

FILED EFFECTIVE

ARTICLES OF AMENDMENT
OF
FIRST JUDICIAL DISTRICT CASA PROGRAM, INC.

2004 SEP 10 AM 9:05
STATE OF IDAHO

The undersigned, Directors of the above corporation, hereby certify and signify by their signatures that the Articles of Incorporation of First Judicial District CASA Program, Inc., are amended as follows:

1. The name of the corporation is First Judicial District CASA Program, Inc.
2. Article VII of the Articles of Incorporation is amended in its entirety and shall henceforth read as follows:

This Corporation shall have no members, pursuant to Idaho Code § 30-3-36.

3. Article VIII, paragraph one, of the Articles of Incorporation is amended in its entirety and shall henceforth read as follows:

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) and no more than eleven (11) individuals. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

4. Article IX of the Articles of Incorporation is amended in its entirety and shall henceforth read as follows:

Article IX. Liability

A director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director, except for liability (1) for any breach of a director's duty of loyalty to the Corporation; (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) for that provided for under the Idaho Nonprofit Corporation Act.

If after approval of this Article IX, the Idaho Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the fullest extent permitted by the Act, as so amended.

IDAHO SECRETARY OF STATE
09/10/2004 05:00
CK: 5439 CT: 182081 BH: 765528
1 @ 30.00 = 30.00 NON PROF A # 2

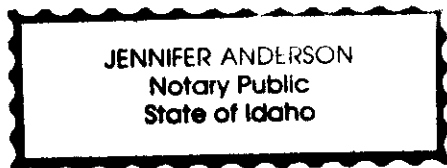
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5. The amendments in paragraph 2, 3 and 4 above were approved by a majority vote of the Board of Directors in office on August 16, 2004.
6. Approval of members was not required because there are no members other than the Board of Directors, as of this date. Further approval of the amendments as required by Idaho Code, Section 30-3-99 is not required.

Phyllis Jackson
Terrance Mc Gregor
Wm. S. Hays
B. Veronica Best
Dwight B. ...

Jim M. Burch
[Signature]
Rachel A. Riggs
[Signature]

Subscribed and Sworn before me this 16th day of August, 2004.



Jennifer A. Anderson
Notary Public for Idaho
Currently Residing at: *Rathdrum*
My Commission Expires: *11/16/06*