

## Department of State.

### CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

**BISHOP RHEA CENTER, INC.,**

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the 29th day of June 19 77 , original articles of amendment, as provided by Section 30-146-147 Idaho Code  
Amendment restating articles and changing corporate name to  
FRIENDS OF THE BISHOPS' HOUSE, INC.

and that the said articles of amendment contain the statement of facts required by law, and are will be /recorded on ~~Film-No~~ microfilm of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 29th day of June , A. D., 19 77.

Secretary of State

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
BISHOP RHEA CENTER, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, the President and Secretary respectively of BISHOP RHEA CENTER, INC., an Idaho corporation, do hereby certify as follows:

That BISHOP RHEA CENTER, INC., is a charitable corporation duly organized and existing under and by virtue of the laws of the State of Idaho;

That at a Special Meeting of the Membership of BISHOP RHEA CENTER, INC., held on the 22nd day of April, 1977, at the hour of 4:00 o'clock p.m. of said day, at Suite 800, One Capital Center, 999 Main Street, Boise, Idaho, at which said meeting a majority of the Members of said corporation was present, a Resolution was regularly proposed, voted upon and adopted by a majority vote of all of said Members amending the Articles of Incorporation of said corporation, and that the following is a full, true and correct copy of the Resolution of said Directors amending the Articles of Incorporation of said corporation, to-wit:

RESOLUTION

BE IT RESOLVED, That the Articles of Incorporation of BISHOP RHEA CENTER, INC., be and the same are hereby amended as follows:

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, citizens of the United States and of lawful age, have voluntarily associated ourselves for the purpose of forming a non-profit, cooperative association under the provisions of Chapter 10, Title 30, Idaho Code, all other laws of the State of Idaho pertaining thereto, and we hereby certify as follows:

## ARTICLE I

The name of this corporation shall be "FRIENDS OF THE BISHOPS' HOUSE, INC."

## ARTICLE II

The purpose of this corporation shall be to bring together persons interested in the restoration and maintenance of the Bishops' House; to promote further interest in the heritage of this house; to gather information, objects, and materials relative to the restoration and maintenance of the house and grounds; to acquire title and hold title to such real and personal property as may be necessary or desirable to carry out its purpose, and to manage and operate any real or personal property given and devised to or acquired by the corporation; to sell, convey, dispose of, or exchange both real or personal property, and to do any and all things convenient and incidental to the purpose of the corporation, and generally to have and to exercise all such powers as are by law conferred upon such corporations of like character, and in carrying out the purpose of the corporation to do any and all things and exercise any and all powers not prohibited by law, and not prohibited for non-profit corporations qualifying under Section 501(c)(3) United States Internal Revenue Code, but not for pecuniary profit. The Society is organized exclusively for charitable, educational, and scientific purposes that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

## ARTICLE III

An annual meeting of the membership of the corporation shall be held upon a date provided for in the by-laws of the corporation.

#### ARTICLE IV

Notwithstanding any term or provision of any article hereof, this corporation is organized and shall be operated exclusively for religious, charitable, scientific testing for public safety, literary or educational purposes, and no part of the net earnings of this corporation shall inure to the benefit of any private shareholder or individual, and no substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and this corporation shall not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office, and the purposes of this corporation and the authorized activities of this corporation shall be limited to those specifically stated in this article, it being intended that the powers and purposes of this corporation be limited to those exclusively described in this article so that this corporation may enjoy exemption from taxation as an exempt organization under Internal Revenue Code 501(c)(3) and more specifically so that this corporation qualifies as an exempt organization under the provisions of said Section 501(c)(3), this corporation being organized solely for non-profitable purposes and more specifically for the non-profitable purpose of restoring and maintaining the Bishops' House, a publicly owned building to be used and enjoyed by the general public; and engaging in acts incidental thereto, said purpose being in the promotion of social welfare, being non-profitable, and this corporation being organized and operated exclusively as herein stated. This corporation may engage in activities incidental to the purposes herein stated and in furtherance of those purposes may perform such acts and engage in such activities as are incidental hereto. This article shall be deemed to be a limitation upon the extent of activities that this corporation

may engage in, and, except to the extent such activities are restricted or modified by the terms of this article, this corporation may perform all other acts described in all other articles of these Articles of Incorporation unless such acts are restricted, prohibited, or modified by the terms of this article.

#### ARTICLE V

In the event of dissolution of this corporation, the disposal of assets or property shall be determined at the time of such dissolution by the directors, provided that assets or property may be transferred only to a non-profit corporation or an agency of Government operated exclusively for charitable, educational, or scientific purposes as at that time qualify as an exempt organization under Section 501(c)(3) of the United States Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the directors shall determine, and having objects or purposes similar to those to which this corporation is devoted; provided further that in no event shall any of the assets or property, in the event of dissolution thereof, go or be distributed to members, either for the reimbursement of any sums subscribed, donated or contributed by such members, or for any other such purpose, it being the intent that in the dissolution of this corporation, or upon its seeking to carry out the objects and purposes herein set forth, the property and assets then owned by the corporation shall be devoted to the carrying on of the function and purposes of this corporation. Any such assets not so disposed of shall be disposed of 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI

These articles may be amended after ten (10) day's written notice to all members, by a majority of the members voting at a regular meeting or at a special meeting called to consider amendments.

ARTICLE VII

The registered office of this corporation is at Suite 800, One Capital Center, 999 Main Street, P. O. Box 2898, Boise, Idaho 83701.

BE IT FURTHER RESOLVED, That the corporate officers execute Articles of Amendment to the Articles of Incorporation and duly file said Articles of Amendment with the Secretary of State of the State of Idaho and any other governmental agency that is required.

That said Resolution of the Board of Directors was approved on the 22nd day of April, 1977, by a majority vote of the Directors of said corporation.

IN WITNESS WHEREOF, We, the said President and Secretary, have hereunto set our hands this 22nd day of April, 1977.

FRIENDS OF THE BISHOPS' HOUSE, INC.

By Julie W. Stromberg  
President

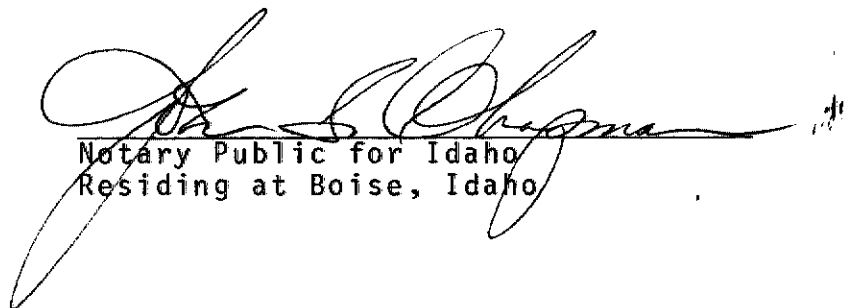
ATTEST:

Mareli Keen  
Secretary

STATE OF IDAHO                    )  
                                      : ss.  
County of Ada                    )

On this 22nd day of April, 1977, before me, a Notary Public in and for said State, personally appeared JULIE W. STROMBERG and MARDI B. KEEN, known to me to be the President and Secretary respectively of the corporation that executed this instrument or the persons who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

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

  
Notary Public for Idaho  
Residing at Boise, Idaho