



CERTIFICATE OF AMENDMENT
OF

WISH UPON A STAR FOUNDATION, INC.

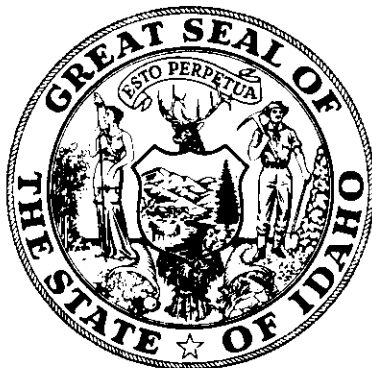
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

WISH UPON A STAR FOUNDATION, INC.

duly signed and verified pursuant to the provisions of the Idaho Nonprofit 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 _____ December 1, 19 86.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF AMENDMENT

DEC 1 1 32 PM '86
RECORDED
SECRETARY OF STATE

WISH UPON A STAR FOUNDATION, INC. - NON-PROFIT 8 36
85 NOV 20 PM

Amendment of Articles of Incorporation of WISH UPON A STAR FOUNDATION, INC., a non-profit corporation, organized under the laws of the State of Idaho, executed by Barbara Kuchenriter of 10826 Ashburton Drive, Boise, ID 83709, its President and Nadine Dolphus of 3700 Pasadena Drive, Boise, ID 83705, its Secretary.

The name of the corporation is WISH UPON A STAR FOUNDATION, INC.

The corporation, by majority vote of its members, does hereby amend its Articles of Incorporation as follows:

1. Article 1, Section 2 shall be amended to read as follows:

ARTICLE 1 - NAME AND PURPOSES

Section 2

The purposes of the corporation are: To provide charitable contributions to the children and families of chronically and terminally ill children; to solicit contributions from the public and from private entities, corporations and foundations in furtherance of the charitable purposes of the corporation; to do and carry out all things necessary for achievement of the corporation's charitable objectives and to strengthen general community support of these chronically ill children and their families.

2. Article II, Section 1, shall be amended to read as follows:

ARTICLE II - MEMBERSHIP

Section 1

Children, members of families with chronically and terminally ill children, and any other person interested in the purposes and objectives of the corporation, shall be eligible for membership in the Wish Upon a Star Foundation.

3. Article III, Section 2, shall be amended to read as follows:

4. Article III, Section 9, replaces sections 9 through 11 in their entirety.

ARTICLE III - OFFICERS

SECTION 2

The Board of Directors shall nominate members for new offices. Election of officers shall be by written ballot, unless waived by a majority vote of members present and voting at the regular meeting. A nominee receiving the greatest number of votes for that office shall be elected to office for a term of two (2) years. The persons elected shall thereupon take office at the same meeting and shall hold office until their successor is elected.

Section 9

Annual meeting. The annual meeting of the members shall be held at the principal office of the corporation, or at such other place as the Board of Directors may designate on the first Tuesday in the month of March, of each year, beginning with the year 1987, at 5:30 o'clock p.m., for the purpose of electing officers and for the transaction of such other business as they come before the meeting.

5. Articles 4 through 11 are deleted in their entirety and replaced with the following Articles 4 through 13:

ARTICLE 4 - MEETINGS

Section 1

The order of business at regular meetings shall be as follows:

1. Reading of the minutes of the previous meeting.
2. Treasurer's report.
3. Old business.
4. New business.
5. Adjournment .

The president may not change this order of business without a majority of the members present and voting decide otherwise.

Section 2

A. Only members of the Foundation in good standing may participate in meetings, except that non-members may be granted permission to address the Foundation by consent of the members present.

B. Any member of the Foundation may challenge the right of any person to address the Foundation and any member may challenge the right of any person to vote. In the case of challenge, the membership records of the Foundation shall be conclusive.

Section 3

All proceedings for the Foundation, if no rule or order of business has been adopted by the Foundation otherwise, shall be controlled by "Robert's Rules of Order, Revised."

Section 4

A quorum at regular and special meetings shall consist of those members present.

ARTICLE 5 - FISCAL MATTERS

Section 1

The funds of the Foundation shall be kept in such place or places as shall be determined by the Board of Directors.

Section 2

All disbursements for the Foundation's bank account shall require one (1) signature (the president and treasurer shall be authorized to sign Foundation checks). All disbursements over \$500 require two signatures. All disbursements shall be substantiated buy receipted bills, a signature from the person being reimbursed, or advance money for funds spend for the Foundation. All deposits to the Foundation's bank account, or accounts, shall be substantiated by a pass book entry or duplicate deposit slip.

Section 3

An audit board, consisting of at least two (2) disinterested members not to exceed four (4) members, none of whom shall be members of the Board of Directors, shall be appointed by the president at the regular meeting to perform an audit of the financial records and accounts of the Foundation. The board shall submit to the president a written report of its findings for presentation to the Foundation at the regular meeting.

ARTICLE 6 - AMENDMENTS

Section 1

These by-laws my be amended by a majority vote of the members present and voting at any meeting of the membership of the Foundation if, at least seven (7) days prior to voting upon the amendment, announcement was made at any meeting of the membership, or each member was contacted of the intent to propose, and the purpose of the amendment.

ARTICLE 7

This corporation is organized exclusively for charitable purposes within the meaning of section 501 (C) (3) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE 8

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on 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.

ARTICLE 9

Upon the winding up and dissolution of the corporation, after paying or adequately providing the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund foundation or corporation which has established its tax exempt status under section 501 (C) (3) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE 10

This organization is not organized for profit, and no part of the net earnings shall inure to the benefit of any private shareholder.

ARTICLE 11

The street address of the corporation's new registered office in the State of Idaho is 10826 Ashburton Drive, Boise, Idaho 83709, and the name of the new registered agent at such address is Barbara Kuchenriter. Current address of registered agent is now 1737 Brooklawn, Boise, Idaho 83709.

ARTICLE 12

The number of the initial Board of Directors of the corporation shall be four (4). The names and addresses of the newly appointed members are::

Bev Sharrai
6085 Dorian Ct
Boise, Idaho 83709

Cindy Calligan
361 Dicky Drive
Eagle, Idaho 83616

Kathy Platz
3606 Bonnie Lane
Boise, ID 83703

Barbara Kuchenriter
10826 Ashburton Drive
Boise, Idaho 83709

ARTICLE 13

The names and street addresses of each incorporator of this corporation are:

Bev Sharrai
6085 Dorian Ct
Boise, Idaho 83709

Cindy Calligan
361 Dicky Drive
Eagle, Idaho 83616

Kathy Platz
3606 Bonnie Lane
Boise, ID 83703

Barbara Kuchenriter
10826 Ashburton Drive
Boise, Idaho 83709

2. The above amendments were adopted by a majority of the members thereon at a special meeting held on the 6 day of August, 1986, at which a quorum of members were present, all as required by the laws of the State of Idaho.

3. In all other respects, the Articles of Incorporation shall remain unaltered and unamended.

DONE AND DATED THIS 6 day of August, 1986

BARBARA KUCHENRITER
PRESIDENT

ATTEST:

NADINE DOLPHUS
SECRETARY

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

BARBARA KUCHENRITER and NADINE DOLPHUS, Being first duly sworn upon oath, depose and say:

That they are the President and Secretary, respectively, of WISH UPON A STAR FOUNDATION, INC.; that they have read the above and foregoing Articles of Amendment, know the contents thereof, and that the facts therein stated are true and verily believe.

Barbara Kuchenriter
BARBARA KUCHENRITER

Nadine Dolphus
NADINE DOLPHUS

SUBSCRIBED AND SWORN To before me this 1 day of
December, 1986.


Suzi Moesel
Notary Public for Idaho
Residing at Boise, Idaho
My commission expires: June 29, 1992

STATE OF IDAHO)

) ss.

COUNTY OF ADA)

I, Suzie Molsee, a notary public, do hereby certify that on this 1ST day of DECEMBER, 19 86, personally appeared before me BARBARA KUCHENRITER, who being by me first duly sworn, declared that (s)he is the PRESIDENT of WISH UPON A STAR FOUNDATION, INC., that (s)he signed the foregoing document as PRESIDENT of the corproation and that the statements therein contained are true.



Notary Public for Idaho

(Notarial Seal)

Residing at: Boise, ID

My commission expires: June 26, 1992