

FILED EFFECTIVE

**RESTATEMENT OF ARTICLES OF INCORPORATION
WITH AMENDMENTS
OF
IDAHO PLANNED PARENTHOOD ACTION LEAGUE, INC.**

08 JUL 28 AM 9:03

SECRETARY OF STATE
STATE OF IDAHO

The undersigned does hereby certify to the Secretary of State for the state of Idaho the following:

1. That she is the president of the Idaho Planned Parenthood Action League, Inc., referred to herein as the Corporation.
2. That the Corporation has four (4) directors and that they are the directors of the Corporation.
3. That on the 14th day of May, 2008 the Board of Directors adopted a resolution approving the Restated Articles of Incorporation with amendments, all as set forth below, and recommended to the members that they adopt said Restated Articles of Incorporation with amendments.
4. After notice required by law was given to the members, on the 14th day of May 2008 the Restatement of Articles of Incorporation with Amendments as approved by the Board of Directors was presented to the membership at a duly called meeting of the members. At that time the number of members was four (4), each member was entitled to a single vote and each member was in good standing and entitled to cast a vote. The total number of votes cast for the Restatement of Articles of Incorporation with Amendments was four (4). Four (4) votes were cast in favor of the approval and adoption of the Restatement of Articles of Incorporation with Amendments and no votes were cast against approval and adoption.

IDAHO SECRETARY OF STATE
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5. No approval of the Restatement of Articles of Incorporation with Amendments is required by any person other than the Board of Directors and the members of the Corporation.

6. The following constitute the Restatement of Articles of Incorporation with Amendments as approved by the Board of Directors and the members of the Corporation:

ARTICLE I. NAME

The name of the Corporation is Idaho Planned Parenthood Action League, Inc.

ARTICLE II. NONPROFIT STATUS

The Corporation is a nonprofit Corporation.

ARTICLE III. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV. REGISTERED AGENT AND ADDRESS

The name of the initial registered agent is Rebecca Poedy. The street address of the registered agent is 6111 Clinton Street, Boise, Idaho 83704.

ARTICLE V. PURPOSES

The purposes for which the Corporation is organized and will be operated are:

A. To promote the education and awareness of the general public and the legislators within the state of Idaho to insure universal access to reproductive health care.

B. To promote social welfare regarding reproductive rights and choices within the meaning of section 501(c)(4) of the Internal Revenue Code of 1986, as amended from time to time.

C. To exercise all powers necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money,

property, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

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, its directors, 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 V hereof. Notwithstanding any other provision 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)(4) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII. CONTRIBUTORS

The Corporation shall have no members, but the Board of Directors shall have the authority to accept contributions, grants, and other gifts to the Corporation upon terms consistent with the Idaho Non-Profit Corporation Act, the Corporation's Articles of Incorporation, the Corporation's Bylaws, and section 501(c)(4) of the Internal Revenue Code of 1986.

ARTICLE VIII. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than eleven (11) individuals, each of whom, at all times, shall either be a contributor to the Corporation or an

officer, employee, agent, or designee of an entity which contributes to the Corporation. The actual number of directors shall be fixed by the bylaws of the Corporation. The directors shall be elected or appointed in the manner and for the term provided in the Bylaws of the Corporation. The initial Board of Directors and incorporators shall consist of:

<u>Name</u>	<u>Address</u>
Judy Whatley	12360 Avondale Loop Road Hayden Lake, Idaho 83835
Cary Miller	E. 1320 Circle Drive Hayden Lake, Idaho 83835
Susan Sheeley	721 Lakeside Avenue Coeur d'Alene, Idaho 83814
Daralyn Mattei	815 W. Lakeshore Drive Coeur d'Alene, Idaho 83814
Teresa A. Mayes	715 Indiana Avenue Coeur d'Alene, Idaho 83814

ARTICLE IX. DUES

Dues may be charged to all Directors or entities in equal amounts or in different amounts or proportions. The Board of Directors is authorized to fix the amount of dues from time to time, and to make them payable at such times or intervals, and upon such notice and by such methods as the Board of Directors may prescribe.

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 assets of the Corporation consistent with the purposes of the Corporation, to an entity qualified pursuant to the provisions of section 501(c)(4) of the Internal Revenue Code of 1986, as amended.

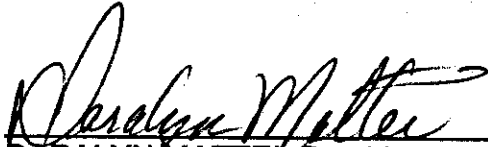
ARTICLE XI. INCORPORATOR

The name and street address of the incorporator is Nancy A. Pohlman, 816 Sherman Avenue, Coeur d'Alene, Idaho 83814.

ARTICLE XII. BYLAWS

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

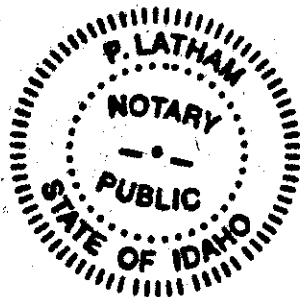
DATED this 18th day of June, 2008.



DARALYN MATTEI, President

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 18th day of June, 2008, before me, a notary public, personally appeared DARALYN MATTEI, known or identified to me to be the president of the corporation that executed this instrument or the person who executed the instrument on behalf of said corporation and acknowledged to me that such corporation executed the same.

WITNESS my hand and official seal hereto to affixed the day and year first above written.




Notary Public for Idaho
Residing at: Coeur d'Alene
Commission expires: 3-29-12