

State of Idaho

Department of State

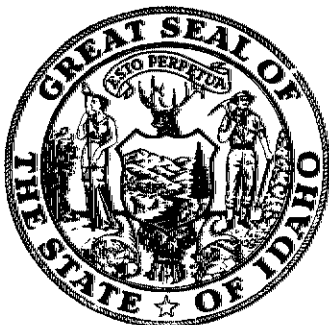
CERTIFICATE OF AMENDMENT OF

UNITED VISION FOR IDAHO, INC.
File Number C 109611

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 UNITED VISION FOR IDAHO, INC., duly signed 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: April 15, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
UNITED VISION FOR IDAHO, INC.

APR 15 9 41 AM '97
SECRETARY OF STATE
STATE OF IDAHO

Pursuant to Section 30-3-94(10) of the Idaho Nonprofit Corporation Act, the undersigned Secretary and President of United Vision for Idaho, Inc. ("Corporation") hereby certify that these Restated Articles of Incorporation are the Articles of Incorporation currently in effect for the Corporation.

ARTICLE I
NAME

The name of the Corporation is United Vision for Idaho, Inc.

ARTICLE II
STATE OF INCORPORATION

The Corporation is an Idaho nonprofit corporation organized under the provisions of the Idaho Nonprofit Corporations Act.

ARTICLE III
PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

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IDAHO SECRETARY OF STATE
DATE 04/15/1997
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ARTICLE IV PURPOSES

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

A. To promote education and understanding of public policies that would allow every person in Idaho to live with dignity and security in a healthy environment; to build lasting relationships and open communication among the coalition members at the community level; to promote public dialogue on the common values of the coalition members; and to help coalition members educate their constituencies on principles of participatory democracy.

B. Charitable, religious, educational, or scientific within 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 under such Section 501(c)(3).

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

ARTICLE V LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 V hereof. No substantial part of the activities of the Corporation shall be for 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 provisions 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 VI DIRECTION AND CONTROL

The Corporation shall have no members. Direction and control of the affairs of the Corporation shall be vested in a Board of Directors, consisting of not less than five (5) persons. The Corporation's bylaws may specify a different number of Directors.

The initial Board of Directors of the Corporation shall elect successor Directors of the Corporation at the expiration of their terms or to fill vacancies as specified in the bylaws of the Corporation.

ARTICLE VII DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision 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 that 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. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE VIII REGISTERED AGENT

The initial registered agent and post office box and street address of the Corporation's initial registered office are as follows:

James D. Hansen
United Vision for Idaho

P.O. Box 2181
Boise, Idaho 83701

2010 Coloma Way
Boise, Idaho 83712

ARTICLE IX DIRECTORS

The names and street addresses of the initial directors of the Corporation, who have been duly appointed are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Martha Stevens	817 West Franklin Boise, Idaho 83702
Randy Ambuehl	Milepost 31.4, Hwy. 21 H.C. Box 42 Boise, Idaho 83706
David Morocco	10173 Guinevere Boise, Idaho 83704

Roger Sherman

1318 North 14th Street
Boise, Idaho 83702

Betsy Dunklin

2500 Parkside Drive
Boise, Idaho 83712

Alice Koskella

6902 Kingsdale
Boise, Idaho 83704

ARTICLE X INCORPORATORS

The names and street addresses of the incorporators are as follows:

NAME

ADDRESS

James D. Hansen

2010 Coloma Way
Boise, Idaho 83712

Betsy Dunklin

2500 Parkside Drive
Boise, Idaho 82712

These Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as heretofore amended and supersede the original Articles of Incorporation and all amendments to the original Articles of Incorporation.

Dated: April 1, 1997

UNITED VISION FOR IDAHO, INC.

By: Kenn S. Petersen
President

By: Karen A. Bess
Secretary

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