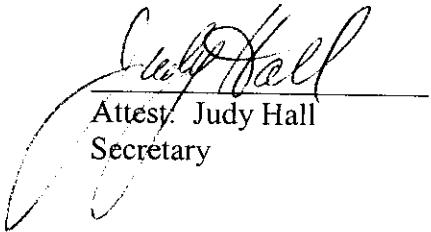
Adopted by a majority vote of the Board of Directors of the Council Circle Foundation at its regular monthly meeting this 15 day of December, 2000.



Jeanne Pudoff-Ogen
President
Member of the Board



Lea Flocchini
President
Member of the Board


Richard K. Lum
Vice President
Member of the Board
Terri James
Treasurer
Member of the Board
Judith Ann Hall
Secretary
Member of the Board
Julie N. Caldwell
Member of the Board
Cameron Scott Cooper
Member of the Board
Attest: Judy Hall
Secretary

01 APR 30 AM 10:24

SECRETARY OF STATE
STATE OF IDAHO

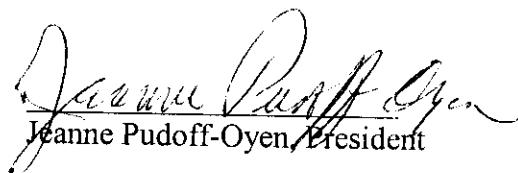
RESOLUTION OF THE BOARD OF DIRECTORS
OF
THE COUNCIL CIRCLE FOUNDATION, INC.

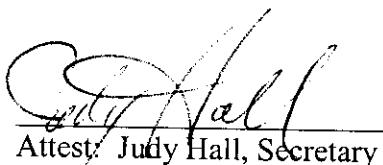
WHEREAS, on March 31, 2000, the Council Circle Foundation, Inc. (CCF), a nonprofit corporation organized pursuant to the laws of the State of Idaho and Internal Revenue Service Code Section 501(c)(3), adopted its Articles of Incorporation. These Articles of Incorporation were filed with the Idaho Secretary of State on April 3, 2000.

WHEREAS, in order to be exempted from federal income tax, and in accordance with Internal Revenue Service Code Section 501(c)(3), CCF agreed to amend its organizing document, in an Agreement to Amend dated September 7, 2000. This Agreement required CCF to include specific language regarding net earnings of the organization, clarification of its activities, and distribution of assets upon dissolution.

WHEREAS, the Council Circle Foundation currently has no voting members, and the power to amend the Articles of Incorporation is vested in its Board of Directors.

WHEREAS, the Council Circle Foundation hereby adopts the attached Articles of Amendment by majority vote of its Board of Directors at its regular meeting this 15 day of December, 2000.


Jeanne Pudoff-Oyen, President


Attest: Judy Hall, Secretary