

AMENDMENT TO THE RESTATED ARTICLES OF INCORPORATION
OF

CCOA AGING, WEATHERIZATION AND HUMAN SERVICES, INC.

It was voted upon at a duly called meeting, by a two-thirds majority of the Board of Directors of CCOA – Aging, Weatherization and Human Services, Inc. on November 28, 2001 to amend the Restated Articles of Incorporation. The following indicates that amendment.

DELETE Article X Replace with the following:

The number of the Board of Directors of this corporation shall be provided for in the by-laws and be made up of Community representatives and alternates to be selected in a manner prescribed in the By-laws.

The additional qualifications, the terms of office, manner of election, time and place of meetings, and the powers and duties of the Board shall be prescribed in the By-laws of this corporation.

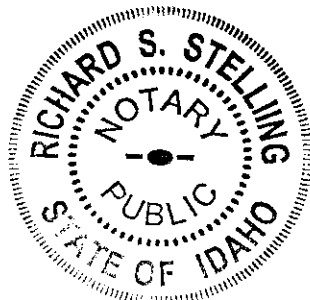
The Board of Directors may elect to select from its members an Executive Committee of four (4) members to conduct the routine and regular business of the corporation. The duties and powers of the Executive Committee of the Board shall be as set forth in the By-laws.

Lenore Johnston 11/28/01

Lenore Johnston
Chairperson
CCOA – Aging, Weatherization and Human Services, Inc.

State of Idaho)
) S.S.
County of Canyon)

On this 28th day of Nov, in the year of 2001, before me Richard S. Stelling a notary public, personally appeared Lenore Johnston, personally known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.



Richard S. Stelling
Notary Public
My Commission Expires on 6/14/05

IDAH0 SECRETARY OF STATE
01/02/2002 05:00
CK: 13000 CT: 155177 BH: 437520
1 @ 30.00 = 30.00 NON PROF A # 2

C 48584