



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

QUAKER HILL CONFERENCE, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **fourteenth** day of **May** 1975 , original articles of amendment, as provided by Section 30-1103, Idaho Code, amending **articles First, Second, Third, Fifth, Sixth, Seventh, Eighth, Ninth, Tenth, Eleventh and Twelfth**

and that the said articles of amendment contain the statement of facts required by law, and are to be recorded on ~~Film~~ **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 **14th** day of **May** , A. D., 19**75** .

Secretary of State

AMENDED
ARTICLES
OF
INCORPORATION

QUAKER HILL CONFERENCE, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being the duly elected and installed officers and directors of Quaker Hill Conference, Inc., an Idaho not for profit corporation, pursuant to the customs and disciplines of said corporation, do hereby certify that pursuant to a resolution duly adopted at a regular meeting of said corporation, held in Nampa, Canyon County, Idaho, on the 22nd day of April, 1975, at the hour of 8:00 P.M., after all the members of said corporation had been given four weeks notice of said meeting, said notice having been published once in each of four successive calendar weeks and said notice stating that the question of amending the Articles of Incorporation would be considered at said meeting and that all of the members present at such meeting, being and constituting a quorum of the membership of said corporation, pursuant to the customs thereof, voted in favor of said amended Articles of said Quaker Hill Conference, Inc., and under and by virtue of the laws of the State of Idaho, and particularly

the provisions of Chapter 11, Title 30, Idaho Code, we, the undersigned officers and directors, do hereby certify that the Articles are hereby amended to read in total as follows:

· FIRST: That the name of this corporation is "Quaker Hill Conference, Inc."

· SECOND: That Quaker Hill Conference, Inc., has been duly and properly instituted, pursuant to the custom and discipline of the Quaker Hill Conference Board and the Boise Valley and Greenleaf Area Meetings of the Northwest Yearly Meeting of Friends Churches and is a subordinate organization of said Yearly Meeting.

· THIRD: That the purposes for which the corporation was formed are as follows:

- (a) This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- (b) This corporation shall have the power to sue, and be sued, in its corporate name, and in such name to acquire or receive by purchase, gift, grant, devise or bequest, any property, real, personal, or mixed, and the same to hold, sell, transfer, mortgage, convey, loan, let or otherwise use, in accordance with the laws and customs and disciplines of said Boise Valley and Greenleaf Area Meeting of the Northwest Yearly Meeting of Friends

Churches, but said corporation has no power to divert any gift, grant or bequest from the special purposes designated by the donor, and in general to do such other acts and things as may be authorized by law, and may be considered useful and necessary for the carrying on of the purposes and objectives of said corporation, as defined herein and as may be in harmony with the constitution and discipline of the Northwest Yearly Meeting, as now printed or later modified to be.

- (c) To promote and conduct the Quaker Hill Conference and other youth camps for the spiritual advancement of Friends Youth and Adult Groups of the said Boise Valley and Greenleaf Area Meetings of the Northwest Yearly Meeting of Friends Church.
- (d) To administer the grounds and property of the Quaker Hill Conference, Inc., and set conference and camp policies for all groups using the premises.
- (e) To borrow money, to issue bonds, debentures, notes and other obligations of this corporation from time to time, for any of the objectives or purposes of this corporation, and to mortgage, pledge, hypothecate or convey in trust, any or all of its property, to secure the payment thereof.
- (f) That where not inconsistent with the statutes of the State of Idaho, or with the United States Internal Revenue Code relating to non-profit corporations, it is the intent that the corporation shall be subject to the government of the Northwest Yearly Meeting of Friends Churches as from time to time authorized and declared.

(g) That several clauses contained in this statement of purposes shall be construed as both powers and purposes, and the statements contained in each clause shall be in no wise limited or restricted by reference to and inference from terms of any other clause, but shall be regarded as independent in purposes and powers, and no recitation, expression, or declaration of specific or special powers or purposes herein enumerated, shall be deemed to be exclusive but it is hereby expressly declared that all other lawful powers not inconsistent therewith are hereby included.

FOURTH: The duration of this corporation shall be perpetual.

. FIFTH: The location of the registered office of this corporation in the State of Idaho is Nampa Friends Church, 723 13th Avenue South, Nampa, Idaho, which said place shall be the principal office for the transaction of the business for this corporation.

• SIXTH: This corporation shall not be a stock company and shall issue no stock or stock certificates and this corporation is not organized for the purpose of pecuniary profit.

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 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 Third 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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.

. SEVENTH: Membership in this corporation shall be limited and confined to persons who have now or may hereafter affiliate with any of the Friends Churches of the Boise Valley or Greenleaf Area Meetings, and who subscribe to the beliefs and doctrines of the Friends Church.

. EIGHTH: The meetings of this corporation shall be held at its principal place of business on the third Tuesday of September of each year at the hour of 8:00 P.M. One member from each of two-thirds of the churches of said Boise Valley and Greenleaf Area Meetings shall constitute a quorum of this corporation.

. NINTH: This corporation has prepared and adopted an official corporate seal which is, for all purposes, the corporate seal for this corporation.

. TENTH: That the officers of this corporation heretofore elected, in accordance with the customs of said association, and who shall hold office until the selection and qualification of their successors, are as follows:

President:	James G. Snodgrass
Vice President:	Dr. Howard Mylander
Secretary-Treasurer:	Verla Armstrong

. ELEVENTH: That the Board of Directors of the corporation shall consist of up to 36 members. There shall be an equal distribution of members on the Board of Directors among said churches so far as possible and each church of the Quarterly Meetings shall have the right to have at least one member on the Board. The Board of Directors shall elect the officers of the corporation and shall manage the affairs

and effects and aims and purposes of the corporation. The officers shall not necessarily be also members of the Board of Directors. The Pastor and Friends Youth President of each church shall be ex-officio members of the Board of Directors, but without the right and power to vote on questions coming before the Board of Directors.

The present members of the Board of Directors are as follows:

*	Harold Antrim	**	Sandra Penix
**	Dan Kelley		Leon Williams
	Walter Wilhite	*	Glenn Armstrong
	Gail Snodgrass	**	Allen Smith
*	Merlin Roberts		Rolly Haines
*	Gordon Bennett		Glenn Koch
*	Earl Tycksen	*	Robert Morse
**	Stephen Beeson	*	Paul E. Goins
	Marvin Sheirban	**	Lu Ann Smith
	Alven Mahlen		Phyllis Roberts
*	Don Brown		Dean Douty
	Almer Crew	*	Clare Willcuts
	Glen Stansell	**	Mike Beavers
*	Harold Clark		Lawrence Lee
**	Mark Parrish	*	Allan Cole
	Harold Hadley		Vickie Hull
	Delwin Ireland		Gladys Jones
*	Russel Stands		Chester Birch

Key: * = Pastor
 ** = Friends Youth President
 (Both categories non-voting members)

. TWELFTH: These amended Articles of Incorporation shall take effect and be in full force and effect when these amended Articles of Incorporation, duly signed by the respective members of the Board of Directors and officers of the corporation and attested by its Secretary, are duly filed and recorded in the office of the Secretary of State, of the State of Idaho, and in the office of the Auditor and Recorder of Canyon County, State of Idaho.

IN WITNESS WHEREOF, The said Quaker Hill Conference, Inc., has this 22nd day of April, 1975, caused these amended Articles of Incorporation to be executed for and on behalf of the members of the corporation, and signed by the officers and Board of Directors, whose signatures appear below and attested by its Secretary.

President

James G. Snodgrass
James G. Snodgrass

Vice President

Howard W. Mylander
Howard W. Mylander

Secretary-
Treasurer
(Attest)

Verla Armstrong
Verla Armstrong

Directors

William S. Thomas
Paul Vance Lee
Donald Confort
Harvey L. Colby
John M. Sullivan
Walter J. Jones
John H. Hall
Richard L. ...

Directors (continued)

Sam Koch
Clare W. Hill
Glenn K. Armstrong
Harold Keith Clark
Paul E. Lewis
Robert M. Munn
Carl W. Munn
Howard J. Brown
J. Keith Wilson
Hathorn J. Smith
Charles W. Birch

STATE OF IDAHO,)
)
County of Canyon,) ss.

Verla Armstrong, being first duly sworn upon her oath,
deposes and says:

That at all times herein material she was and now is
Secretary-Treasurer of the Quaker Hill Conference, Inc., Nampa,
Canyon County, Idaho; that pursuant to notices published in the
Caldwell News Tribune, a meeting of the membership of the corporation
was held on the 22nd day of April, 1975, at the hour of 8:00 P.M. at
Nampa Friends Church for the purpose of considering the question of
amending the Articles of Incorporation of Quaker Hill Conference,
Inc., and to conduct such other business as should come before the
membership;

That a quorum of the directors and members of the corpora-
tion were present at said meeting and voted upon the question of
amending the Articles of Incorporation with a majority voting in
favor.

That as Secretary of the organization, she has access to
the official records of the organization, and hereby certifies that the
above duly appears in the records of the corporation.

Verla Armstrong
Verla Armstrong

SUBSCRIBED and SWORN TO before me this 29 day of
April, 1975.

Sam A. Koch
NOTARY PUBLIC for Idaho
Residing at Caldwell
My commission expires: June 6, 1978