

FILED EFFECTIVE

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
SAINT MARY'S COMMUNITY CENTER, INC.

06 MAY -5 AM 10: 09

SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the provisions of the Idaho Nonprofit Corporation Act ("Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is Saint Mary's Community Center, Inc. ("Corporation").

ARTICLE II
AMENDMENTS ADOPTED

Although the Corporation was initially formed as a membership corporation, the Corporation does not have any members. The following amendments to the Articles of Incorporation were unanimously adopted by the Directors Corporation in the manner prescribed by the Act:

RESOLVED that **ARTICLE I** of the Articles of Incorporation of the Corporation be replaced and amended to read as follows:

ARTICLE I
NAME OF THE CORPORATION

*The name of the corporation is Saint Mary's Community Center, Inc.
("Corporation").*

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RESOLVED that **ARTICLE II** of the Articles of Incorporation of the Corporation be replaced and amended to read as follows:

***ARTICLE II
STATUS***

The Corporation is a nonprofit corporation.

RESOLVED that **ARTICLE III** of the Articles of Incorporation of the Corporation be replaced and amended to read as follows:

***ARTICLE III
PERIOD OF DURATION***

The period of duration of the Corporation is perpetual.

RESOLVED that **ARTICLE IV** of the Articles of Incorporation of the Corporation be replaced and amended to read as follows:

***ARTICLE IV
REGISTERED OFFICE AND AGENT***

The location of the Corporation is in the City of Caldwell, County of Canyon, and in the State of Idaho. The address of the registered office is 350 North 9th Street, Suite 304, Boise, Idaho 83702, and the name of the registered agent at this address is Les Bock.

RESOLVED that **ARTICLE V** of the Articles of Incorporation of the Corporation be replaced and amended to read as follows:

***ARTICLE V
PURPOSES***

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

A. To create a comprehensive, inclusive social service delivery system for at-risk youth; and to inspire positive life changes in our youth and nurture their self confidence through advocacy, education and support in a structured educational environment.

B. *To perform charitable, religious, educational, or scientific activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such activities, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).*

C. *To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things 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.*

RESOLVED that **ARTICLE VI** of the Articles of Incorporation of the Corporation be replaced and amended to read as follows:

**ARTICLE VI
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 for 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 provisions 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.

RESOLVED that **ARTICLE VII** of the Articles of Incorporation of the Corporation be replaced and amended to read as follows:

**ARTICLE VII
NO MEMBERS**

The corporation shall not have any members.

RESOLVED that **ARTICLE VIII** of the Articles of Incorporation of the Corporation be replaced and amended to read as follows:

**ARTICLE VIII
BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, which number shall be no less than three. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the 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>
Rev. Francisco Flores	1122 W. Linden Caldwell, Idaho 83605
Dorothy Rebholtz	833 W. Sandstone Lane Boise, Idaho 83702
Jack Peterson	18010 Mays Rock Road Caldwell, Idaho 83607
Sister Bernadette Stang	2211 Idaho Avenue Caldwell, Idaho 83605
Estella Zamora	17596 Upper Pleasant Ridge Road Caldwell, Idaho 83607
Jerry Loop	1606 Idaho Avenue Caldwell, Idaho 83605

RESOLVED that **ARTICLE IX** of the Articles of Incorporation of the Corporation be replaced and amended to read as follows:

**ARTICLE IX
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 that 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 the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

RESOLVED that **ARTICLE X** of the Articles of Incorporation of the Corporation be replaced and amended to read as follows:

**ARTICLE X
BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

RESOLVED that **ARTICLES XI** through **XIV** be deleted.

**ARTICLE III
DATE OF MEETING AND QUORUM**

The date of the meeting of Directors of the Board of Directors and of the Members of the Corporation at which the foregoing amendments were adopted was June 6, 2005. The number of Directors of the Corporation present at the meeting was six (6), which constitutes the entire membership of the Board of Directors of the Corporation or a quorum.

**ARTICLE IV
VOTE ON AMENDMENTS**

The number of Directors voting for the amendments was six (6), and the number of Directors voting against the amendments was zero (0). The amendments were adopted by a majority of the votes that Directors present at the meeting in person or by proxy were entitled to cast.

SAINT MARY'S COMMUNITY CENTER, INC.

By: _____

Jerry Loop, President

By: _____

Sister Bernadette Stang, Secretary

**RESTATED ARTICLES OF INCORPORATION OF
SAINT MARY'S COMMUNITY CENTER, INC.**

06 MAY -5 AM 10: 10

SECRETARY OF STATE
STATE OF IDAHO

The Board of Directors of Saint Mary's Community Center, Inc., a nonprofit corporation ("Corporation"), hereby restates its Articles of Incorporation ("Articles") as follows.

**ARTICLE I
NAME OF THE CORPORATION**

The name of the Corporation is Saint Mary's Community Center, Inc.

**ARTICLE II
STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III
PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The location of the Corporation is in the City of Caldwell, County of Canyon, and in the State of Idaho. The address of the registered office is 350 North 9th Street, Suite 304, Boise, Idaho 83702, and the name of the registered agent at this address is Les Bock.

ARTICLE V PURPOSES

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

A. To create a comprehensive, inclusive social service delivery system for at-risk youth; and to inspire positive life changes in our youth and nurture their self confidence through advocacy, education and support in a structured educational environment.

B. To perform charitable, religious or educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such activities, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things 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 VI 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 for 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 provisions 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 VII NO MEMBERS

The corporation shall not have any members.

ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the 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>
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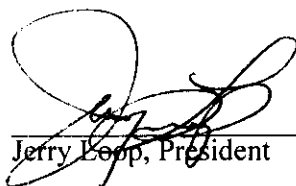
ARTICLE IX
DISTRIBUTION ON DISSOLUTION

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 that 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 the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.


ARTICLE X
BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

DATED this 6th day of June, 2005.



Jerry Loop, President



Sister Bernadette Stang, Secretary