

FILED EFFECTIVE

2012 NOV 27 PM 3: 09

AMENDED ARTICLES OF INCORPORATION
OF
KIWANIS CLUB OF CAPITAL CITY FOUNDATION, INC.
NOW KNOWN AS CAPITAL CITY KIWANIS CHARITABLE FOUNDATION, INC.

SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL PERSONS BY THESE PRESENTS: that the undersigned, acting as the Board of Directors of a non-profit corporation under the laws of the State of Idaho, and specifically under the Idaho Nonprofit Corporation Act, Title 30, Chapter 3, and a majority of whom are citizens of the United States, hereby adopt these Amended Articles of Incorporation, for the purposes hereinafter stated, and do hereby certify:

Article I

The name of this corporation, formerly known as the Kiwanis Club of Capital City Foundation, Inc., shall be the Capital City Kiwanis Charitable Foundation, Inc.

Article II

This corporation is an Idaho non-profit corporation which is a tax-exempt, publically-supported charitable organization described in Sections 170(c) and 501(c)(3) of the Internal Revenue Code, or the corresponding sections of any future federal tax code.

Article III

The term for which this corporation exists shall be perpetual.

Article IV

The location and street address of the registered office of this corporation shall be 1209 North Eighth Street, Boise, Idaho 83702-4297, and the name of the registered agent at that address shall be Robert L. Aldridge.

Article V

The corporation was formed and will operate for the purposes of assisting and engaging in all activities which serve charitable, benevolent, eleemosynary, educational, religious, or scientific purposes, which are permitted by the Idaho non-profit corporation act, as amended from time to time, and which are permitted to be carried on by an organization exempt from Federal taxation under the provisions of section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding sections of any future Federal tax code, and the regulations issued pursuant thereto, as amended, or by an organization's contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, as amended, or the corresponding section of any future Federal tax code, and the regulations issued pursuant thereof, as amended. In pursuing and carrying out its charitable purposes, the corporation may support and further the charitable purposes of the Kiwanis Club of Capital City, Boise, Idaho. The corporation may make distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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Article VI

The organization of the corporation shall be as set forth in the Bylaws of the corporation, and the business of the corporation shall be managed and conducted by the Board of Directors and Officers set forth in the Bylaws. The corporation does not have members and has no capital stock.

Article VII

No part of the earnings of the corporation shall inure to the benefit of, or be distributable to its 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 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 or in opposition to 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 the corresponding section of any future federal tax code; or,

(b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article VIII

Upon the dissolution of the corporation, assets shall be distributed to one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 of by a Court of competent jurisdiction 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.

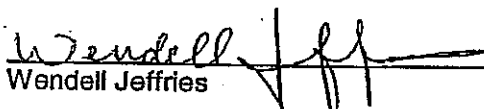
Article IX

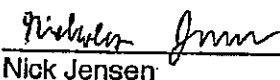
The names and addresses of the persons who are the Officers and Directors of the corporation and who are amending these Articles are set forth on Exhibit "A" hereto and incorporated herein as if set forth in full.

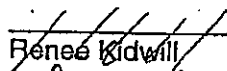
Article X

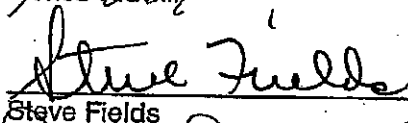
The corporation and its members will at all times abide and be governed and controlled by the Constitution, Bylaws, and Policies of Kiwanis International now in force or hereafter from time to time adopted, insofar as any provision of such Constitution and Bylaws may be applicable, as set forth in the Bylaws of the corporation.

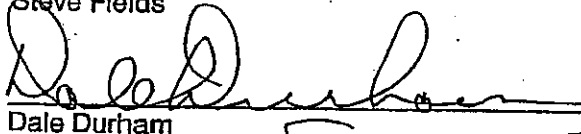
In witness whereof, we, constituting the Board of Directors and Officers of the Corporation, have hereunto subscribed our names this 22nd day of August, 2012. This Amendment consists exclusively of matters which do not require member approval pursuant to §30-3-90, Idaho Code, and was, therefore, adopted by the Board of Directors at a regular meeting thereof on the foregoing date, by unanimous vote of the undersigned.


Wendell Jeffries


Nick Jensen

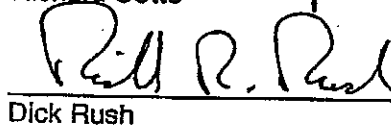

Renee Kidwell


Steve Fields


Dale Durham

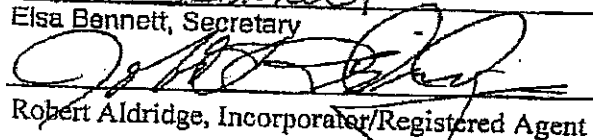

Jim Reynolds


Richard Sotto


Dick Rush


Jeremy Parkinson, President


Elsa Bennett, Secretary


Robert Aldridge, Incorporator/Registered Agent

Amended Articles of Incorporation