



Department of State.

**CERTIFICATE OF AMENDMENT
OF**

THE IDAHO PERSONNEL AND GUIDANCE ASSOCIATION, INC.

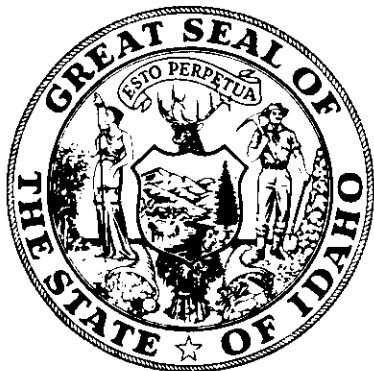
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

IDAHO ASSOCIATION FOR COUNSELING & DEVELOPMENT, 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 May 7, 1987.



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]

Corporation Clerk

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF THE

IDAHO PERSONNEL AND GUIDANCE ASSOCIATION, INC.

KNOW BY ALL MEN THESE PRESENTS That we, the undersigned, in order to form a non-profit corporation, for the purposes hereinafter stated, pursuant to Title 30-117A of the Business Corporation Act of the State of Idaho, hereby certify as follows:

ARTICLE I

The name of the corporation is Idaho Association for Counseling & Development, Inc.

ARTICLE II

The corporation is to have perpetual existence.

ARTICLE III

The post office address of the registered office of the corporation is P.O. Box 1031, Boise, Idaho 83701. The location of the registered office of the corporation is 2118 Norcrest, Boise, Idaho 83705.

ARTICLE IV

The corporation is authorized to issue one voting membership share to each active member of the corporation.

ARTICLE V

Membership is open to any person who is engaged in or interested in personnel and guidance work in the State of Idaho.

ARTICLE VI

Each member in good standing shall be entitled to vote as a member of the association, to attend conventions and meetings of the association, and shall be eligible to hold office in the association provided he is a member of the American Association for Counseling & Development.

ARTICLE VII

The purposes for which this corporation is formed are:

- a. To operate in accordance with the major purposes of the American Association for Counseling & Development.
- b. To unite in one organization all persons engaged in or interested in any phase of personnel and guidance work in the State of Idaho.
- c. To maintain and improve professional standards in the field of personnel and guidance in the State of Idaho.

d. To encourage the further development of personnel and guidance services in schools and other agencies throughout the State of Idaho.

e. To conduct activities designed to promote, in the State of Idaho, the professional growth of personnel and guidance workers.

f. To coordinate personnel and guidance activities in the State of Idaho, functioning through either public or private agencies.

g. To serve as a central clearing agency for information pertinent to present or contemplated personnel and guidance programs in the State of Idaho.

h. To inform members and to educate the public concerning legislation that affects personnel and guidance services in the State of Idaho.

i. To encourage experimentation and research in the State of Idaho in personnel and guidance fields.

j. All of the foregoing enumerated powers shall be strictly limited to those purposes which are exclusively non-profit in nature as defined by Section 501 (C) 3 of the Internal Revenue Code and shall not be extended to any other purpose.

k. Notwithstanding anything stated in these Articles of Incorporation, this corporation shall operate exclusively for non-profit purposes so that no monies collected by it will benefit any director, member or any other individual.

ARTICLE VIII

This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for non-profit purposes. Upon the winding up and dissolution of this corporation, after paying or adequately providing for debts and obligations of the corporation, any remaining assets shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for non-profit purposes and which has established its tax exempt status under Section 501 (C) 3 of the Internal Revenue Code.

ARTICLE IX

The corporation shall have the power to accomplish any of the above specified purposes and shall specifically have the following powers:

a. To accomplish the purposes herein set forth to the same extent and as fully as natural persons might do or could do in the State of Idaho or in any other state, county or place.

b. In general, but in connection with the foregoing, said corporation shall have and exercise all the powers conferred by the Laws of the State of Idaho upon corporations not for profit, it being hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the general powers of the corporation.

c. To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein enumerated or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

e. Subject to the provisions of the law, the corporation may issue, revoke and re-issue memberships and voting rights.

ARTICLE X

The officers of this corporation shall be a President, a President-elect, a secretary, and a treasurer. All officers shall be members of this Association, and of the **American Association for Counseling & Development**. The term of office of any elected officer shall begin on the 1st day of the official year of this Association, and he shall serve until his successor takes office.

ARTICLE XI

The Board of Directors of this corporation shall be called the Executive Council and shall consist of:

- a. The Association officers;
- b. The immediate past president of the Association;
- c. Chairmen of standing committees;
- d. Three members of the Association, elected at large;

- e. At least one representative designated by the President from each division of the **American Association for Counseling & Development**, having national membership within Idaho;

ARTICLE XII

All business of the corporation shall be carried out according to the official constitution of the **Idaho Association for Counseling & Development**.

ARTICLE XIII

The constitution and by-laws of the Association shall be congruent with the by-laws of the **American Association for Counseling & Development**, and where they are not, the **American Association for Counseling & Development** by-laws shall govern.

ARTICLE XIV

Dues for members of the Association shall be determined by the Executive Council.

(1) Dues for membership shall be paid by members on an annual basis. Membership will expire on the date one year after the membership card is issued. Request for renewal of membership shall be submitted to the secretary of the Association.

ARTICLE XV

A member may be dropped from membership for any conduct that tends to injure the Association or that is contrary to or destructive of the Association's objectives as set forth in the by-laws and Code of Ethics of the **American Association for Counseling & Development**. In the case of any complaint against a member that is made in writing and signed by two members in good standing, the Executive Council should investigate and institute corrective measures including discontinuance of membership, if required. No member shall be dropped until after he has had an opportunity to be heard as provided in the by-laws of the **American Association for Counseling & Development** Article II, Section 3 (A).

ARTICLE XVI

The election of officers and of the Executive Council shall take place at the annual meeting, and must be by a majority vote of the members of the Association present at such meeting; provided further,

that before any election of directors or other boards as herein provided for shall be held, notice of the time and place of holding such meeting shall be given to each member at least two weeks prior to such meeting.

ARTICLE XVII

A. The president and the president-elect shall serve terms of one year and shall not succeed themselves except that the president-elect succeeding to the office of president before expiration of the term shall serve a full term in addition to serving the unexpired term of the president whom he replaced.

B. The secretary and the treasurer shall serve terms of two years and shall not be eligible to succeed themselves.

C. Elected members of the Executive Council shall serve terms of one year and shall not be eligible to succeed themselves.

D. **American Association for Counseling & Development** senators, elected by the **Idaho Association for Counseling & Development**, shall serve terms of two years and shall not be eligible to succeed themselves.

ARTICLE XVIII

The Articles of Incorporation of this corporation may be amended in any manner at any regular meeting of the members of such corporation by a vote of two-thirds (2/3) of a quorum attending such meeting. Public notice of the intention to amend the Articles of Incorporation shall be given by publication at least once a week for four (4) weeks in a newspaper published in the County wherein such meeting is to be held. Such notice to designate the regular meeting for which it is intended to vote on the proposition of amending the Articles of Incorporation, and shall state the manner in which it is intended to amend the Articles of Incorporation.

ARTICLE XIX

In the event any portion of the Articles of Incorporation of this corporation are in conflict with the constitution of the **Idaho Association for Counseling & Development**, the Articles of Incorporation shall control.

ARTICLE XX

There shall be an annual meeting of the Association at which the annual business meeting shall be conducted. The time and place of the

meeting shall be determined by the Executive Council.

A. Special meetings may be called by the President with approval of the majority of the Executive Council.

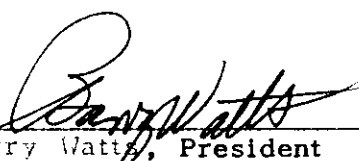
ARTICLE XXI

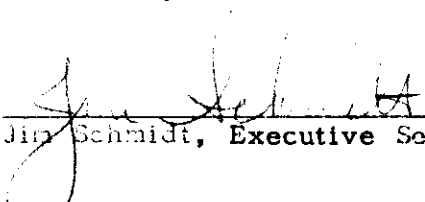
The names and post office addresses of the incorporators of this corporation, each of whom is a full age citizen of the United States of America, are as follows:

NAME	ADDRESS
Debbie Wellman President-Elect	Meridian High School 1900 W. Pine Meridian, ID 83642
Barry Watts President	Warm Springs Center 740 Warm Springs Avenue Boise, ID 83702
Jim Schmidt Executive Secretary	State Division of Vocational Education 650 W. State Street Boise, ID 83720

IN WITNESS WHEREOF, We, the undersigned, constituting the incorporators of this corporation have executed these Amendment of Articles of Incorporation this 6th day of April, 1986. The Amendment of Articles of Incorporation was adopted on the 30th day of January, 1986, by the members of the corporation.


Debbie Wellman, President-Elect


Barry Watts, President


Jim Schmidt, Executive Secretary

ARTICLES OF AMENDMENT

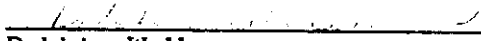
The members and officers of the Idaho Association for Counseling & Development, Incorporated, met on January 30, 1986 and voted to amend their Articles of Incorporation. The following amendments were made:

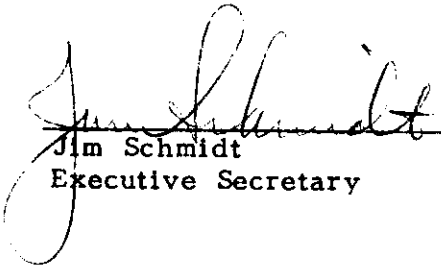
Page 1, Article I, Page 4, Article XII, Page 5, Article XVII & Article XIX, the name of the Corporation was amended to read: Idaho Association for Counseling & Development, Inc.

Page 1, Article III, the mailing address & corporate office was amended to read: The post office address of the registered office of the corporation is P.O. Box 1031, Boise, Idaho 83701, the location of the registered office of the corporation is 2118 Norcrest, Boise, Idaho 83705.

Page 1, Article VI & Article VII, Page 3, Article X, Page 4, Article XI, Article XIII & Article XV, Page 5, Article XVII, the name of the National Association was amended to read: American Association for Counseling & Development, Inc.


The members and officers voted on these amendments and adopted the amendments by unanimous vote. All amendments are identified in bold print.


Debbie Wellman
President-Elect


Jim Schmidt
Executive Secretary

STATE OF IDAHO)
) SS
COUNTY OF ADA)

I, Kay Jensen, a notary public, do hereby certify that
on this 30th day of April, 19 87, personally appeared before
me Jim Schmidt, who, being by me first duly sworn, declared that he is the
Executive Secretary of the Idaho Association for Counseling & Development, Inc.,
that he signed the foregoing document as Executive Secretary of the corporation,
and that the statements therein contained are true.



Notary Public for Idaho
Residing at: Boise, ID.
My Commission Expires: 7/24/90