

# State of Idaho

## Department of State.

### CERTIFICATE OF AMENDMENT OF

LEWIS-CLARK VALLEY BOYS' CLUB, 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 \_\_\_\_\_  
VALLEY BOYS AND GIRLS CLUB, 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 3, 19 83.

*Pete T. Cenarrusa*

SECRETARY OF STATE

Corporation Clerk



WUKE 2  
100-11166  
100-11167

ARTICLES OF AMENDMENT  
of  
ARTICLES OF INCORPORATION  
of  
LEWIS-CLARK VALLEY BOYS' CLUBS, INC.

We, the undersigned, Directors of LEWIS-CLARK VALLEY BOYS CLUBS, INC., a nonprofit, benevolent and charitable corporation heretofore incorporated under the laws of the State of Idaho, do hereby certify:

That there is a duly constituted board of directors (members) in this corporation and the affairs of the corporation are managed by the board of directors (members). Pursuant to the provisions of Section 30-326 Idaho Code, on June 3, 1983, the majority of directors of said corporation, by their written consent, changed and amended the articles of incorporation in the manner as set forth in the consent of directors to amendment of articles of incorporation as follows:

"ARTICLE I  
(Name)

"The name of this corporation shall be 'Valley Boys and Girls Clubs, Inc.'

"ARTICLE II  
(Duration)

"The term of existence of this corporation shall be perpetual.

"ARTICLE III  
(Purposes)

"The purposes of this corporation are:

"(1) By any legal act to provide and improve the quality of life of young people served by this corporation in order to enhance their social, educational, health, vocational, leadership and character development. The foregoing shall apply to all such young people regardless of sex, religion, national origin or economic condition, with special interest in meeting the needs of those from lower-income families.

"(2) It shall have the power to receive donations, contributions, gifts and property, and to accept funds or property in trust or under agreement when deemed proper to further the purposes of this corporation, and in accordance with the power conveyed in such trust or gift; it may borrow money and secure the same by execution and delivery of its note, mortgage, pledge or other instrument, and may enter into agreements which it deems advisable to carry out the purposes of the corporation; it may accept property, funds and services in payment of any obligation due this corporation.

"(3) It may purchase, acquire, accept, own, hold, sell, mortgage, manage and operate real estate and/or improvements thereon, to be used in the furtherance of its purpose, with or without connection with other non-profit organizations; it may build, control, construct and enter into contracts for construction of buildings, excavations, paving, covering and other improvements for housing this and any other non-profit organization or community organization.

"(4) It shall and exercise all rights and powers from time to time granted to a charitable corporation by law.

**"ARTICLE IV**  
**(Charitable Nature)**

"This shall be a charitable not for profit corporation pursuant to the following provisions:

"1. This corporation is a nonprofit corporation and is organized exclusively for charitable 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

"2. No substantial part of the activities of this 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 any candidate for public office. Notwithstanding any other provision of these Articles, this corporation shall not carry on 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 1954 (or the corresponding 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 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

"3. All the income and property of this corporation shall be applied solely to carrying out the purposes thereof, and not for financial gain of any person, firm, corporation or organization whatsoever. This corporation may accumulate surplus funds and invest the

same within its discretion for the protection, preservation and/or enlargement of any of the facilities used for the purposes of carrying out the objects for which this corporation is formed. All receipts, income, funds and property of any kind or character of this corporation shall become and remain the sole property thereof. No director of this corporation shall have the right, title, interest or estate in or to the property of the corporation except in a fiduciary capacity, nor shall any donor or contributor to this corporation, nor any other person, acquire or have any right, title, estate or interest in or to any of the proceeds, income or property of this corporation of any kind or character whatsoever except as reasonable compensation for services rendered or as payments and distributions in furtherance of the purposes set forth in Article III hereof and as a reasonable payment for property sold or leased to this corporation, all of the foregoing exceptions only after authorization by the corporation's Board of Directors.

"4. Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provision for the payment of its debts and obligations, transfer all of the assets of the corporation to one or more organizations organized exclusively for charitable, educational, religious or scientific purposes which shall at the time be qualified as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.) as the Board of Directors shall determine. Any such assets not so disposed of shall be distributed by a court of proper jurisdiction in the county in which the principal office of this corporation is then located, but exclusively for such purposes

or to such organization or organizations, as such court shall determine, which are organized and operated for such purposes as stated above in this Article.

"ARTICLE V  
(Registered Office and Agent)

"The address of this corporation's registered office is Weisgerber Building, Room 303, Fifth and Main Streets, Lewiston, Idaho 83501.

"The name of this corporation's registered agent at such registered address is Harold C. Holden."

IN WITNESS WHEREOF, we, the Directors of said corporation, have hereunto set our hands and affixed the seal of said corporation this 22 day of September, 1983.

St. Brown  
St. Brown

Bruce C. Finch  
Bruce C. Finch

Robert L. Culbertson  
Robert L. Culbertson

Lawrence J. Tilles  
Lawrence J. Tilles

Daniel W. O'Connell  
Daniel W. O'Connell

Ed Keller  
Ed Keller

Michael Day  
Michael Day

Clem C. Staubaugh  
Clem C. Staubaugh

Don Benedict  
Don Benedict Secretary

Charles L. Poole  
Charles L. Poole

Richard E. Nelson

*Gerry Cornell*  
Gerry Cornell

*Robert L. Copeland*  
Robert L. Copeland

*A. L. Alford, Jr.*  
A. L. Alford, Jr.

*Paul M. Emerson*  
Paul M. Emerson

*Bradley D. Swar*  
Bradley D. Swar

*Rhett Moore*  
Rhett Moore

*Michael E. Bell*  
Michael E. Bell

*R. C. Colburn*  
R. C. Colburn

*Roger A. Parisotto*  
Roger A. Parisotto

President

STATE OF IDAHO )  
 ) ss.  
County of Nez Perce )

GERRY CORNWELL, being first duly sworn upon oath, deposes and says:

That he is, on the date hereof a the duly elected, qualified and acting Director and President, of Lewis-Clark Valley Boys Club, Inc., a nonprofit corporation, organized and existing under and by virtue of the laws of the State of Idaho, with its principal office and place of business at Lewiston, Nez Perce County, therein; that affiant has read the foregoing Articles of Amendment of the Articles of Incorporation of said association, and knows well the contents thereof, and that the same are true as he verily believes.

Subscribed and sworn to before me this 21 day of September,  
1983.

Notary Public in and for said State,  
residing at Lewiston therein.

(SEAL)

CONSENT TO AMENDMENT OF  
ARTICLES OF INCORPORATION

We, the undersigned, being a majority of the directors (members) of Lewis-Clark Valley Boys' Clubs, Inc., a nonprofit, benevolent and charitable corporation heretofore incorporated under the laws of the State of Idaho, with its principal office and place of business at Lewiston, Nez Perce County, Idaho, do hereby consent and agree that the articles of incorporation be amended and that the same are hereby amended to read as follows:

Article I (name) shall read:

"ARTICLE I

(Name)

"The name of this corporation shall be 'Valley Boys and Girls Clubs, Inc.'

Article II (Duration) shall read:

"ARTICLE II  
"(Duration)

"The term of existence of this corporation shall be perpetual.

Article III (Purposes) shall read:

"ARTICLE III  
"(Purposes)

"The purposes of this corporation are:

"(1) By any legal act to provide and improve the quality of life of young people served by this corporation in order to enhance their

social, educational, health, vocational, leadership and character development. The foregoing shall apply to all such young people regardless of sex, religion, national origin or economic condition, with special interest in meeting the needs of those from lower-income families.

"(2) It shall have the power to receive donations, contributions, gifts and property, and to accept funds or property in trust or under agreement when deemed proper to further the purposes of this corporation, and in accordance with the power conveyed in such trust or gift; it may borrow money and secure the same by execution and delivery of its note, mortgage, pledge or other instrument, and may enter into agreements which it deems advisable to carry out the purposes of the corporation; it may accept property, funds and services in payment of any obligation due this corporation.

"(3) It may purchase, acquire, accept, own, hold, sell, mortgage, manage and operate real estate and/or improvements thereon, to be used in the furtherance of its purpose, with or without connection with other non-profit organizations; it may build, control, construct and enter into contracts for construction of buildings, excavations, paving, covering and other improvements for housing this and any other non-profit organization or community organization.

"(4) It shall and exercise all rights and powers from time to time granted to a charitable corporation by law.

#### "ARTICLE IV (Charitable Nature)

"This shall be a charitable not for profit corporation pursuant to the following provisions:

"1. This corporation is a nonprofit corporation and is organized exclusively for charitable 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

"2. No substantial part of the activities of this 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 any candidate for public office. Notwithstanding any other provision of these Articles, this corporation shall not carry on 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 1954 (or the corresponding 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 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

"3. All the income and property of this corporation shall be applied solely to carrying out the purposes thereof, and not for financial gain of any person, firm, corporation or organization whatsoever. This corporation may accumulate surplus funds and invest the same within its discretion for the protection, preservation and/or enlargement of any of the facilities used for the purposes of carrying out the objects for which this corporation is formed. All receipts, income,

funds and property of any kind or character of this corporation shall become and remain the sole property thereof. No director of this corporation shall have the right, title, interest or estate in or to the property of the corporation except in a fiduciary capacity, nor shall any donor or contributor to this corporation, nor any other person, acquire or have any right, title, estate or interest in or to any of the proceeds, income or property of this corporation of any kind or character whatsoever except as reasonable compensation for services rendered or as payments and distributions in furtherance of the purposes set forth in Article III hereof and as a reasonable payment for property sold or leased to this corporation, all of the foregoing exceptions only after authorization by the corporation's Board of Directors.

"4. Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provision for the payment of its debts and obligations, transfer all of the assets of the corporation to one or more organizations organized exclusively for charitable, educational, religious or scientific purposes which shall at the time be qualified as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.) as the Board of Directors shall determine. Any such assets not so disposed of shall be distributed by a court of proper jurisdiction in the county in which the principal office of this corporation is then located, but exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated for such purposes as stated above in this Article.

Article V (Registered Office and Agent) shall read:

"ARTICLE V  
(Registered Office and Agent)

"The address of this corporation's registered office is Weisgerber Building, Room 303, Fifth and Main Streets, Lewiston, Idaho 83501.

"The name of this corporation's registered agent at such registered address is Harold C. Holden."

22 Dated: June 3, 1983.

Si Brown  
Si Brown

Bruce C. Fifen  
Bruce C. Fifen

Robert L. Culbertson  
Robert L. Culbertson

Gerry Cornwell  
Gerry Cornwell

Robert L. Copeland  
Robert L. Copeland

Lawrence D. Tillea  
Lawrence D. Tillea

Kick Nelson  
Kick Nelson

Daniel W. O'Connell  
Daniel W. O'Connell

Ed Keller  
Ed Keller

Michael Day  
Michael Day

Clem C. Slaubaugh  
Clem C. Slaubaugh

Don Benedict  
Don Benedict Secretary

Charles L. Poole  
Charles L. Poole

Harold C. Holden

President

A. L. Alford, Jr.  
A. L. Alford, Jr.

Paul M. Emerson  
Paul M. Emerson

Bradley D. Swan  
Bradley D. Swan

Rhett Moore  
Rhett Moore

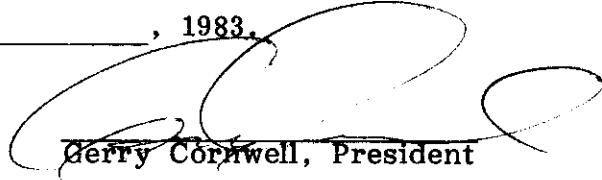
Michael E. Bell  
Michael E. Bell

R. C. Colburn  
R. C. Colburn

A resolution was duly and regularly adopted at a special meeting of directors held June 3, 1983, to adopt the foregoing amendments and to further provide that the president of the corporation is hereby authorized and directed to do such acts and execute and file such documents on behalf of the corporation with the Secretary of State as may be necessary to effect a change in the Articles of Incorporation, Articles I through VII to reflect the foregoing changes.

I certify that such resolution was adopted at the June 3, 1983, meeting of Lewis-Clark Valley Boys, Inc.

Dated: September 22, 1983.

  
Gerry Cornwell, President