

FIRST ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
J. P. FETZEK CHARITABLE FOUNDATION, INC.

FILED/EFFECTIVE
MAR 21 AM 8:45
STATE OF IDAHO

In compliance with the requirements of the "Idaho Nonprofit Corporation Act," *Idaho Code* §§30-3-1, *et seq.*, and specifically *Idaho Code* §30-3-90, and in accordance with the authority granted in Article 10 of the Articles of Incorporation, the undersigned, being all of the directors of the corporation, do hereby adopt these First Articles of Amendment to the Articles of Incorporation, and do hereby certify as follows:

1. **NAME.** The name of the corporation is **J.P. FETZEK CHARITABLE FOUNDATION, INC.**

2. **AMENDMENT TO ARTICLE 3.** Article 3 shall be amended to read as follows:

3. **PURPOSES.** The corporation is organized and shall be operated exclusively for charitable, scientific, literacy or educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). In carrying out its purposes, the corporation shall: (1) distribute such amounts for each taxable year at such time and in such manner as not to subject the corporation to tax under section 4942 of the Code; (2) not engage in any act of self-dealing as defined in section 4941(d) of the Code; (3) not retain any excess business holdings as defined in section 4943(c) of the Code; (4) not make any taxable expenditures as defined in §4944 of the Code; (5) not make any taxable expenditures as defined in section 4945(d) of the Code; (6) be authorized to terminate its status as a private foundation in a manner described in section 507(b)(1) of the Code, and shall be a supporting organization of: (a) the Catholic Church and affiliated organizations qualifying as §501(c)(3) organizations, and (b) Food for the Poor, Inc., whose present address is 550 S.W. 12th Avenue, Deerfield Beach, FL 33442, so long as Food for the Poor, Inc. shall be a qualified §501(c)(3) organization.

AMENDMENT TO ARTICLE 9. Article 9 shall be amended to read as follows:

9. **DISSOLUTION.** The corporation shall be dissolved as soon as two-thirds (2/3) of the members of the board of directors shall deem it administratively practical following the death of Joseph P. Fetzek. The corporation may be dissolved upon the affirmative vote of two-thirds (2/3)

FIRST ARTICLES OF AMENDMENT

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IDAHO SECRETARY OF STATE

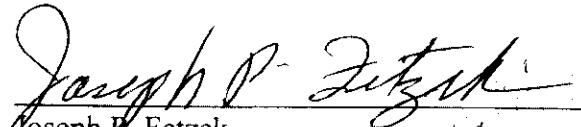
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of the members of the board of directors of the corporation entitled to vote, such vote being taken at a meeting of the board of directors called for that purpose, or upon the written consent of all members of the board of directors of the corporation. Upon the dissolution or other termination of the corporation, no part of the property of the corporation, nor any of the proceeds thereof, shall be distributed to, or inure to the benefit of, any of the directors of the corporation, but all such property and proceeds shall, subject to the discharge of valid obligations of the corporation and to applicable provisions of law, be distributed, as directed by the board of directors of the corporation to or among the Catholic Church or affiliated organizations qualifying as §501(c)(3) organizations, or Food for the Poor, Inc., if Food for the Poor, Inc. shall then be a qualified §501(c)(3) organization, or any one or more corporations, trusts, community chests, funds or foundations described in §501(c)(3) of the Code or any successor provisions.

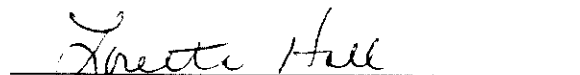
4. **ADOPTION DATE AND EFFECTIVE DATE.** These First Articles of Amendment were adopted on March 10, 2000 and shall be effective upon the date filed by the Idaho Secretary of State.

5. **APPROVAL.** The corporation does not have members. These First Articles were adopted by a unanimous vote of the members of the board of directors.

6. **SIGNATURE.** The undersigned members of the board of directors have executed these First Articles of Amendment to the Articles of Incorporation this 10 day of March 2000.


Joseph P. Fetzek

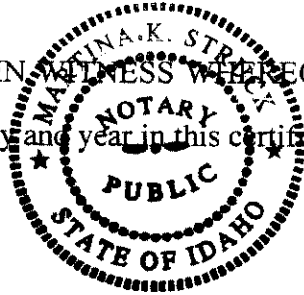

Doris Marcolina


Loretta Hall

STATE OF IDAHO)
) ss.
County of Ada)

On this, the 10th day of March 2000, before me, the undersigned, a notary public in and for the county and state, personally appeared Joseph P. Fetzek, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

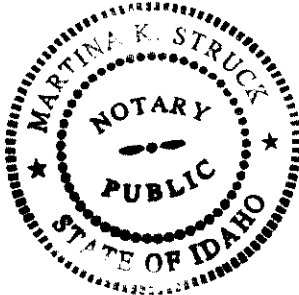


Martina K. Struck
NOTARY PUBLIC FOR IDAHO
Residing at: Boise, Idaho
Commission expires: 10-7-2005

STATE OF IDAHO)
) ss.
County of Ada)

On this, the 10th day of March 2000, before me, the undersigned, a notary public in and for the county and state, personally appeared Doris Marcolina, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

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

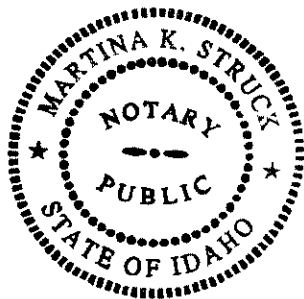


Martina K. Struck
NOTARY PUBLIC FOR IDAHO
Residing at: Boise, Idaho
Commission expires: 10-7-2005

STATE OF IDAHO)
) ss.
County of Ada)

On this, the 10th day of March 2000, before me, the undersigned, a notary public in and for the county and state, personally appeared Loretta Hall, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

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



Martina K. Struck
NOTARY PUBLIC FOR IDAHO
Residing at: Boise, Idaho
Commission expires: 10-7-2005