

State of Idaho

Department of State

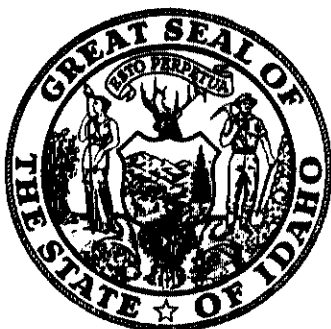
CERTIFICATE OF AMENDMENT OF

FRIENDS OF THE LIBRARY, INC.

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 FRIENDS OF THE LIBRARY, INC. 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: January 14, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl DeWries*

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ARTICLES OF INCORPORATION
OF
FRIENDS OF THE LIBRARY, INC.
AS AMENDED DECEMBER 28, 1993

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, we, the undersigned, each being full age of majority, residents of the State of Idaho, and citizens of the United States, having formed a corporation for the purposes hereinafter stated, which said corporation was issued a Certificate of Incorporation dated September 22, 1993, under and by virtue of the general laws of the State of Idaho authorizing the formation of corporations; do hereby certify as follows:

1. having associated ourselves as incorporators with the intention of forming a NON-PROFIT corporation, and having submitted the Articles of Incorporation which were approved by the Secretary of State of the State of Idaho to the Internal Revenue Service; and

2. the Internal Revenue Service having reviewed the Articles is requiring the addition of certain wording in order for the corporation to qualify as an exempt organization under the terms of Section 501(c)(3) of the Internal Revenue Code; and

3. we, the undersigned, being at the present time not only the 5 incorporators, but the only members of the corporation, and thus the five persons entitled to vote on any matters relating to the corporation, having met on the 28th of December, 1993, for the purpose of discussing and voting on the amendments to the Articles of Incorporation as required by the IRS; and

4. each of us, the five undersigned incorporators and Board of Directors of the corporation, voted on the 28th day of December, 1993, in favor of approving and adopting each of the required changes, which said changes consist of the underlined wording found in Article III (addition of "Section 501(c)(3)" and the statement that no activity prohibited to exempt organizations will be carried on by the corporation) and the underlined wording found in Article VII (statement that upon dissolution, if the City does not or cannot accept the corporate assets, they will be distributed to another exempt organization);

NOW, THEREFORE, we hereby further certify that the following shall be the Articles of Incorporation, as amended December 28, 1993, of the Friends of the Library, Inc.

Article I.

The name of the corporation shall be:

FRIENDS OF THE LIBRARY, INC.

Article II.

The corporation shall have perpetual existence.

Article III.

This corporation is organized as a non-profit corporation, exclusively for charitable, cultural, education, scientific, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as the same may be from time to time amended.

A. The primary activity of the corporation shall be to solicit and receive contributions of money or real or personal property from public or private sources and to utilize said monies or assets for the promotion and operation of the City of Pocatello Public Library. Notwithstanding any other provision of these Articles, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

B. The purpose of this organization and the above activities shall be to assist the City of Pocatello, a governmental unit, in developing facilities and programs to meet community needs and responsibilities with respect to its library facilities and functions; to assist in promoting knowledge; to provide a location for individuals and organizations to express ideas and gain knowledge.

Article IV.

In order to accomplish its objective, the corporation shall have the following powers, which shall be deemed to be in furtherance and not a limitation of the general powers conferred upon educational and charitable corporations under the laws of the State of Idaho:

A. To receive, acquire, hold, own, make, administer, invest and reinvest any and all monies, securities, evidences of indebtedness or other property, real or personal, as may from time to time be given, sold, transferred, rented, conveyed or assigned it by any person, firm, committee, association or corporation; to take by devise or bequest or otherwise, within the limitations provided by law, any and all property heretofore or hereafter devised or bequeathed by will or otherwise, or in any manner granted or conveyed to it; to exercise, in respect to any and all such property, any and all right, powers, and privileges of individual ownership; from time to time to pay, apply, or otherwise utilize any principal and income thereof but only for the purposes for which the corporation is formed.

B. To purchase, or otherwise acquire, hold, lease, convey, mortgage or otherwise dispose of real and personal property or interest therein.

C. To cooperate with or engage the service of any person, firm, association, corporation, government, or public agency, which may assist in carrying out the corporate purposes and in furtherance of such purposes to give financial or other voluntary assistance thereto.

D. To enter into affiliations, contracts, agreements, undertakings or otherwise within the limitations provided by law.

Article V.

The location and mailing address of the registered office of this corporation and the place where the principal business of this corporation is to be transacted is 911 North 7th, Pocatello, Idaho, (mailing address P.O. Box 4169, Pocatello, ID 83205.) The initial registered agent for the corporation shall be Karen McGee, whose registered office and mailing address is the same as that of the corporation.

Article VI.

The number, qualifications, terms of office, manner of election and powers and duties of officers, committee chairmen or directors shall be fixed and may be altered from time to time as may be provided in the By-Laws. Names and addresses of initial officers and organizers of the corporation, who shall serve until the first election, are the same as that of the incorporators in Article VIII herein.

Article VII.

The corporation is not organized for pecuniary profit; it shall not have any power to issue certificates of stock or declare dividends. It shall be organized upon a non-stock certificate of membership or enrollment register basis. Internal affairs of the corporation shall be regulated by the By-Laws. No part of the retained earnings, monies or other assets of the corporation shall inure to the benefit of or be distributable to any members, director, officer or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments or distributions in the furtherance of the purposes of the organization. Upon the dissolution of the corporation, the directors 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 by giving them to the governmental unit known as the City of Pocatello for public library purposes. However, if the named recipient is unwilling or unable to accept the

distribution, then the assets of this organization will be distributed to a fund, foundation, or organization which is organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code.

Article VIII.

The names and addresses of the incorporators and organizers, who shall serve as the initial Board of Directors of the corporation until the election of their successors, are:

Rayna Valentine
20 Orchard
Pocatello, ID 83204

Bette Cagen
2833 Silverwood Place
Pocatello, ID 83201

Karen McGee
911 North 7th
P.O. Box 4169
Pocatello, ID 83205

Gregory Anderson
1833 Arlington Drive
Pocatello, ID 83204

Peter J. Angstadt
5165 Leonard Road
Pocatello, ID 83204

Article IX.

The corporation shall be governed by the non-profit corporation laws of the State of Idaho. The management of the corporation is vested in its members pursuant to Section 30-314(c), Idaho Code. The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now, or hereafter, provided by law, and all rights conferred on members are granted subject to this reservation.

IN WITNESS WHEREOF, we have approved and adopted these AMENDED Articles of Incorporation, this 28th day of December, 1993.


Rayna Valentine

Bette Cagen
Bette Cagen

Karen McGee
Karen McGee

Gregory Anderson
Gregory Anderson

Peter J. Angstadt
Peter J. Angstadt

STATE OF IDAHO

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: ss:

County of Bannock

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On this 13th day of January, 1994, before me, the undersigned, a Notary Public in and for the State, personally appeared Bette Cagen, Karen McGee, Gregory Anderson, Peter J. Angstadt and Rayna Valentine, known to me or proved to me to be the persons whose names are subscribed to the foregoing instruments, and acknowledged to me that they executed the same.

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

Cara Lewis
NOTARY PUBLIC FOR Idaho
Residing in Pocatello Idaho
My commission expires: 11/6/98