

State of Idaho

Department of State

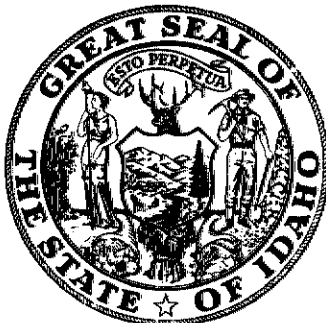
CERTIFICATE OF AMENDMENT OF

HAWKWEED ACTION COMMITTEE, INC.
File Number C 105080

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 HAWKWEED ACTION COMMITTEE, 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: March 10, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Davis*

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ARTICLES OF AMENDMENT
SECRETARY OF STATE
TO THE

ARTICLES OF INCORPORATION

OF

HAWKWEED ACTION COMMITTEE, INC.

Pursuant to the provisions of Section 30-3-93 of the Idaho Nonprofit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Hawkweed Action Committee, Inc.

SECOND: The following amendments to the Articles of Incorporation were adopted by a vote or written assent of the membership, which was equal to or greater than sixty-seven percent (67%) of the total voting power of the corporation in a manner prescribed by the Idaho Nonprofit Corporation Act and Article VIII of the Articles of Incorporation:

Article III shall be amended to read:

This Committee does not contemplate distribution of gains, profits, or dividends to its Members. The specific primary purposes for which it is formed is to provide for the management and administration of the promotion and funding of hawkweed biological control activities and any other lawful transactions.

In furtherance of said purposes, this Committee shall have power to perform all acts allowed by law and not inconsistent with the Idaho Nonprofit Corporation Act. This corporation is organized exclusively for

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ARTICLES OF AMENDMENT TO THE
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charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Article VII shall be amended to read:

Upon the dissolution, liquidation or abandonment of the Committee for any purpose, after adequately providing for the debts, liabilities and obligations of the Committee, the assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code) or shall be distributed to the federal government, for a public purpose. Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the committee 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 shall be added to the Articles of Incorporation to read:

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 1986 (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 1986 (or corresponding provision of any future United States Internal Revenue law).

THIRD: The following is set forth pursuant to Idaho Code Section 30-3-93

- a) Number of memberships outstanding: 10
- b) Classes of membership: one only
- c) Total votes for these amendments: 8
- d) Total Votes against these amendments: 0

This action taken this 2nd day of March, 1995.

ATTEST:

HAWKWEED ACTION COMMITTEE, INC.

BY:

Harry M. Eder
HARRY M. EDER,
Secretary

BY:

Bruce Benjamin Marsh
BRUCE BENJIMAN MARSH,
President

STATE OF IDAHO)

County of Benewah)

ss.

On this 2nd day of March, 1995, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Bruce Benjiman Marsh and Harry M. Eder, known or identified to me to be the President and Secretary of HAWKWEED ACTION COMMITTEE, INC., the persons whose names are subscribed to the within instrument, and acknowledged to me that they have authority to execute this instrument on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

James K. Webster
Notary Public for the State of Idaho
Residing in St. Maries, Idaho
My commission expires: 10/14/97