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State of Idaho

Department of State

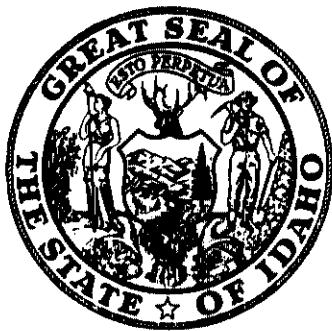
CERTIFICATE OF AMENDMENT OF

IDAHO ASSOCIATION OF SOIL CONSERVATION DISTRICTS, 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 IDAHO ASSOCIATION OF SOIL CONSERVATION DISTRICTS, 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: November 15, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

Gay I Clark

IDAHO ASSOCIATION OF SOIL CONSERVATION DISTRICTS, INC.
ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

Amendments to the original Articles of Incorporation dated February 3, 1953:

ARTICLE III. (This paragraph replaces ARTICLE III in total.) Said corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV. (This paragraph replaces ARTICLE IV in total.) The place in this state where the principle office of the Corporation is to be located is the City of Boise, Ada County.

ARTICLE V. (This paragraph replaces ARTICLE V in total.) The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Arthur Beal, Box 23, Ola, ID 83657
Dale Van Stone, 305 Denton Rd., Hope, ID 83836
Kevin Koester, Box 697, Lava Hot Springs, ID 83246
Gary Silflow, Route 1, Box 32A, Kendrick, ID 83537
Rod Robison, 2697 W. 6300 S., Rexburg, ID 83440
Gary Grindstaff, Route 4, Buhl, ID 83316

The number of persons named above shall constitute the number of directors of the corporation until changed by an amendment to the By-Laws increasing or decreasing the number of directors as may be desired.

ARTICLE VII. (A new article.) No part of the net earnings of the corporation shall inure to 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 Third 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 or in opposition to 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VIII. (A new article.) 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 1986 (or the corresponding

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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 1986 (or corresponding provision of any future United States Internal Revenue law).

ARTICLE IX. (A new article.) Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principle office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Date of adoption: November 10, 1993

In witness whereof, we have hereunto subscribed our names this 10th day of November, 1993.

Members entitled to vote:

Arthur Beal, President

Rod Robison, Vice President

Kevin Koester, Secretary

Gary Silflow, Treasurer

Gary Grindstaff, Director

Dale Van Stone, Director

Members who did vote in favor of the amendments:

Arthur Beal
Rod Robison
Kevin Koester
Gary Silflow
Gary Grindstaff
Dale Van Stone

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 10th day of November, 1993, before me personally appeared the above named individuals (6)

_____ known to me to be the persons whose names are subscribed to the within instrument; and acknowledged to me that they executed the same.

Penny Bradbury
Notary Public for Idaho
Coeur d'Alene
Exp. 07-05-96