

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

BASQUE CULTURAL CENTER OF IDAHO, INC.

File Number C 79874

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 BASQUE CULTURAL CENTER OF IDAHO, INC., changing the corporate name to BASQUE MUSEUM & CULTURAL CENTER, INC., duly executed 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: May 24, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

L. Dumont

May 24 2 43 PM '96

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BASQUE MUSEUM & CULTURAL CENTER, INC.
(FORMERLY BASQUE CULTURAL CENTER OF IDAHO, INC.)

SECRETARY OF STATE

KNOW ALL PERSONS BY THESE PRESENTS: That I, the undersigned, who is of legal age and a citizen of the United States of America, has this day voluntarily formed a non-profit corporation (hereafter "Corporation") under and pursuant to the laws of the States of Idaho, including Idaho Code, Title 30, Chapter 3. Pursuant thereto I certify as follows:

ARTICLE I

NAME

The name of this non-profit Corporation is:

BASQUE MUSEUM & CULTURAL CENTER, INC.

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

IDAHO SECRETARY OF STATE
DATE 05/24/1996 0900 65473

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CK #: 2392 CUST# 20522

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ARTICLE III

EXEMPT STATUS

The Corporation is organized and shall be operated to attract substantial support from contributions, directly or indirectly, from persons within and without the community of Boise City, Idaho and Ada County, Idaho, for the sole and exclusive use and benefit of the Basque Museum and Cultural Center at 611 Grove Street, Boise, Idaho and for the operation of the adjacent Cyrus Jacobs-Uberuaga-Garro Center. The Corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Corporation is or shall be distributable to, or inure to the benefit of the Directors or officers of the Corporation except to the extent permitted under the Idaho Nonprofit Corporation Act (Title 30, Chapter 3, Idaho Code). 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 of) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision contained in these Articles of Incorporation, the Corporation shall not carry on any other activity 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, as amended (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, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

PURPOSES

This Corporation is organized and shall be operated exclusively for educational and charitable purposes and subject to this limitation, the purposes and power of the Corporation shall be as follows:

A. To stimulate the interest of the public (individual and corporate), friends and supporters of the Basque Museum and Cultural Center or, its successors, if ever there be one, in the development and offering of Basque literature, language studies, history, and the assembling and maintenance of a collection of Basque-related artifacts and, secondarily, to stimulate the interest of the public (individual and corporate), supporters and friends in the promulgation, advancement and maintenance of the Basque literature, language, history and culture in this state or elsewhere.

B. To accept, hold, invest, reinvest and administer any gifts, bequests, devises, benefits of trusts (but not to act as trustee of any trust), and property of any type or kind, without limitation as to amount or value, and to use, disburse or donate the principal and/or income from said property solely for the purposes provided in these Articles of Incorporation.

C. Generally, the Corporation may have and exercise all such powers as are by law conferred upon such corporations of like character, and, in carrying out its purposes the Corporation may do any and all things necessary thereto and may exercise any and all powers not prohibited by these Articles of Incorporation or law, and not prohibited to non-profit tax-exempt corporations.

ARTICLE V

REGISTERED AGENT AND OFFICE

The initial Registered Agent of this Corporation is hereby designated to be Adelia Garro Simplot and the initial Registered Office of this Corporation is hereby designated to be One Capital Center, 999 Main Street, Suite 1300, Boise, Idaho 83702, which address is the business office of the Registered Agent designated above. In the future, the President of the Corporation or other person designated by the Board of Directors shall be the Registered Agent, and the address of such Registered Agent shall be the address of the Registered Office of the Corporation.

ARTICLE VI

MEMBERS

Members of the Corporation shall be admitted in accordance with criteria prescribed in the Bylaws or by resolution of the Board of Directors.

ARTICLE VII

BOARD OF DIRECTORS

The number of Directors constituting the Board of Directors of this Corporation shall be no less than three (3) nor more than twenty (20), the exact number of which shall be set forth in the Bylaws of the Corporation. The following named persons are appointed as the Board of Directors to serve until the initial Board of Directors is elected as provided in Article VIII, below:

<u>NAME</u>	<u>ADDRESS</u>
Pete Cenarrusa	2400 Cherry Lane Boise, Idaho 83705
Adelia Garro Simplot	904 South Owyhee Street Boise, Idaho 83705
Pat Bieter	926 North 8th Street Boise, Idaho 83702
Eloise Bieter	926 North 8th Street Boise, Idaho 83702
Romaine Galey Hon	140 Main Street Boise, Idaho 83702
Willis E. Sullivan, III	118 North Walnut Street Boise, Idaho 837012
Joe Eiguren	1426 Shenandoah Court Boise, Idaho 83712
Arthur A. Hart	8035 Crestwood Drive Boise, Idaho 83704
Patty Miller	1424 Warm Springs Avenue Boise, Idaho 83712
Delphina Arnold	406 West Franklin Boise, Idaho 83702
Al Erquiaga	9450 Malad Street Boise, Idaho 83709
William S. Campbell	3507 Windsor Drive Boise, Idaho 83705
David Navarro	3511 Barberry Drive Boise, Idaho 83703

ARTICLE VIII

ELECTION OF DIRECTORS

Following the appointment of the initial Board of Directors of the Corporation, all vacancies on the Board shall be filled by a majority vote of the members of the Corporation, or as otherwise provided in the Bylaws of the Corporation, the persons so elected to serve for such terms as shall be determined by the Board of Directors of the Corporation.

Each of the Directors above-designated shall hold office until his or her successor is elected and qualified.

ARTICLE IX

PRIVATE PROPERTY NOT LIABLE

The private property of the Directors and officers of this Corporation shall not be subject to the payment of any debt of the Corporation.

ARTICLE X

PROHIBITION ON PAYMENTS

No Director or officer of this nonprofit Corporation shall receive any of the income or other property of this nonprofit Corporation, but the foregoing shall not bar such person from receiving payments for services actually rendered, materials furnished, actual expenses incurred or money loaned to the Corporation and all funds of this Corporation shall be used solely and exclusively to carry out the purposes of this Corporation.

ARTICLE XI

OFFICERS

The officers of the Corporation shall be President, Vice President, Secretary and Treasurer, and such other officers as the Board of Directors shall deem necessary. Each of the officers shall have such powers as are conferred by the Bylaws of the Corporation. Officers shall be appointed and removed in accordance with provisions stated in the Bylaws.

ARTICLE XII

DISTRIBUTION ON DISSOLUTION

Upon the dissolution or other termination of this Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the Directors or officers of the Corporation, but all such property and proceeds, subject to the discharge of the valid obligations of the Corporation, and to the applicable provisions of the Idaho Nonprofit Corporation Act (Title 30, Chapter 3, Idaho Code), shall be distributed as follows:

- A. To the Euskaldunak, Inc., an Idaho nonprofit corporation.
- B. If the said Euskaldunak, Inc., is not then in existence then, as directed by the Board of Directors of this Corporation among one or more corporations, trusts, community funds or foundations organized and operated exclusively for cultural or educational purposes, no part of the net earnings of which inure to the benefit of any private shareholder, member of individual, and no substantial part of whose activities consists of carrying on propaganda or otherwise attempting to influence legislation or which does not participate or intervene in any

political campaign on behalf of any candidate for public office, or to other entities of the type which qualify for Federal Income Tax Exemption under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

ARTICLE XIII

INCORPORATOR

The name and address of the incorporator of the Corporation is as follows:

Adelia Garro Simplot

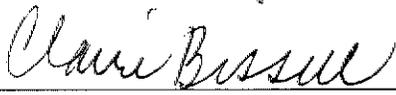
904 South Owyhee Street
Boise, Idaho 83705

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 8th day of November, 1985 and again on May 24, 1996, following approval of the amendments reflected herein.



Adelia Garro Simplot

These AMENDED AND RESTATED ARTICLES OF INCORPORATION OF BASQUE MUSEUM & CULTURAL CENTER, INC. were unanimously approved by the Board of Directors at a Board of Directors meeting duly held on April 18, 1996, and were unanimously approved by vote of the Members of the Corporation at the Annual Members meeting duly held on May 23, 1996, both at 611 Grove Street, Boise, Idaho 83702.



Secretary



President