

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

ST. VINCENT DEPAUL SOCIETY,
CONFERENCE OF ST. FRANCIS OF ASSISSI, INC.
File Number C 105234

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 ST. VINCENT DEPAUL SOCIETY, CONVERENCE OF ST. FRANCIS OF ASSISSI, 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: July 21, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Larry J. Clark*

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SECRETARY OF STATE

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ST. VINCENT DE PAUL SOCIETY,
CONFERENCE OF ST. FRANCIS OF ASSISSI, INC.

The undersigned President and Secretary of the nonprofit corporation existing under and by virtue of the laws of the State of Idaho known as "St. Vincent de Paul Society, Conference of St. Francis of Assissi, Inc." set forth the following Articles of Amendment to the Articles of Incorporation pursuant to the provisions of Idaho Code § 30-327 and by their signatures hereunder do verify that the information contained herein is true and correct:

ARTICLE I.

The name of the corporation is "St. Vincent de Paul Society, Conference of St. Francis of Assissi, Inc."

ARTICLE II.

The Articles of Incorporation are amended by adding the following language as the second sentence of the first paragraph in Article II of the Articles of Incorporation:

"This organization is organized exclusively for charitable purposes within the meaning of § 501(c)(3) of the Internal Revenue Code."

Article II of the Articles of Incorporation will now read and provide in full as follows:

IDAHO SECRETARY OF STATE
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CK #: 4445 CUST# 2518
CORP
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"Article II

The Corporation is organized and formed as a non-profit Corporation under the laws of the State of Idaho with perpetual duration for benevolent purposes, especially to finance and support a St. Vincent de Paul Store and aid the deserving poor through spiritual and material assistance in Ada County, Idaho, and to serve all those charitable and educational works of the Society of St. Vincent de Paul, the international charitable society of which this Corporation is a part. This organization is organized exclusively for charitable purposes within the meaning of § 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 herein. 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 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 Tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding Section of any further Federal Tax Code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding Section of any future Federal Tax Code.

The Corporation shall not discriminate in offering its services on the basis of race, color, creed, national origin or ethnic origin. The Corporation shall be authorized to carry on such

supplemental and attendant activities as the Board of Directors may deem appropriate and prudent consistent with the purposes herein stated but not inconsistent with any prohibitions contained herein. In furtherance of these ends, the Corporation may take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value, and, to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the Corporation heretofore stated without limitation, except those limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, and any laws applicable hereto.

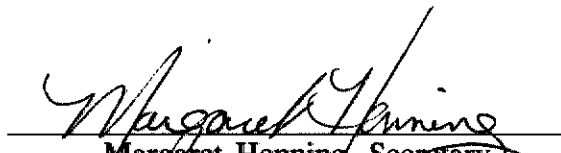
The Corporation shall have the power and authority to do any other act or thing incidental or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, trustees, or officers except as may be permitted under the Idaho Non-profit Corporation Act, and, in furtherance of its corporate purposes, the Corporation shall have all of the general powers afforded a Corporation under and pursuant to the provisions of the Idaho Non-profit Corporation Act."

ARTICLE III.

The foregoing amendment to the Articles of Incorporation was adopted by the unanimous vote of both the Members and the Directors at a meeting of the Members and the Directors held on July 20, 1994.

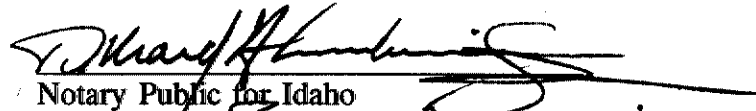
IN WITNESS WHEREOF, The President and Secretary of the Corporation have set their hands hereunder as of this 20th day of July, 1994.


J. Paul Mais, President


Margaret Henning, Secretary

STATE OF IDAHO)
 : ss
County of Ada)

SUBSCRIBED AND SWORN TO Before me this 20 day of July, 1994.


Notary Public for Idaho
Residing at: Borise, ID
Commission expires: 2/2000