

2013 DEC 30 PM 4:07

SECRETARY OF STATE
STATE OF IDAHO

**AMENDED
ARTICLES OF INCORPORATION**

OF

TIDWELL SOCIAL WORK SERVICES AND CONSULTING, INC.

KNOW ALL PERSONS BY THESE PRESENTS, That we the undersigned, being natural persons of full age and citizens of the United States, in order to continue a nonprofit corporation for the purposes hereinafter states, under and pursuant to the provisions of the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code (the "Act"), and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

ARTICLE I. NAME.

The name of the Corporation is TIDWELL SOCIAL WORK SERVICES AND CONSULTING, INC.

ARTICLE II. NONPROFIT STATUS.

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION.

The period of duration of the Corporation is perpetual.

ARTICLE IV. PURPOSES.

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

1. The Corporation is organized and operated exclusively for charitable research purposes.
2. Such other charitable, religious, educational, or scientific purposes (within

IDAHO SECRETARY OF STATE
12/30/2013 05:00
CK: 20445 CT: 2954 BN: 1403621
1 @ 30.00 = 30.00 NON PROF A # 2
1 @ 20.00 = 20.00 NON EXPEDI # 3

C196043

the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time) including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).

3. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing 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.

4. To continue to promote its current mission statement:

We strive to enhance the mental and emotional well-being of the clients we serve by providing a caring and compassionate environment that honors and celebrates diversity. We seek to promote these values in the wider community.

ARTICLE V. NAMES AND ADDRESSES OF DIRECTORS.

The names and addresses of the persons constituting the Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Kathy Tidwell	5999 West State Street Boise, ID 83703
Linda Lester	5999 West State Street Boise, ID 83703
Miro Barac	5999 West State Street Boise, ID 83703

ARTICLE VI. INCORPORATORS.

The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Kathy Tidwell	5999 West State Street Boise, ID 83703
Linda Lester	5999 West State Street Boise, ID 83703

ARTICLE VII.

REGISTERED OFFICE AND AGENT.

The street address of the corporation's initial registered office is 5999 W. State Street, Boise, Idaho 83703, the name of the registered agent at this address is Kathy Tidwell.

ARTICLE VIII. LIMITATIONS.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, 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 IV. hereof. No substantial part of the activities of the Corporation shall be 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 provision 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 IX. MEMBERS.

The Corporation shall have at least three members. The Corporation does have voting members.

ARTICLE X. DISTRIBUTION OF DISSOLUTION.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions 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 the 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. In no event shall any income or assets of this corporation be distributed to or inure to the benefit of any director, or officer of this corporation, either directly or indirectly, other than as bone fide expenses in carrying out the directions and authorities of the Board of Directors and officers in carrying out the purposes of the corporation. In the event of the termination, liquidation or dissolution of this corporation for any reason, all of the assets shall be distributed to another corporation holding a certificate of exemption from the United States Treasury.

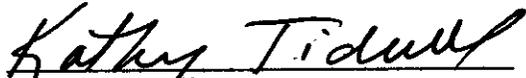
ARTICLE XI. ADOPTIONS

These Amended Articles were adopted effective December 30, 2013. These Amended Articles were approved by all members and by a unanimous vote of the board of directors.

ARTICLE XII. BYLAWS.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, I, Kathy Tidwell, the duly elected chairperson of the board of directors, have executed these Articles of Incorporation this 30 day of December, 2013.


Kathy Tidwell,
Chairperson of Board of Directors


Linda Lester
Director

STATE OF IDAHO)
) ss:
COUNTY OF ADA)

On this 30 day of December, 2013, before me, the undersigned, a Notary Public in and for said state, personally appeared Kathy Tidwell, known to me to be the person whose name is subscribed to the within Articles of Incorporation and acknowledged to me that she executed the same.

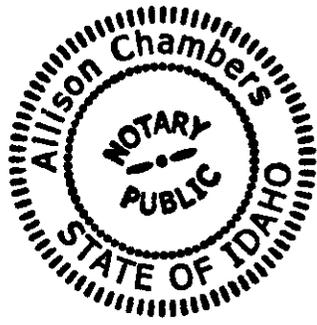
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.


Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires: 06/14/2018

STATE OF IDAHO)
) ss:
COUNTY OF ADA)

On this 30 day of December, 2013, before me, the undersigned, a Notary Public in and for said state, personally appeared Linda Lester, known to me to be the person whose name is subscribed to the within Articles of Incorporation and acknowledged to me that she 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
My Commission Expires: 06/14/2018