

9/29/97

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

THE TRANSITIONAL LIVING CENTER CORPORATION

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 THE TRANSITIONAL LIVING CENTER CORPORATION 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: December 6, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Decker*

**ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION OF
THE TRANSITIONAL LIVING CENTER CORPORATION**

REC. OF STATE
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Pursuant to the provisions of the Idaho Non-Profit Corporation Act, the directors of The Transitional Living Center Corporation adopted the hereinafter stated amendments to its Articles of Incorporation and in consequence thereof, these Articles of Amendment are being executed in accordance with Idaho Code § 30-3-93.

1. *Name of the Corporation.* The name of the Corporation is The Transitional Living Center Corporation.

2. *Text of Each Amendment Adopted.* The following amendments to the Articles of Incorporation have been adopted by a unanimous vote of the the members and directors of the corporation in the manner prescribed by the Idaho Non-Profit Corporation Act and the Bylaws of the Corporation:

a. Article V of the Articles of Incorporation of The Transitional Living Center Corporation was amended to read as follows:

"ARTICLE V

"Membership

"5.1 The corporation shall not issue stock to any individual, corporation, or other entity of any nature whatsoever, and no dividends or pecuniary profit shall be declared or paid to the members hereof. The membership of the corporation shall be comprised of all those individuals elected to serve as directors of the corporation, together with any non-profit corporation which (1) has qualified as a charitable tax-exempt corporation under Section 501(c)(3) of the Internal Revenue Code, (2) has been recognized as a 501(c)(3) corporation by the Internal Revenue Service, and (3) has been elected to membership by the Board of Directors. The members shall serve without compensation.

"5.2 The annual meeting of members shall be held each year as provided in the Bylaws."

b. Section 7.1 of Article VII of the Articles of Incorporation of The Transitional Living Center Corporation was amended to read as follows:

"7.1 The Board of Directors of the Corporation shall consist of not less than nine (9) and not more than twelve (12) individuals, which number may be determined by the Board of Directors from time to time. Directors shall serve without compensation."

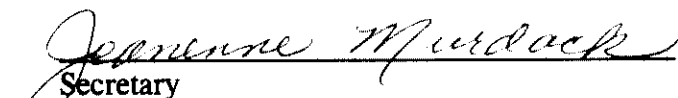
3. *Date of Adoption of Each Amendment.* Each of the above amendments was adopted on the 19th day of October, 1993.

4. *Approval By Members.* The foregoing amendments were approved by the members of the Corporation as follows: (a) in accordance with Idaho Code § 30-3-93(5)(a), there is only one class of members and there were at the time of the adoption of the amendments ten (10) memberships outstanding, all of which were entitled to vote on the amendment, and all of which actually and indisputably voted on the amendments; (b) in accordance with Idaho Code § 30-3-93(b), of the ten (10) votes actually and indisputably cast, all were cast in favor of the amendments and none were cast against the amendments.

IN WITNESS WHEREOF the undersigned, as President and Secretary of the Corporation, have executed these Articles of Amendment.

DATED this 2nd day of ^{December} ~~October~~, 1993.



President


Secretary

STATE OF IDAHO)
) ss.
County of Bonneville)

On ^{December} ~~October~~ 2, 1993, before me, the undersigned Notary Public in and for the State of Idaho, personally appeared Dwight Whittaker and Jeanenne Murdock, known to me to be the President and Secretary, respectively, of The Transitional Living Center Corporation, which executed the instrument or the persons who executed the instrument on behalf of the corporation, and acknowledged to me that such corporation executed the same.

(SEAL)


Notary Public for the State of Idaho
Residing at: Idaho Falls, Id.
My Commission Expires: 5/28/97