

# State of Idaho

## Department of State

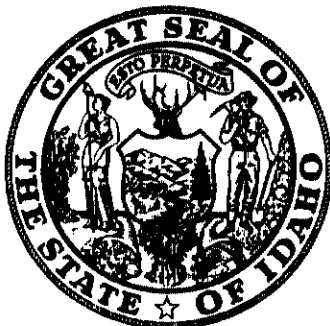
### CERTIFICATE OF AMENDMENT OF

SAFELINK, 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 SAFELINK, INC. duly signed and verified pursuant to the provisions of the Idaho Business 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.

December 18, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Shirley J. Clark*

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

DEC 18 10 48 AM '92

SAFELINK, INC.

SECRETARY OF STATE

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IDAHO SECRETARY OF STATE

We, the undersigned, who formed a corporation under the Idaho Business Corporation Act, adopted the following Amended and Restated Articles of Incorporation for the Corporation on the 29th day of October, 1992, in which we are amending all of the prior articles:

**ARTICLE I. - NAME.**

The name of the Corporation is SAFELINK, INC.

**ARTICLE II. - NONPROFIT STATUS.**

The Corporation is a nonprofit corporation and is organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act").

**ARTICLE III. - PERIOD OF DURATION.**

The period of duration of the Corporation is perpetual.

**ARTICLE IV. - CLASS AND SHARES OF STOCK**

The aggregate number of shares which the corporation shall have the authority to issue is One Hundred Thousand (100,000) shares, all of one class, no par value, and only the following shares have been issued:

Mark R. Gibbs	17,000 shares
Steven A. MacKelvie	17,000 shares
Steven V. Gibbs	17,000 shares

Each of the above shareholders voted all of his shares for the amendment of the articles. Only the above-issued shares have the authority to vote.

**ARTICLE V. - INITIAL REGISTERED OFFICE AND AGENT.**

The location of this Corporation is in the City of Lewiston, County of Nez Perce, State of Idaho. The address of the initial registered office 128 Main Street, Suite 313, Lewiston, Idaho 83501, and the name of the initial registered agent at this address is: Mark R. Gibbs.

## **ARTICLE VI. - PURPOSES.**

The purposes for which the Corporation is organized and will be operated are as follows:

A. To implement the first private nonprofit 24-hour national HIV/AIDS charitable contribution and education information 900 service.

Also to implement the first national database of all HIV/AIDS related organizations. This database will be accessible to all people interested in information about most HIV/AIDS organizations, whether it be locally or nationally.

In our changing world there has never been such an urgent need for a service like this. With the implementation of our program, millions of people across America will be afforded the unique opportunity to make direct financial contributions to national AIDS organizations by simply dialing our 900 service (1-900-933-LIFE). Our "Dollars to Fight AIDS" 900 program is a contribution source and a revolutionary vehicle in which to disburse current AIDS information nationally and internationally. Upon implementation of our program we will increase awareness to the AIDS issue by providing multiple avenues of education and prevention information, as well as generating substantial revenues to disperse to national AIDS organizations in the form of quarterly contributions. It is our goal that we will play a direct role in bringing about a suppression in the spread of the AIDS virus.

B. Operation of a national contribution and informational phone service for educational purposes and to heighten social awareness of sexually transmitted diseases.

C. Charitable, religious, educations, or scientific within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such section 501(c)(3).

D. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing

herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

#### **ARTICLE VII. - LIMITATIONS.**

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 V 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 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 by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

#### **ARTICLE VIII. - MEMBERS.**

The Corporation shall have members who shall have such rights as are provided in the Act and are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors.

#### **ARTICLE IX. - BOARD OF DIRECTORS.**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than one (1) nor more than seven (7) individuals, each of whom, at all times, shall be a member of the Corporation. The actual number of Directors shall be fixed by the Amended Bylaws of the Corporation. Other than the Directors constituting the initial

Board of Directors, who are designed in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Amended Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Mark R. Gibbs	509 Burrell Dr. Lewiston, ID 83501	President
Steven A. MacKelvie	214 N.E. 27th St. Gresham, OR 97030	Vice President/ Treasurer
Steven V. Gibbs	3323 12th St. Lewiston, ID 83501	Secretary

#### **ARTICLE X. - MEMBERSHIP DUES.**

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes or membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

#### **ARTICLE XI. - DISTRIBUTION ON DISSOLUTION.**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed 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 organizations, as such court shall determine to be consistent with the purposes of the Corporation.

**ARTICLE XII. - INCORPORATORS.**

The name and street address of the incorporators are:

**INCORPORATORS**

**ADDRESS**

Mark R. Gibbs

509 Burrell Dr.  
Lewiston, ID 83501

Steven A. MacKelvie

214 N.E. 27th St.  
Gresham, OR 97030

Steven V. Gibbs


3323 12th St.  
Lewiston, ID 83501

**ARTICLE XIII. - AMENDED BYLAWS.**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Amended Bylaws.

DATED on this 16th day of December, 1992.

  
Mark R. Gibbs, President

  
Steven V. Gibbs, Secretary

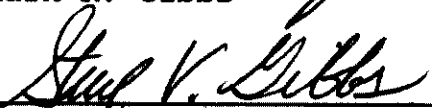
**VERIFICATION**

MARK R. GIBBS and STEVEN V. GIBBS, being first duly sworn on their oaths, depose and say:

That they are the President and Secretary, respectively, for the Corporation in the above-entitled document, that they have read the foregoing Amended and Restated Articles of Incorporation, well know the contents thereof and verily believe that the facts therein stated are true.

DATED on this 16th day of December, 1992.

  
Mark R. Gibbs

  
Steven V. Gibbs

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

I, Karen L. Wassmuth, a notary public, do hereby certify that on this 16th day of December, 1992, personally appeared MARK R. GIBBS and STEVEN V. GIBBS, who, being first duly sworn, declared that they are the President and Secretary, respectively, of the Corporation in the foregoing document, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written.

(NOTARY SEAL)

Karen L. Wassmuth  
Notary Public for Idaho  
Residing at Lewiston  
My commission expires on:  
9-17, 1996