

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

HAGERMAN VALLEY SENIOR CITIZENS, INCORPORATED
File Number C 58070

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 HAGERMAN VALLEY SENIOR CITIZENS, INCORPORATED, changing the corporate name to HAGERMAN VALLEY SENIOR AND COMMUNITY CENTER, INCORPORATED, duly signed and verified 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: February 21, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

HAGERMAN VALLEY SENIOR AND COMMUNITY CENTER, INCORPORATED

Articles of Incorporation, Amended as Authorized by the resolution to amend, presented at a general meeting of the members, December 6, 1994 and approved by a majority vote of all members present at that meeting.

Resolution to amend the following articles of the Articles of Incorporation, dated March 15, 1989.

Add the words "And Community Center" to the name of the Corporation. Article I and all portions showing the name of the Hagerman Valley Senior Citizens, Incorporated. Add and incorporate in the purpose and meaning of Community Center.

ARTICLES OF INCORPORATION

OF

HAGERMAN VALLEY SENIOR AND COMMUNITY CENTER, INCORPORATED
KNOW ALL PERSONS TO WHOM THESE PRESENT COME:

THAT WE, the undersigned, being citizens of the United States of America and of lawful age, for the purpose of forming a non-profit corporation pursuant to Chapter 1, Title 30, Section 117A of the Idaho Code, and for the purposes expressed herein, do hereby adopt the following
ARTICLES OF INCORPORATION:

ARTICLE I

NAME

The name of this Corporation shall be Hagerman Valley Senior and Community Center, Incorporated.

ARTICLE II

DURATION

This Corporation shall have perpetual duration.

ARTICLE III

PLACE OF BUSINESS

The location and post office address of the Corporation registered office in the state of Idaho is 140 East Lake St., Hagerman, Gooding County, Idaho.

ARTICLES OF INCORPORATION (page 1)

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ARTICLE IV

PURPOSES AND POWERS

This Corporation is organized for the purpose of promoting, encouraging and advancing the social, nutritional, educational, and economic welfare of all senior citizens. The second purpose of the Corporation is to bring unity, community services and outreach to the geographic area of Idaho described in the By-Laws of the Corporation. In furtherance of this broad purpose, the Corporation is empowered to:

1. collect, prepare and circulate information on all aspects of aging programs, activities of the senior citizens and all community activities pertaining to the use and purpose of the Corporation premises;
 2. provide guidance, leadership, consultation, and assistance to existing agencies and to communities seeking to establish new senior citizens centers;
 3. provide opportunities for the exchange of ideas and information through conferences, seminars, and other means of communications;
 4. establish a referral service for interested persons to other agencies;
 5. assist in improving and increasing services to the entire community by working closely with organizations and governmental agencies at all levels;
 6. improve service through the encouragement and initiation of research projects;
 7. recommend education and training for persons interested and involved in programs for the aging;
 8. serve as an advocate for the Older Americans to governmental departments, volunteer agencies and service organizations;
 9. establish and exchange reasonable and personal standards and practices within both the senior and general community;
- and

10. initiate, promote and support institutional changes to benefit aging persons and community residents with needs.

In furtherance of these purposes, the Corporation is empowered to contact and mobilize all available resources, federal, state, and private; to take and hold, directly or indirectly, by request, devise, gift, purchase or lease, either absolutely or in trust for any of its purposes, any property, real or personal without limitations as to amount or value; to borrow money, draw, make, accept, endorse, transfer, assign, execute, and issue bonds, debentures, notes, and other evidence of debt and for the purpose of securing indebtedness or contracts, assign, deliver, convey, mortgage, or pledge any property real or personal without limitation as to amount or value for any of its purposes; to buy, sell, trade and deal in, stocks, bonds, securities of every nature, on margin or otherwise, and in connection therewith to borrow money and to pledge any and all stocks, bonds, securities, commodities, and contracts for the future delivery thereof.

This Corporation is organized exclusively for charitable purposes, including, for such purpose, 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.) No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this 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, this Corporation shall not carry on any other activities not permitted to be carried on by Corporations 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.)

ARTICLE V

EARNINGS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, 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 payment and distribution in the furtherance of the purposes set forth in Article IV.

ARTICLE VI

MEMBERSHIP

This Corporation is formed without any purposes of pecuniary profit to itself or its members and shall have no capital stock. Membership shall be by association and not by membership card. The voting rights and incidents of membership of all members shall be equal.

Any person above the legal age of twenty one (21) years of age, or their spouses residing within the boundaries outlined in the Policy and Procedures Manual, may become a member of the Corporation if he or she demonstrates an interest in the purposes of the Corporation. There shall be no discrimination based on race, creed, sex, or national origin.

ARTICLE VII

DIRECTORS

The affairs of this Corporation shall be conducted by a Board of Directors, who shall be members of the corporation. The Board shall consist of no less than the number required by the laws of the State of Idaho, and under no circumstances less than five (5). The numbers and qualifications of the Board of Directors shall be set forth in the By-Laws. The board of Directors shall conduct all the business of this Corporation.

ARTICLE VIII

OFFICERS

The officers of the Corporation shall be selected from the members of the Board of Directors; their specific duties and method of selection shall be provided in the By-Laws.

ARTICLE X

QUORUM

A quorum for the meeting of the members of this Corporation shall be two-thirds (2/3) majority of membership present and in good standing, plus at least three (3) Board of Directors present at any meeting of the members.

ARTICLE XI

LIABILITY

The private property of the members of this Corporation shall not be subject to the payment of the corporate debts and no member shall become individually liable or responsible for any debts or liabilities of the Corporation.

ARTICLE XII

AMENDMENTS

These Articles of Incorporation and the By-Laws of the Corporation may be repealed, altered and amended or new Articles of Incorporation or new By-Laws may be adopted by the members, at any regular or special meeting of the members, by a majority vote of the membership of this Corporation as outlined in Article II Section C of the By-Laws providing a quorum is present.

ARTICLE XIII

DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this Corporation, dispose of all 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 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 membership shall so determine.

IN TESTIMONY WHEREOF the following persons acknowledge that they are citizens of the United States, of lawful age, and have joined together to incorporate this organization under Chapter I, Title 30, Section 117A, of the Idaho Code.

JAN VARGO

RUDY KIPP

EDITH VERNON

~~IRENE LEMMON~~ Resigned 1/27/95

SANDRA PETRONEK

LINDA SCHUELER

VIRGINIA SCHUELER

On this 7 day of February, 1995,
before me, the undersigned, a Notary Public in and for the
State of Idaho, personally appeared,

Jannanne Vargo
Chairperson
Sandra Petronek
Secretary

Edith L. Vernon
Vice Chairperson
Rudy Kipp

Virginia Schueler
Linda Schueler

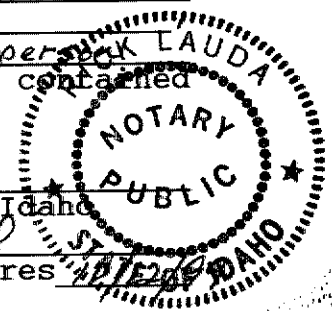
known to me to be the persons whose names are subscribed to
the within Articles of Incorporation and acknowledge to me
that they executed the same.

STATE OF IDAHO)
COUNTY OF GOODING)

I, Rick Lauda, a notary public, do
hereby certify that on this 7th day of February,
1995, personally appeared before me Jannanne Vargo,
who, being by me first duly sworn, declared that he/she is
the Chairperson of Hagerman
Valley Senior and Community Center, Inc.
that he/she signed the foregoing document as Chairperson
of the corporation, and that the statements therein contained
are true.

Rick Lauda

Notary Public for Idaho
Residing at: Buhl
My Commission Expires: 10/12/99



CORPORATION

STATE OF IDAHO)
COUNTY OF Gooding)

On this 7th day of February, in the year 1995, before
me a Notary Public in and for said State, personally
appeared Sandra Petronek, Jannanne Vargo, Virginia
Schueler, Linda Schueler, Edith L. Vernon, Rudy Kipp
known or identified to me Sandra Petronek Secretary
of the Corporation that executed the within instrument on
behalf of corporation therein named, and acknowledged to me
that such corporation executed the same.
WITNESS my hand and official seal.

Rick Lauda

Notary Public for Idaho
Residing at Buhl
My Commission Expires: 10/12/99

