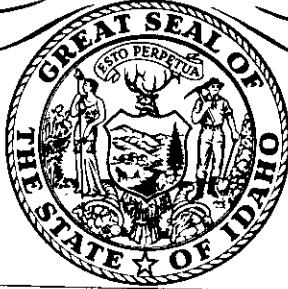


State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

**CALDWELL MEMORIAL HOSPITAL ASSOCIATION,
INC.**

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the *first* day of *June* 19 *76*,

original articles of amendment, as provided by Sections 30-146 and 30-147, Idaho Code, changing the corporate name to CALDWELL COMMUNITY FOUNDATION, INC. and amending Articles II, VI, VII and VIII

and that the said articles of amendment contain the statement of facts required by law, and are ~~will be~~ recorded on ~~Film No.~~ microfilm of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this *first* day of *June*,
A. D., 19 *76*.

Secretary of State

176 JUN 1 AM 9 22
AMENDMENT TO ARTICLES OF INCORPORATION

OF
SECRETARY OF
STATE
CALDWELL MEMORIAL HOSPITAL ASSOCIATION, INC.

WHEREAS, Pursuant to Notice published in The News Tribune,
a newspaper published in the City of Caldwell, Canyon County, State
of Idaho, which Notice was published on April 3, April 10, April 17
and April 24, 1976, a copy of which Notice and Affidavit of Publication
thereof is attached hereto, a meeting of the members of Caldwell Memorial
Hospital Association, Inc., was held on the 29th day of April, 1976,
at the Kaley Medical Center in Caldwell, Canyon County, State of Idaho,
at the hour of 8 o'clock P.M., at which there were present and voting
a quorum of the members of said corporation and there was presented
and adopted by a two-thirds majority vote a resolution amending the
Articles of Incorporation of said corporation, as hereinafter set forth,
and the President and Secretary of said corporation were authorized
to execute the Amendment to the Articles of Incorporation and swear
thereto as required by the statutes of the State of Idaho, and do all
acts and things necessary in connection therewith.

NOW, THEREFORE, We, the President and Secretary of Caldwell
Memorial Hospital Association, Inc., a corporation, being duly authorized
by resolution as aforesaid, do hereby execute this Amendment of the
Articles of Incorporation as follows:

That Articles I, II and VI of the Articles of Incorporation
of Caldwell Memorial Hospital Association, Inc., be, and the same are
hereby amended to read as follows:

"ARTICLE I

NAME

The name of the corporation shall be CALDWELL COMMUNITY
FOUNDATION, INC.

ARTICLE II

PURPOSE AND POWERS

This corporation is organized to carry out exclusively

GIGRAY, DOWNEN & GIGRAY
ATTORNEYS AT LAW
9TH AND DEARBORN STREETS • TEL. 459-4824
CALDWELL, IDAHO 83605

charitable purposes, primarily in and for the benefit of the community of Caldwell, Idaho, and the vicinity thereof, including for such purposes:

- (a) The administration for charitable purposes of property donated to the corporation;
- (b) The distribution of property for such purposes in accordance with the terms of gifts, bequests or devises to the corporation for charitable purposes or in accordance with determinations by the Board of Trustees pursuant to these Articles of Incorporation;
- (c) The distribution of property to qualified charitable organizations; and
- (d) The disposition from time to time of property held by the corporation in such manner that its charitable purposes will be effectively served notwithstanding changed conditions that may have arisen or will arise in the charitable needs of the area to be served by the corporation from the time of the original receipt of the property by the corporation from a donor.

ARTICLE VI
TRUSTEES

The number of Trustees of this corporation shall be fourteen (14) and the term of office, qualifications of Trustees and manner of election shall be provided for in the By-laws. The names and addresses of those who are serving and the names and addresses of those who are to serve as Trustees and until the election and qualification of their successors at the next annual meeting in accordance with the By-laws are as follows:

<u>NAME</u>	<u>ADDRESS</u>
R. George Wolff	Caldwell, Idaho
David H. Croft	Caldwell, Idaho
William G. Story	Caldwell, Idaho
Donald R. Batt	Wilder, Idaho
Ralph Bowman	Marsing, Idaho
Lester E. Carter	Caldwell, Idaho
Wm. F. Gigray, Jr.	Caldwell, Idaho
Theron Gough	Parma, Idaho
Boyd Harris	Caldwell, Idaho
Max D. Hill	Caldwell, Idaho
Sarah Jane Lofthus	Caldwell, Idaho
Paul F. Schmelzer	Caldwell, Idaho

1 Leslie W. Summers

Caldwell, Idaho

2 Edward A. Wescott

Caldwell, Idaho

3
4 That an additional Article be added to the Articles of In-
5 corporation, denominated as Article VII to read as follows:

6 ARTICLE VII

7 LIMITATIONS

8 (a) No part of the net earnings of the corporation
9 shall inure to the benefit of or be distributable
10 to its members, trustees or officers, but the corpora-
11 tion shall be authorized and empowered to pay reasonable
12 compensation for services rendered and to make payments
13 and distributions in furtherance of the purposes
14 set forth in Article SECOND hereof. No substantial
15 part of the activities of the corporation shall be
16 the carrying on of propaganda or otherwise attempting
17 to influence legislation, and the corporation shall
18 not participate in or intervene in (including the
19 publishing or distributing of statements) any political
20 campaign on behalf of any candidate for public office.

21 (b) Notwithstanding any other provision of these
22 Articles of Incorporation, the corporation shall
23 not carry on any other activities not permitted to
24 be carried on:

25 (1) by a corporation exempt from Federal income
26 tax under section 501(c)(3) of the Internal Revenue
27 Code of 1954; or

28 (2) by a corporation, contributions to which are
29 deductible under section 170(c)(2) of the Internal
30 Revenue Code of 1954.

31 (c) This corporation is intended to be an organization
32 which is exempt from Federal income tax under section
33 501(c)(3) of the Internal Revenue Code of 1954 and
34 which is a public charity. All terms and provisions
35 of these Articles and all operations of the corporation
36 shall be construed, applied and carried out in accordance
37 with such intent. For purposes of these Articles:

38 (1) "public charity" means a qualified charitable
39 organization which is "other than a private foundation"
40 within the meaning of section 509(a)(1), (2) or (3)
41 of the Internal Revenue Code of 1954;

42 (2) "charitable purposes" means those purposes under
43 section 501(c)(3) of the Internal Revenue Code of
44 1954 which are permitted of the corporation as a
45 public charity under the Internal Revenue Code of
46 1954;

47 (3) "qualified charitable organization" means an
48 organization which is organized for charitable purposes
49 and qualified as exempt from Federal income tax under

1 section 501(c) (3) of the Internal Revenue Code of
2 1954; and

3 (4) reference to any section of the Internal Revenue
4 Code of 1954 includes the corresponding provision
or provisions then in effect of any subsequent Federal
tax laws.

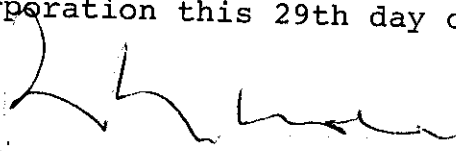
5 That an additional Article be added to the Articles of In-
6 corporation, denominated as Article VIII to read as follows:

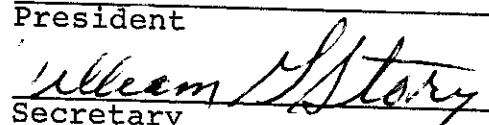
7 ARTICLE VIII

8 DISPOSITION OF ASSETS ON DISSOLUTION


9 Upon the dissolution of the corporation, the Board
10 of Trustees shall, after paying or making provision
11 for the payment of all of the liabilities of the
12 corporation, dispose of all of the assets of the
13 corporation exclusively for the purposes of the corpora-
14 tion in such manner, or to such organization or organizations
15 organized and operated exclusively for charitable,
16 educational, religious, or scientific purposes as
17 shall at the time qualify as an exempt organization
18 or organizations under section 501 (c) (3) of the
19 Internal Revenue Code of 1954 (or the corresponding
provision of any future United States Internal Revenue
Law), as the Board of Trustees shall determine.
Any such assets not so disposed of shall be disposed
of by the District Court of the County in which the
principal 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.

20 IN WITNESS WHEREOF, We, the undersigned, President and
21 Secretary, respectively, of this corporation have executed this
22 Amendment to the Articles of Incorporation this 29th day of April,
23 1976.

24 
25 President

26 
27 Secretary

28 SUBSCRIBED and SWORN to before me this 29th day of April,
29 1976.

30 
31 Notary Public for Idaho
32 Residing at Caldwell, Idaho

AFFIDAVIT OF PUBLICATION

STATE OF IDAHO,)
County of Canyon.) ss.

Verla Harker
of Caldwell, Canyon County, Idaho, being first duly sworn,
deposes and says:

1. That I am a citizen of the United States of America, and at all times hereinafter mentioned was over the age of twenty-one years, and not a party to the above entitled action.

2. That I am the Principle Clerk of the News-Tribune, a daily, (except Sunday) newspaper published in the City of Caldwell, in the County of Canyon, State of Idaho; that the said newspaper is in general circulation in the said County of Canyon, and in the vicinity of Caldwell, and has been uninterruptedly published in said County during a period of seventy-eight consecutive weeks prior to the first publication of the notice, a copy of which is hereto attached.

3. That the notice, of which the annexed is a printed copy, was published in said newspaper

Four Times in the regular and entire issue of said paper, and was printed in the newspaper proper, and not in a supplement.

4. That said notice was published the following dates:

April 3, 10, 17, 24, 1976

Verla Harker

Subscribed and sworn to before me this

24th day of April, 1976

Adam D. Law

Notary Public, Residing at Nampa, Idaho

SHOP AT SEARS
AND SAVE
Satisfaction Guaranteed
or Your Money Back

1288
Sears Exchangeable
Cordless Cream Shears
Great Buy

2188
Sears 24.88 Craftsman
16-In. Edge Trimmers
SAVE \$3

SAVE \$5
Sears Lawn and Garden
Our 5.49 Grass Shear #86
Our 6.19 Lawn Rake #839
Our 5.49 Garden Hoe #839