

FILED

CERTIFICATE AS TO ARTICLES OF AMENDMENT
OF

TEN THOUSAND VILLAGES, INC.

MAY 14 4 12 PM '98

SECRETARY OF STATE
STATE OF IDAHO

PURSUANT to Section 30-3-93, Idaho Code, and the Articles of Incorporation of Ten Thousand Villages, Inc., an Idaho non-profit corporation, upon due notice thereof, at a special meeting of the Members in Boise, Idaho, held on the 2nd day of May, 1998, the Members did adopt the following Resolution which is attached hereto as Exhibit "A" and incorporated by reference.

As part of the Resolution, the Members authorized the preparation and filing of the Amendment of the Articles of Incorporation which are attached hereto, incorporated by reference and hereby submitted for filing.

The meeting at which the foregoing Resolution was adopted was attended by all required Members, comprising the total Membership of Ten Thousand Villages, Inc. No additional approval pursuant to §30-3-99, Idaho Code, is required.

DATED this 2nd day of May, 1998.

TEN THOUSAND VILLAGES, INC.

Catherine M. Yoder
Chairman

ATTEST:

Margaret Ballman
Its Secretary

IDAHO SECRETARY OF STATE

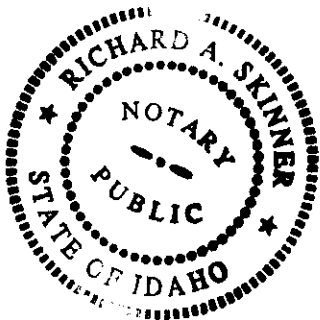
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STATE OF IDAHO)
 :SS
County of Ada)

On this 4th day of May, 1998, before me, the undersigned,
a Notary Public in and for said State, personally appeared Catherine M.
Yoder, who, being by me first duly sworn, declared that she is the
Chairman of Ten Thousand Villages, Inc., that she signed the foregoing document as
Chairman of the Corporation, and that the statements therein contained are true.



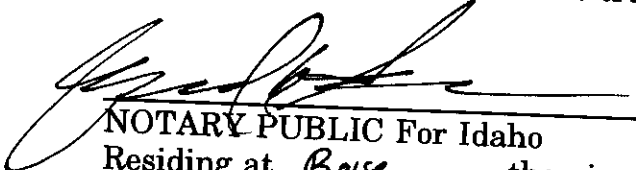

NOTARY PUBLIC For Idaho
Residing at Boise, therein
My Commission Expires: 5/22/03

Exhibit "A"

**RESOLUTION 98-5-1
MEMBERS OF TEN THOUSAND VILLAGES, INC.**

**AMENDING THE ARTICLES OF INCORPORATION TO
DECLARE PURPOSES AND PROVIDE FOR DISSOLUTION
ARRANGEMENTS IN COMPLIANCE WITH INTERNAL
REVENUE SERVICE REQUIREMENTS AND APPROVING THE
AMENDMENT OF THE ARTICLES OF INCORPORATION
REFLECTING SUCH CHANGES.**

WHEREAS, amending the Corporation's Articles of Incorporation (the "Articles") requires a two-thirds vote of the members, represented in person, at any meeting duly called for the purposes of amending the Articles; and

WHEREAS, certain changes as described above require the amendment of the Articles; and

WHEREAS, the undersigned constitute all of the members of the Corporation and have unanimously approved said amendment; and

WHEREAS, subsequent to the amendment of the Articles it is desired to restate the Articles to reflect said amendments.

NOW THEREFORE, BE IT HEREBY RESOLVED as follows:

1. The Articles of Incorporation of the Corporation be amended as follows:

a. Section 2 shall be amended by the addition of subsection 2.6 to read:

"This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) Internal Revenue Code."

b. There shall be added Section 13, to read:

"Upon the dissolution of this 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 so disposed of shall be disposed by the District Court of

the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes."

2. The officers of the Corporation are hereby authorized to take whatever steps are necessary to implement the amendments of the Articles as called for in this Resolution and are further authorized to amend the Articles of Incorporation to reflect said changes and amendments.

3. This Resolution shall take effect immediately with the amendments to be effective at the time that all necessary documents are accepted by the Secretary of State for the State of Idaho.

Dated as of May 2, 1998.

Catherine M. Yoder
Chairman

Attest:

Margaret Ballman
Secretary

**AMENDMENT TO THE ARTICLES OF INCORPORATION
of
TEN THOUSAND VILLAGES, INC.**

Pursuant to the provisions of Section 30-3-93, Idaho Code, the undersigned corporation, pursuant to a resolution adopted by its Members, hereby adopts the following Amendment to the Articles of Incorporation.

1. Section 2, Purpose, shall be amended to add a subsection 2.6 as follows:


"This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) Internal Revenue Code."

2. A new Section 13 shall be added to read as follows:

"Upon the dissolution of this 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 so disposed of shall be disposed by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes."

The foregoing Amendment to the Articles of Incorporation correctly sets forth without change the corresponding provisions of the said Amendment as heretofore amended, and supplements and supersedes the original Articles of Incorporation and all amendments thereto.

DATED this 2nd day of May, 1998.

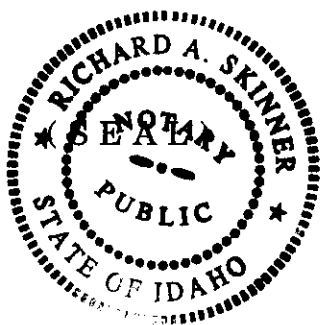



CATHERINE M. YODER, Chairman

VERIFICATION

STATE OF IDAHO)
 : ss.
County of Ada)

I, Richard A. Skinner, a Notary Public, do hereby certify that on this 4th day of May, 1998, personally appeared before me CATHERINE M. YODER, who, being by me first duly sworn, declared that he is a person over the age of eighteen (18) years and that he signed the foregoing Restated Articles of Incorporation as the Chairman of the Corporation.





NOTARY PUBLIC For Idaho
Residing at Boise, therein.
My Commission Expires 5/22/03