

FILED/EFFECTIVE

The Oregon Trail Botanical Garden Foundation Inc.

01 MAY 21 AM 10:35

C/O Dale Whipple 601 West 25th Drive Burley, Idaho 83318
May 17, 2001

SECRETARY OF STATE
STATE OF IDAHO

At a regular scheduled Board of Directors meeting of the Officers and Directors of the The Oregon Trail Botanical Garden Foundation Inc. on May 17, 2001 held in the conference room in Doctor Joe Petersen's Office Building in Burley Idaho the following resolution being approved by a unanimous vote of all the members present and there being a quorum present.

To Wit: In keeping in compliance with the guide line put forth in a letter dated May 9, 2001 from Mr. Erik Filiault, Exempt Organizations Specialist with the US Department of the Treasury, Internal Revenue Service; it is resolved to Amend Article II of the Articles of Incorporation of The Oregon Trail Botanical Garden Foundation Inc. as follows:

Article II Nonprofit Status

A. The Corporation is a nonprofit corporation. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the internal Revenue Code, or corresponding section of any future federal tax code.

B. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 provision of this document, 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, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

C. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the internal revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Certified by:


Dale E. Whipple, President

IDAHO SECRETARY OF STATE

05/22/2001 09:00
CX: 1077 CT: 146600 BH: 398534

1 @ 30.00 = 30.00 NON PROF A # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C 129198

The Oregon Trail Botanical Garden Foundation Inc.

C/O Dale Whipple 601 West 25th Drive Burley, Idaho 83718
May 17, 2001

01 MAY 21 AM 10:35
RECEIVED
STATE OF IDAHO

Idaho State
Department of Corporate Affairs
700 W. Jefferson
PO Box 83720
Boise, Idaho 83720 - 0080

Dear Sir

We wish to amend our Articles of Incorporation so that we will be in compliance with the Federal Guidelines as put forth in a letter dated May 9, 2001 from Mr. Erik Filiault, Exempt Organizations Specialist with the US Department of the Treasury, Internal Revenue Service.

At a regular scheduled Board of Directors meeting of the Officers and Directors of the The Oregon Trail Botanical Garden Foundation Inc. on May 17, 2001 held in the conference room in Doctor Joe Petersen's Office Building in Burley Idaho the following resolution being approved by a unanimous vote of all the members present and there being a quorum present.

It is resolved to Amend Article II of the Articles of Incorporation of The Oregon Trail Botanical Garden Foundation Inc. as follows:

Article II Nonprofit Status

(See attached page for the Amendment)

We are attaching a check for the fee of \$60.00

Please expedite.

Sincerely



Dale E. Whipple
President