

RESTATED ARTICLES OF INCORPORATION
(Non-Profit)

OF

FILED

2001-07-01
STATE OF IDAHO
SHERIFF

Semester of International Service, Inc.

We, the undersigned persons of the age of 18 years of age or older, residents of the State of Idaho and citizens of the United States, do hereby associate ourselves together for the purpose of forming a nonprofit corporation under the statutes of the State of Idaho.

ARTICLE I

The name of this corporation is Semester of International Service, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purposes for which this corporation is organized are:

1. To provide culturally appropriate humanitarian service and aid to disadvantaged groups (especially children), internationally.
2. To find and create opportunities for college students and others to work as international volunteers in areas of their professional and personal expertise and interest.
3. Educate people of all ages about the culture, circumstances and needs of children in developing countries.
4. Assist other groups and organizations in developing programs of international service.
5. To engage anywhere in any other lawful business or activity whatsoever which may be authorized at any time by the Board of Directors; and in furtherance thereof this corporation shall have all of the powers granted by law to corporations generally.

ARTICLE IV

The address of the registered office of the corporation is 2201 West 4200 South Rexburg, Idaho 83440, and the name of the registered agent at such address is Rex Head. The mailing address of the corporation is the same as the above address.

IDAHO SECRETARY OF STATE

07/07/1999 09:00
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ARTICLE V

The directors of the corporation shall be no less than three in number. The board members' names and addresses are as follows:

NAME	ADDRESS
Rex Head	2201 West 4200 South Rexburg, ID 83440
Sherri Fullmer	236 South 2 nd East Rexburg, ID 83440
Steven Schwab	133 East Main Rexburg, ID 83440

The directors shall serve until their successors are elected and qualified.

ARTICLE VI

The name and address of the incorporator is as follows:

NAME	ADDRESS
Rex Head	2201 West 4200 South Rexburg, ID 83440

ARTICLE VII

The mailing address of the corporation is:

Semester of International Service, Inc.
C/O Rex Head
2201 West 4200 South
Rexburg, ID 83440

ARTICLE VIII

The corporation does not have voting members.

ARTICLE IX

This organization is organized and operated exclusively for charitable purposes within the meaning of section 501 (c) (3) Internal Revenue.

Notwithstanding any other provision of these articles, Semester of International Service, Inc. 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 of 1986 (or corresponding provision of any future United States Internal Revenue law) or (b) by an organization contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986 (or corresponding provision 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. 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 such purposes to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X

The corporation reserves the right to amend, alter, change or repeal any provision of these Articles, in the manner now or hereafter prescribed by law, and all rights and power conferred herein on members and directors are subject to this reserved power.

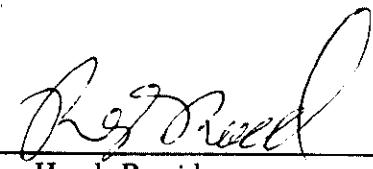
These duly adopted Restated Articles of Incorporation supercede the original Articles of Incorporation currently in effect.

CERTIFICATE OF COMPLIANCE

The Restated Articles of Incorporation includes amendments that consist of matters other than those described in Idaho Code, §30-3-90, and was therefore adopted by the members.

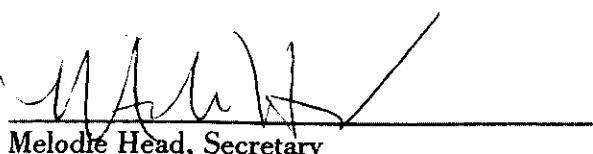
- A. The number of members entitled to vote was three (3).
- B. The number of members that voted for each amendment was three (3).
- C. The number of members that voted against each amendments was zero (0).

Dated this 30th day of June, 1999.



Rex Head, President

Attest:



A handwritten signature in black ink, appearing to read "M. Head", is written above a horizontal line. A diagonal line extends from the end of the signature towards the top right corner of the page.

Melodie Head, Secretary