

State of Idaho

Department of State

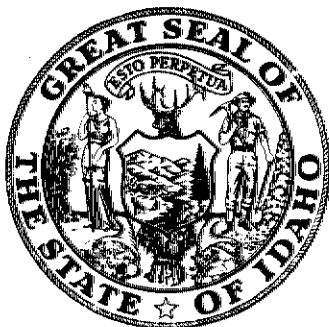
CERTIFICATE OF AMENDMENT OF

NORTH IDAHO COMMUNITY ACTION AGENCY, INC.
File Number C 59306

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 NORTH IDAHO COMMUNITY ACTION AGENCY, 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: December 23, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Tonya Herald*

RESTATED ARTICLES OF INCORPORATION OF
NORTH IDAHO COMMUNITY ACTION AGENCY, INC.

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SECRETARY OF STATE
STATE OF IDAHO

ARTICLE I
NAME

The name of this non-profit corporation is North Idaho Community Action Agency, Inc.

ARTICLE II
PURPOSES

The purposes for which the corporation is organized are to promote the general social welfare of the community; for those objects and purposes the corporation may develop, own, lease, or maintain a building for its members, a thrift shop, and develop, own, manage, or lease any accommodations to assist low-income people to improve their general welfare, educational, or social conditions without regard to race, color, creed, sex, or national origin; may own, manage, lease, or maintain other properties for like activities; provided, however, that this organization is formed exclusively for charitable religious, charitable educational and scientific purposes including for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code or Corresponding Section of any future Federal Tax Code.

ARTICLE III
INITIAL DIRECTORS

The names and addresses of the individuals who will serve as the initial directors are as follows:

- | | | |
|---------------------|-----------|--------------------------|
| 1. Dorothy Pederson | Box 383 | Post Falls, Idaho, 83835 |
| 2. Arch Herrick | Blanchard | Idaho, 83804 |
| 3. Debbie Rae | Kingston | Idaho, 83839 |

ARTICLE IV
REGISTERED AGENT

The street address of the corporation's registered office and the name of its registered agent is as follows: Gerald Garvey; 1306 Best Ave., Coeur d'Alene, ID 83814.

ARTICLE V
INCORPORATORS

The names and addresses of the original incorporators was as follows:

- | | | |
|---------------------|-----------|--------------------------|
| 1. Dorothy Pederson | Box 383 | Post Falls, Idaho, 83835 |
| 2. Arch Herrick | Blanchard | Idaho, 83804 |
| 3. Debbie Rae | Kingston | Idaho, 83839 |

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DATE: 02/24/1996 0900 49560

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ARTICLE VI
MEMBERS

Members: The Corporation will have no members.

ARTICLE VII
NON-PROFIT STATUS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except 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 II 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: a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or, b) by a corporation, contribution to which are deductible under 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

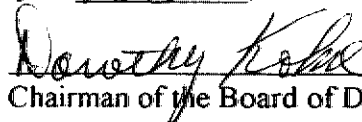
ARTICLE VIII
DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of § 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 shall be disposed of 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.

ARTICLE IX
BOARD OF DIRECTORS

The affairs of the corporation shall be managed by its Board of Directors. Amendments to the by-laws of the corporation shall be by vote of a majority of the Board of Directors. The number of directors shall be established by the by-laws.

Dated this 6 day of Dec, 1996.


Chairman of the Board of Directors



NORTH IDAHO

COMMUNITY ACTION AGENCY, INC

P. O. BOX 1300 * COEUR D'ALENE, IDAHO 83816-1300

* PHONE (208) 664-3114 * TDD (208) 664-3114 * FAX (208) 667-6916

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SECRETARY OF STATE
STATE OF IDAHO

The undersigned directors certify as follows:

The amended and restated Articles of Incorporation contain amendments to articles which require approval by the members of the corporation and the board of directors. The Board of Directors adopted the restated articles of incorporation and the membership voted on the articles at a specially called meeting of the members. The restated articles were approved by at least 2/3 of the votes cast at the meeting of the general membership.

Patricia L. Randa

Maile E. Deming

Sam Watson

Peggy J. George

Raymado Painter

Harmon M. Carter

Theresa Johnson

Debra Patterson

Clottie Palmer

Marla Lewis

Dorothy Kohne

NICAA Board Chairman

