

Department of State.

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

NORTH IDAHO CHILDREN'S HOME, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the *12th* day of *August* 19 *77*, original articles of amendment, as provided by Section *30-146-147 Idaho Code*
Amendment restating articles

and that the said articles of amendment contain the statement of facts required by law, and are *will be* recorded on ~~Film~~ No. *microfilm* of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this *12th* day of *August*,
A. D., 19*77*.

Secretary of State

ARTICLES OF AMENDMENT

OF

NORTH IDAHO CHILDREN'S HOME, INC.
A Charitable Corporation

(Formerly Children's Home Finding & Aid Society of North Idaho, Inc.)

KNOW ALL MEN BY THESE PRESENTS: That Sandra Gabby, President, and ~~Camille Lane~~, Secretary, of the meeting of members herein-after referred to, of the above-named corporation, respectfully represent that the above-named corporation was incorporated under the laws of the State of Idaho on the 22nd day of July, 1935; that on the 28th day of July, 1977, at a regular meeting of the members of North Idaho Children's Home, Inc., at which meeting a quorum of members of this corporation were present in person, pursuant to Chapter 11, Title 30, Idaho Code, the Articles of Incorporation of said corporation, heretofore adopted, published and filed, were amended in the following particulars:

That the Articles of Incorporation be amended, effective February 24, 1977, by deleting therefrom, in its entirety, Paragraph I of Article IV as now written and substituting in lieu thereof the following:

"I. Notwithstanding the foregoing, the corporation shall not possess or exercise any power or authority, either expressly, by interpretation or by operation of law, that will prevent it at any time from qualifying or continuing to qualify as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, nor shall it engage directly or indirectly in any activity that would cause the loss of any such qualification."

That the Articles of Incorporation be further amended, effective February 24, 1977, by deleting therefrom, in its entirety, Article IX as now written and substituting in lieu thereof the following:

"ARTICLE IX: Upon the termination, dissolution or winding up of the corporation in any manner or for any reason, its assets, if any remaining after the payment (or provision

for payment) of all liabilities of the corporation, shall be distributed to, and only to, one or more organizations having either exclusively charitable, religious, scientific, educational or other exempt purposes as described in Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended."

That the remaining Articles of Incorporation, as now on file, in the office of the Secretary of State of the State of Idaho, including all amendments thereto, shall, except as hereinabove modified and amended, be ratified and approved.

DATED this 28th day of July, 1977.

NORTH IDAHO CHILDREN'S HOME, INC.

BY *Indira Kelly*
President

ATTEST:

Camille Lane
Secretary


CERTIFICATE

STATE OF I D A H O)
 : ss.
County of NEZ PERCE)

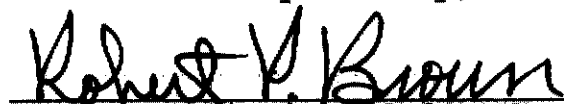
We, the undersigned, SANDRA GABBY and CAMILLE LAME,
President and Secretary respectively of the meeting of members of the
aforementioned corporation, being duly sworn on oath, each for him-
self or herself and not one for the other, deposes and says:

That he or she was the duly selected, presiding officer or
secretary of the regular meeting of members of North Idaho Children's
Home, Inc., a charitable corporation, held on July 28, 1977, at its
principal place of business, pursuant to notice duly published as
required by law, in the Lewiston Morning Tribune, a daily newspaper
of general circulation printed and published in the City of Lewiston,
Nez Perce County, State of Idaho, and as more particularly shown by
the copy of the affidavit of publication, which is hereunto attached,
marked "Exhibit A", and by reference made a part hereof; that a
quorum of the members of said corporation were present in person at
said meeting; that at such meeting it was duly resolved that the
Articles of Incorporation be amended as hereinbefore set forth, which
said resolution was adopted by the unanimous vote of the members
present; and that the Articles of Amendment to which this certificate
is attached is true in each and every respect and properly reflects
the proceedings of the meeting held for the purpose of amending said
Articles of Incorporation.

 (SEAL)
SANDRA GABBY

 (SEAL)
CAMILLE LAME

SUBSCRIBED AND SWORN to before me this 28th day of July, 1977.


Notary Public in and for the State of
Idaho, Residing at Lewiston, therein.

(S E A L)

PUBLISHER'S AFFIDAVIT OF PUBLICATION

NOTICE OF INTENTION TO AMEND ARTICLES OF INCORPORATION

TO: MEMBERS OF NORTH
IDAHO CHILDREN'S
HOME, INC., a non-profit
corporation.

Notice is hereby given that a regular meeting of the members of North Idaho Children's Home, Inc., a non-profit corporation, will be held at the office of said corporation at 321 22nd Avenue, Lewiston, Idaho, on July 28, 1977, at 7:30 p.m., to consider and take action on a proposed amendment to the Articles of Incorporation of said corporation and to transact such other and further business as may properly come before the meeting, or any adjournment thereof.

The proposed amendments to the Articles of Incorporation intend that said articles be amended, effective February 24, 1977, by deleting therefrom, in its entirety, Paragraph I of Article IV as now written and substituting in lieu thereof the following:

"I. Notwithstanding the foregoing, the corporation shall not possess or exercise any power or authority, either expressly, by interpretation or by operation of law, that will prevent it at any time from qualifying or continuing to qualify as a corporation described in Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, nor shall it engage directly or indirectly in any activity that would cause the loss of any such qualification."

That the Articles of Incorporation be further amended, effective February 24, 1977, by deleting therefrom, in its entirety, Article IX as now written and substituting in lieu thereof the following:

"ARTICLE IX: Upon the termination, dissolution or winding up of the corporation in any manner or for any reason its assets, if any remaining after the payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, one or more organizations having either exclusively charitable, religious, scientific, educational or other exempt purposes as described in Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended."

You and each of you are hereby invited to attend said meeting.

DATED this 16th day of June, 1977.

RONALD A. KRAUSE,
Secretary

STATE OF IDAHO, }
County of Nez Perce } ss.

Raelene Thornton

, being duly sworn
deposes and says, I am the Classified Bookkeeper
of the Tribune Publishing Company, a corporation organized
and existing under and by virtue of the laws of the State of
Idaho, publishers of the LEWISTON MORNING TRIBUNE, a
newspaper of general circulation published at Lewiston, Nez
Perce County, Idaho; That the said Lewiston Morning Tribune
is an established paper and has been published regularly and
issued regularly at least once a day for more than 20 consecu-
tive years immediately preceding the first publication of this
notice, and has been so published uninterruptedly for said
period; that the Notice of Intention
attached hereto and which is made a part of this affidavit was
published in the said Lewiston Morning Tribune, once a
week for 4 consecutive weeks, the
first publication thereof being on the 29 day of
June, A. D. 19 77, and the last publica-
tion thereof being on the 20 day of July,
A. D. 19 77, and said Notice of Intention
was so published in the regular and entire issue of the said
newspaper and not in a supplement thereof and was so pub-
lished in every issue and number of the said paper, during the
period and times of publication as set forth above.

Raelene Thornton

SUBSCRIBED AND SWORN TO BEFORE ME THIS THE

20 day of July, 19 77.

Charles A. Smith

Notary Public in and for the State of Idaho,
residing at Lewiston, therein.

JM 6-68 LT