

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

BLAINE COUNTY SENIORS' COUNCIL, INC.

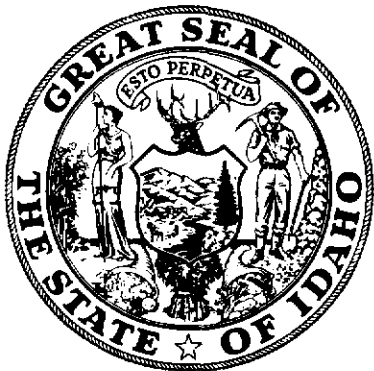
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

BLAINE COUNTY SENIORS' COUNCIL, 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 July 11, 19 83.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF AMENDMENT
OF
BLAINE COUNTY SENIORS' COUNCIL, INC.

Jul 11 2 38 AM '83
SECRETARY OF STATE

WE, the undersigned persons of the age of twenty-one (21) years or more, all being residents of the State of Idaho and citizens of the United States, do hereby associate ourselves together for the purpose of amending the Articles of Incorporation of the Blaine County Seniors' Council, Inc., under and pursuant to the provisions of Title 30, Chapter 3 of the Idaho Code and do hereby adopt and execute the following Articles of Amendment and do hereby certify and declare:

ARTICLE I

NAME

The name of the corporation is BLAINE COUNTY SENIORS' COUNCIL, INC..

ARTICLE II

PRINCIPAL OFFICE

The post office address of the Corporation's principal office is P.O. Box 28, City of Hailey, State of Idaho.

ARTICLE III

DURATION

The period of duration of this Corporation shall be perpetual.

ARTICLE IV

The purpose for which this Corporation is formed and is to be conducted and operated is as follows:

(a) To coordinate, conduct, maintain and operate an organization for the cultivation of friendship, the development of mutual interests, sharing of social, educational and recreational projects, and the provision of medical and nutritional services for all senior citizens in the Blaine County area, State of Idaho, and to transact all business properly connected with or incident to any or all of the objects and purposes of this corporation.

(b) To purchase, have, hold, lease, use and take possession of, own and enjoy any real or personal property necessary or incident to, or connected with the purposes of this corporation, and to sell, lease, alienate and dispose of the same at the pleasure of the corporation.

(c) To borrow or raise money for any of the purposes of the corporation, and, from time to time, without limit as to amount, to draw, make, accept, endorse, guarantee, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof, and of the interest thereon, by mortgage on, or pledge, conveyance or assignment in trust, of the whole or any part of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such securities or obligations of the corporation..

(d) The above enumerated purposes shall also be considered a statement of powers, and this corporation may do each and every thing suitable or proper for the accomplishment or attainment of the corporation. In addition thereto, the corporation shall have and may exercise any other or further powers or privileges granted by the law of the State of Idaho to corporations of this

character. The statements contained in each clause shall be in no way limited or restricted by reference to, or influence from the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, or declaration, or enumeration of specific powers or purposes herein enumerated shall be deemed to be exclusive, and it is hereby expressly declared that all other lawful powers, not inconsistent herewith, are included herein.

(e) The corporation need not carry out or engage in the pursuit of all of the foregoing purposes and powers, but it shall be sufficient if at any time the corporation is engaged in any one or more of such purposes and powers.

* (f) The corporation is organized exclusively for charitable, educational, and for the primary purpose of assisting the senior citizens of Blaine County, Idaho, within the meaning of Section 501(c)(3) of the Internal Revenue Code. * This clause is an addition to the original Articles of Incorporation.

* (g) Notwithstanding any other provisions 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. * This clause is an addition to the original Articles of Incorporation.

ARTICLE V

CAPITALIZATION AND CONDITIONS OF MEMBERSHIP

(a) This corporation shall not have any capital stock but shall admit members to the corporation by issuing certificates of membership as will be provided for in the By-Laws of this corporation.

(b) Voting power of the members of this corporation shall be equal and each member shall have one vote only.

(c) This corporation is one which does not contemplate pecuniary gain or profit to the members thereof, and is not organized, and will not be conducted for the purpose, directly or indirectly, for fixing the price, or regulating the production of any article of commerce, or of produce of the soil, or of consumption by the people.

(d) Membership in this corporation shall not be assignable and cannot be terminated or cancelled so long as the member complies with these Articles of Amendment, By-Laws adopted hereunder, and the Rules and Regulations adopted by the Board of Directors for the government of the members of this corporation.

(e) The rights and interests of all members in this corporation shall be equal, and no member can have or acquire a greater interest than any other member.

(f) Membership in this corporation shall not be limited. The signers of these Articles of Amendment shall be members of this corporation immediately upon adoption thereof. New members may be admitted upon compliance with the provisions provided therefore in the By-Laws.

(g) The members of this Association shall never be or become liable for the payment of any of the debts or liabilities of the Association, and the private property of the members shall not be subject to or liable for the payment of Association debts to any extent whatever.

ARTICLE VI

DIRECTORS

The government of this corporation, and the management of its affairs shall be vested in a Board of Directors consisting of not less than five nor more than

fifteen members, and within such limits, the number, qualifications, term of office, manner of election, and powers and duties of the directors shall be fixed and may be altered from time to time, as may be provided for in the By-Laws. The incorporators (Amendments) shall act in the capacity of directors of this corporation until their successors are elected and qualify. The corporation shall have the right to be prescribed through its By-Laws for any matters and things which pertain to the Directors, including the right to change the number thereof from time to time, not to exceed or be less than the number of directors set forth in these Amendments of Articles of Incorporation.

ARTICLE VII

The annual meeting of this corporation shall be held at such time and place as may be provided for in the By-Laws. Such other meetings of the members and of the Board of Directors shall be held as may be provided for in the By-Laws.

ARTICLE VIII

These Amendments of Articles of Incorporation may be amended or altered by a majority (two thirds vote deleted) vote of all members of the corporation present at any regular meeting thereof, or any special meeting, called for that purpose, provided that a quorum, as specified in the By-Laws of this Association, or laws of the State of Idaho, be present and Notice of the Proposed Change has been given the members ten days before the meeting.

ARTICLE IX

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, 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. This Article is in addition to the original Articles of Incorporation.

On the 5th day of JULY, 1983, a special meeting of the members of the Blaine County Seniors' Council, Inc. was held, with a quorum present, and that two-thirds of those members present and entitled to vote, there being only one class of membership in said Blaine County Seniors' Council, Inc., did so vote and approved and ratified these Amendment of Articles of Incorporation, all as set forth in the resolution of the Board of Directors.

IN WITNESS WHEREOF, we have hereunto set our hands this 7 day of July, 1983.

Bessie Murphy
BESSIE MURPHY,
Chairman of the Board

Harold Buhler
HAROLD BUHLER,
Vice Chairman

Roberta McKercher
ROBERTA MCKERCHER,
Secretary

Reva L. Simmers
REVA SIMMERS,
Treasurer

Gilbert F. Farr
GILBERT FARR,
Director

STATE OF IDAHO)
)
COUNTY OF BLAINE) ss. VERIFICATION

BESSIE MURPHY, being first duly sworn, deposes and says:

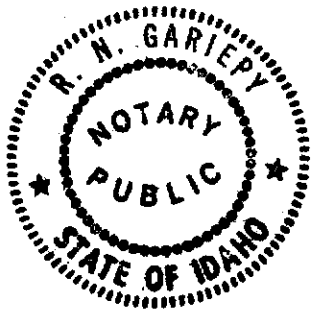
That she is the Chairman of the Board of the Blaine County Seniors' Council, Inc., and that she makes this verification for and on behalf of the Blaine County Seniors' Council, Inc., upon the ground and for the reason that the facts stated therein are within the personal knowledge of this affiant; that she has read the within and foregoing ARTICLES OF AMENDMENT, knows the contents thereof, and believes the facts therein stated to be true.

Bessie Murphy
BESSIE MURPHY,
Chairman of the Board

STATE OF IDAHO)
)
COUNTY OF BLAINE) ss.

On this the 7th day of July, 1983, before me the undersigned Notary Public, personally appeared BESSIE MURPHY, HAROLD BUHLER, ROBERTA MCKERCHER, REVA SIMMERS, and GILBERT FARR, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purpose contained therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 7 day of July, 1983.



R N Griep
Notary Public for Idaho
Residing at: Ketchikan