

ARTICLES OF AMENDMENT, RESTATED ARTICLES OF INCORPORATION  
AND ARTICLES OF MERGER OF ACCESS FOR IDAHO, INC. AND  
EASTERN IDAHO CENTER FOR INDEPENDENCE, INC., AND  
TO CHANGE THE NAME OF THE NEW MERGED ORGANIZATION TO  
LIVING INDEPENDENTLY FOR EVERYONE, INC. (LIFE INC.)  
A NONPROFIT CORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

We, the undersigned, citizens and residents of the State of Idaho and the United States of America, over the age of twenty-one (21), for the purpose of Amending the Articles of Incorporation, restating the Articles of Incorporation, and filing Articles of Merger of: Access For Idaho, Inc. and the Eastern Idaho Center for Independence, Inc., and to change the name of the new merged organization to Living Independently For Everyone, Inc. (LIFE, Inc.) a nonprofit corporation under the provisions of Idaho Nonprofit Corporation Act (Title 30, Chapter 3, Idaho Code §§ 30-3-1 et seq.) and all laws amendatory and supplementary, and for such purpose, do hereby make, adopt, acknowledge, certify, sign and file these amended, restated, and merged Articles of Incorporation for that purpose as follows:

AMENDED ARTICLE OF INCORPORATION AND MERGER I

Plan of Merger

The primary service area for Access For Idaho, Inc. are the nine (9) Southeastern Idaho Counties are: Bannock, Bear Lake, Blaine, Caribou, Cassia, Franklin, Power, Oneida, and Minidoka. The primary area of service for Eastern Idaho Center for Independence Inc. is the eight county Eastern Idaho areas of: Bingham, Bonneville, Butte, Clark, Fremont, Jefferson, Madison, and Teton. The Board of Directors of these corporations state that the plan of merger of the Corporations is to combine both these entities into one entity that serves the entire southeast Idaho area all seventeen of these counties.

The plan of merger is for these two entities to be merged into one under the primary oversight, control, and jurisdiction of the Idaho Falls, Idaho office; but with a "satellite" offices in Pocatello, Blackfoot, and other Eastern Idaho locations. In this process, Access for Idaho and the Eastern Idaho Center for Independence, Inc. will cease to exist, and both shall change their

ARTICLES OF AMENDMENT...

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name to Living Independently For Everyone, Inc. as part of this merger. The approval of the members of Access for Idaho and the Eastern Idaho Center for Independence, Inc. is not required.

The other terms and conditions of the merger shall be specified in the resolution for merger of the two organizations which has been approved by them. This resolution of merger has been approved by these organizations as evidenced by the signatures of the President and Chief Operating Officer of each organization as follows: Access for Idaho by Meredith Thomas; and Eastern Idaho Center for Independence, Inc. by Ruth Gneiting.

## **AMENDED ARTICLE OF INCORPORATION AND MERGER II**

### **Approval of Members and Directors**

The approval of the members of Access For Idaho, Inc. and the Eastern Idaho Center for Independence, Inc. is not required as the management of these organizations is vested their respective Boards of Directors. The Boards of Directors of both organizations, Access for Idaho and the Eastern Idaho Center for Independence have voted and approved a statement of the plan of merger by a majority vote of the Boards of Directors. The designation, number of directors outstanding, number of votes entitled to cast each class entitled to vote separately on the plan and number of votes of each class undisputedly voting for the plan, and the number of votes cast for or against the plan is set out in the resolution approving the merger of these organizations which is on file at the Registered Office of this Corporation.

## **AMENDED ARTICLE OF INCORPORATION AND MERGER III**

### **Name of Merged Corporation**

The name of this Corporation is to be "Living Independently For Everyone, Inc." which may be abbreviated to be LIFE, Inc.

## **AMENDED ARTICLE OF INCORPORATION AND MERGER IV**

### **Purpose**

The purpose for which LIFE, Inc. is formed is exclusively charitable and educational in accordance with § 501(c)(3) of the Internal Revenue Code of 1954. Any references herein to any

provisions of such Code shall be deemed to mean such provision as now or hereafter existing, amended or supplemented, or superseded, as the case may be.

None of the assets or earnings of the corporation shall be paid or accrued for the benefit of any of its members, directors, officers or employees or any other individual, whether before, upon or after dissolution or liquidation, except as reasonable compensation for services rendered, property transferred or as reimbursement for expenses incurred in conducting its affairs.

The purpose for which this Corporation is formed is to serve as an information and referral service and to provide services and to work to improve conditions of people with disabilities. The core purpose for which this corporation is formed is to provide information and referral, peer counseling, individual and community advocacy, individual skill training, or anything necessary for people with disabilities in order to achieve an independence of one's choice.

The specific purposes of the Corporation for the accomplishment of the aforementioned purposes, are as follows:

- (a) The transaction of any lawful activity in Idaho.
- (b) Receive monies, equipment, property, or labor from any source including, but not limited to, private or governmental sources.
- (c) To enter into any and all agreements which may be necessary, essential, convenient, or proper for the accomplishment of any and all of the objects above mentioned, or which shall have at any time appeared to be conducive or expedient or beneficial to the corporation, and to powers conferred upon nonprofit corporations under the statutes of the State of Idaho as now constituted and as may be provided by future amendments thereto.
- (d) To provide, through a program, opportunities for people with disabilities to realize their potential and to function effectively as self-directed individuals responsible to themselves and to others; and, as an organization, to seek to improve those conditions in society which affect persons with disabilities.

- (e) To achieve these goals, this corporation, working with individuals, communities, and society as a whole, shall encourage the realization of the dignity and worth of each individual; the elimination of human barriers based upon assumptions which prejudge individuals; and develop sensitivity skills in human relationships, initiative, self-reliance, a positive self image and responsible attitudes; encourage an understanding and appreciation of the environment, the development of skills in independent living.
- (f) To create a public awareness of the needs of people with disabilities and to create a network of persons who are willing to provide assistance, expertise, equipment or funding to help develop programs for such persons.

#### **AMENDED ARTICLE OF INCORPORATION AND MERGER V**

##### **Powers**

In furtherance of its purpose, the Corporation shall have the following powers:

(a) The transaction of any lawful activity in Idaho; including all powers of any corporation to do any and all lawful actions in the State of Idaho, including but not limited to those of a nonprofit corporation under Idaho Code S 30-3-24 now or as hereinafter amended.

(b) the power to hire, lease, buy, inherit or otherwise acquire, own and hold, and invest its funds in lands, buildings, equipment or other real or personal property for an office, program facility or similar purpose for the use and benefit of said Corporation; to build, construct, operate and manage said property for the benefit of LIFE, Inc.; and to rent, lease, mortgage or sell all or any part of such real or personal property acquired by said Corporation.

(c) to do, perform and supervise any and all things in furtherance of the general purposes hereinbefore expressed and not inconsistent with the statutes of the State of Idaho, and to have and to exercise all the powers conferred by the laws pursuant to, and under which, this corporation is formed, as such laws are now in effect and may at any time hereafter be enacted or amended.

#### **AMENDED ARTICLE OF INCORPORATION AND MERGER VI**

##### **Street Address of office and Agent**

The street address of the initial registered office and the principle place of business of said corporation shall be 845 W. Center, PO Box 4185, Pocatello, County of Bannock, State of Idaho, zip code 83201

The name of the Corporation's initial registered agent at this address is: Dean Nielson.

#### **AMENDED ARTICLE OF INCORPORATION AND MERGER VII**

##### **Members**

Section One. The corporation shall have no members. However, the corporation may have such other designated support groups or "friends" as they may deem appropriate. The qualifications of such participation shall be set forth in the by-laws.

Section Two. The members of the corporation shall not be personally liable for the debts, liabilities or obligations of the corporation under Idaho Code law.

Section Three. The management of the affairs of the corporation shall not be managed by the members but shall instead be managed by a board of directors elected by the members.

#### **AMENDED ARTICLE OF INCORPORATION AND MERGER VIII**

##### **Directors of Corporation**

The affairs of the corporation shall be managed by a Board of Directors. The number of Directors constituting the Board of Directors of the Corporation shall be between 9 and 25 and shall be set in the Bylaws of the Corporation and unless otherwise specified by resolution of the Board of Directors shall be fifteen (15).

The presently existing Boards of Directors of Access For Idaho, Inc. and the Eastern Idaho Center for Independence, Inc., shall be the directors of the new merged organization Living Independently For Everyone, Inc. (LIFE, Inc.). The names and address of the individuals who are to serve as initial directors shall be as follows:

Name	Address
Herb Bohrer	P.O. Box 82, Springfiled, Idaho 83277
Linda Bohrer	P.O. Box 82, Springfiled, Idaho 83277
Trina Barney	1265 Bingham, Idaho Falls, Idaho 83402
Scott Cleverly	404 Evans, Idaho Falls, Idaho 83402
Gary Duncan	3418 Poleline, Pocatello, Idaho 83201
Cheryl Duncan	3418 Poleline, Pocatello, Idaho 83201
Ruth Gneiting	2351 W. 800 S., Sterling, Idaho 83210
JoAnn Hamilton	3780 W. 400 N., Rigby, Idaho 83442
David Kessel	1741 Lancaster, Pocatello, Idaho 83201
Tom Norris	4259 Yellowstone, Pocatello, Idaho 83202
Denise Myler	1253 Norton, Idaho Falls, Idaho 83402
Mildred Standley	695 Garfield, Idaho Falls, Idaho 83401
Meredith Thomas	653 North 12th, Pocatello, Idaho 83201

The directors shall subsequently be elected upon adoption of a resolution by the vote of a majority in office at the annual meeting of the Board of Directors. The President of the corporation shall be an ex officio director.

The Board of Directors shall be comprised of a majority (51%) of persons with disabilities, as defined by Federal and State laws. The manner of election, term of office, removal procedure, management responsibilities of Board Members, election of Board Officers and other pertinent matters regarding the corporation shall be specified in the by-laws of the corporation.

The Board of Directors may adopt any other Bylaws by a majority vote that will further the purposes of the Corporation as established herein.

All actions by the corporation shall be decided upon by a MAJORITY VOTE of the Board of Directors and placed in Records of the Corporation in the form of a RESOLUTION.

The OFFICERS of the Corporation shall be designated, named, elected, or appointed in a manner to be prescribed in the Bylaws of the Corporation.

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that such person is or was

a Director, officer, employee, or authorized agent of the corporation shall be indemnified and held harmless by this corporation, pursuant to Idaho law including Idaho Code §30-1-59(2) et seq, against any and all reasonable expenses, including attorney fees, incurred in connection with the defense or settlement of such action, suit or proceeding; except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such person is liable for intentional misconduct, knowing violation of the law, receipt of improper benefits or money, gross negligence with bad faith, or when the board of directors by two-thirds (2/3) vote shall otherwise deem such indemnification improper. The Board of Directors may establish insurance to ensure this indemnification, as they should deem necessary, in the Bylaws of the Corporation.

#### **AMENDED ARTICLE OF INCORPORATION AND MERGER IX**

##### **Meetings**

There shall be at least one meeting of the directors of the Corporation each year. Further, the Corporation shall have other annual meetings, special meetings, and other monthly meetings as required by the Idaho Nonprofit Corporation Act.

#### **AMENDED ARTICLE OF INCORPORATION AND MERGER X**

##### **Term**

This Corporation shall have perpetual existence.

#### **AMENDED ARTICLE OF INCORPORATION AND MERGER XI**

##### **Non-Profit Status**

The corporation is nonprofit corporation under the Idaho Nonprofit Corporation Act (Title 30, Chapter 3, Idaho Code, sections 30-1-1 et seq), now and as hereinafter amended.

This corporation is not organized for pecuniary profit. This corporation shall not have the power to issue certificates of stock, or declare dividends; no part of the net earnings or assets (if any) of the corporation shall inure to the benefit of, be distributable to, nor shall dividends be paid to, any member, director, officer, or any other private person at any time whatsoever. Provided that, the corporation shall have the power to

pay reasonable compensation for services rendered and to make payments and distributions in accordance with the corporate purposes set forth herein.

No part of the activities of the corporation shall be the carrying on of propaganda, 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 (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (of the corresponding provision of any future Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

#### **AMENDED ARTICLE OF INCORPORATION AND MERGER XII**

##### **Dissolution of corporation and Non-Profit Status**

In the event of the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, distribute its remaining net assets to one or more organizations operated exclusively for charitable, educational, religious, or scientific purposes, as shall at that time qualify as such under Internal Revenue Code Section 501(c)(3). Any such assets not so distributed shall be disposed of as the District Court of the County of City in which the principal office of the corporation is then located.

#### **AMENDED ARTICLE OF INCORPORATION AND MERGER XIII**

##### **By-Laws**

The other provisions with respect to the operation of the corporations shall be set forth in the By-Laws. The by-laws of this corporation may be altered, amended, or new by-laws adopted at any regular meeting or at any special meeting of the Directors thereof, called for that purpose by the affirmative vote of two-thirds of the members present at such meeting; provided, that a



quorum as specified in the by-laws is present and they are not inconsistent with the provisions of these Articles pursuant to Article 11 hereof.

**AMENDED ARTICLE OF INCORPORATION AND MERGER XIV**

**Amendments**

These Articles may be amended by a two-thirds vote of the directors voting at a meeting, provided that the proposed amendment shall have been included in the notice of meeting of the directors.

**CORPORATE AUTHORIZATION AND CERTIFICATION**

Wherefore, the undersigned hereby sign these Articles of Amendment and re-stated Articles of Incorporation with Articles of Merger of the Living Independent For Everyone.

In witness whereof, the following persons who are the Presidents of the Board of Directors of Eastern Idaho Center for Independence, Inc. and Access for Idaho, Inc. acknowledge that the above merger of the two centers and incorporation into one center, Living Independently For Everyone, Inc. (LIFE) has been adopted by a majority of the members entitled to vote at a special meeting held April 14, 1998.

Meredith Thomas  
Meredith Thomas  
Board President  
Access for Idaho, Inc.

Ruth Gneiting  
Ruth Gneiting  
Board President  
Eastern Idaho Center for  
Independence, Inc.

STATE OF IDAHO                     )  
  :SS  
County of Bannock                )

On this 26th day of May, 1998 before me, the undersigned, a Notary Public in and for said County and State, personally appeared and known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

(SEAL)

Denise Sully  
Notary Public for Idaho  
Residing at : Pocatello, Id.  
My Commission Expires: 2-21-2003