



Department of State.

**CERTIFICATE OF AMENDMENT
OF**

MUNOZ QUINTANA EDUCATIONAL SERVICES, INC.

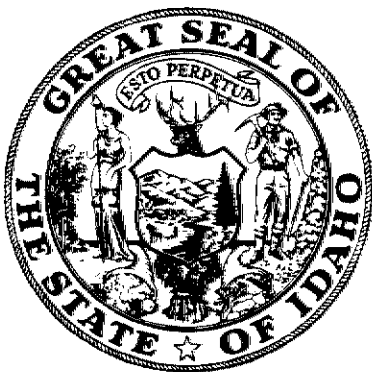
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

MUNOZ QUINTANA EDUCATIONAL SERVICES, INC.

duly signed and verified pursuant to the provisions of the Idaho Nonprofit 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.

Dated _____ November 6 , 19 87 .



Pete T. Cenarrusa

SECRETARY OF STATE

Shirley Link
Corporation Clerk

NOV 6 10 50 AM '82
SECRETARY OF STATE

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

MUNOZ QUINTANA EDUCATIONAL SERVICES, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Munoz Quintana Educational Services, Inc.

SECOND: The period of its duration is perpetual, unless dissolved by law.

THIRD: The purpose or purposes for which the corporation is organized are: to meet the need of the Hispanic community for education in English as a second language, plus adult educational classes; to provide cultural components to the educational classes and to aid and support students in their endeavors with whatever needs or problems may arise in connection with their studies. This organization is organized exclusively for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

FOURTH: The corporation shall have one class of members.

FIFTH: The corporation is a non-profit corporation. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of

any future United States Internal Revenue Law) or (b) by an organization contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

SIXTH: Provisions for the regulation of the Internal affairs of the Corporation are: None

SEVENTH: The address of the initial registered office of the corporation is 116 14th Ave. South, Nampa, Idaho, and the name of its initial registered agent at such address is Benny Munoz.

EIGHTH: The number of directors constituting the initial Board of Directors of the corporation is three, and the names and addresses of the persons who are to serve as Directors until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
John Renya	131 Orchard St. Nampa, ID
Shirley Vendrell	404 E. Maryland Nampa, ID
Aurora Quinlantan	215 W. Lincoln Ave Nampa, ID

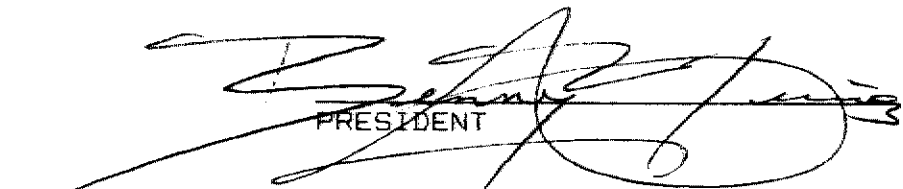
NINTH: The only provisions of these articles that are hereby amended are Articles three, five and eight.


TENTH: At a meeting of the members of Munoz-Quintana Education Services, Inc., on October 18, 1987 the amendments to the Articles of Incorporation were adopted and voted on. A quorum was present and the amendments received a majority of the votes.

ELEVENTH: The name and address of each Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Benny Munoz	1515 First St. S., Nampa, ID
Zee Quintana	1003 Central Canyon, Nampa, ID

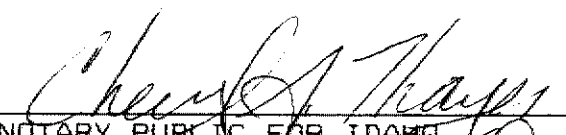
Dated this 5th day of November, 1987.


PRESIDENT


SECRETARY

STATE OF IDAHO)
) SS.
County of Canyon)

I hereby certify that on this 5th day of November, 1987, personally appeared before me, Benny Munoz, who, being by me first duly sworn, declared that he is the President of Munoz-Quintana Educational Services, Inc, that he signed the foregoing document as President of said corporation, and that the statements therein contained are true.


NOTARY PUBLIC FOR IDAHO
Residing at: Caldwell, ID
My commission expires: 8/25/93

STATE OF IDAHO)
) ss.
County of Canyon)

I hereby certify that on this 5th day of November, 1987,
personally appeared before me, Jee Quintana,
who, being by me first duly sworn, declared that she is the
Secretary of Munoz-Quintana Educational Services, Inc., that she
signed the foregoing document as Secretary of said corporation,
and that the statements therein contained are true.

Charles Thayer
NOTARY PUBLIC FOR IDAHO
Residing at Caldwell:
My commission expires: 8/25/93