

State of Idaho

Department of State.

CERTIFICATE OF AMENDMENT OF

HAGERMAN VALLEY SENIOR CITIZENS, INCORPORATED

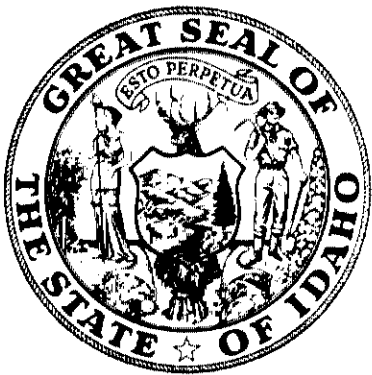
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

HAGERMAN VALLEY SENIOR CITIZENS, INCORPORATED

duly signed and verified pursuant to the provisions of the Idaho Business 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 17 _____, 19 89 _____



Pete T. Cenarrusa

SECRETARY OF STATE

John J. Clark
Corporation Clerk

HAGERMAN VALLEY SENIOR CITIZENS, INCORPORATED

Articles of Incorporation, Amended as Authorized by
the resolution to amend, presented at a special meeting of
the members, January 11, 1989 and approved by a majority
vote of over fifty (50) members present at that meeting.

Resolution to amend the following articles of the
Articles of Incorporation, dated March 22, 1978.

Add the word Incorporated to the heading.

Articles IV, VI, VII, VIII, IX, X, XI, XII, XIII, XIV,
AND XV.

ARTICLES OF INCORPORATION

OF

HAGERMAN VALLEY SENIOR CITIZENS, INCORPORATED

KNOW ALL PERSONS TO WHOM THESE PRESENTS 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 pur-
poses expressed herein, so hereby adopt the following
ARTICLES OF INCORPORATION:

ARTICLE I

NAME

The name of this Corporation shall be Hagerman
Valley Senior Citizens, Incorporated.

ARTICLE II

DURATION

This Corporation shall have perpetual duration.

ARTICLE III

PLACE OF BUSINESS

The location and postoffice address of the Corp-
oration's registered office in the state of Idaho is
Hagerman, Gooding County, Idaho.

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 in 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 program and activities;
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 communication;
4. establish a referral service for interested persons to other agencies;
5. assist in improving and increasing services to older persons 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. establish an exchange of reasonable personnel standards and practices;
9. serve as an advocate for older Americans to governmental departments, volunteer agencies and service organizations; and
10. initiate, promote and support institutional changes to benefit aging persons.

In furtherance of these purposed, the Corporation is empowered to contact and mobilize to the fullest extent possible 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 Corporation 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 distributable 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 payments and distributions 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 60 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 IX
ANNUAL MEETING

The annual meeting of the members shall be held in Hagerman, Idaho, during the month of December each year, for the purpose of electing directors and the transaction of such other business as may come before the meeting. The place of the meeting shall be the registered office of the Corporation or such other place as may be established in the By-Laws. The Chairman, or a majority of the Board of Directors, or 15 members of this corporation may call a meeting of the members after giving of proper notice as set forth in the laws of the State of Idaho or in the By-Laws.

ARTICLE X
QUORUM

A quorum for the meeting of the members of this Corporation shall be the greater of 10% of the members or fifty (50) members plus three (3) directors from the current membership.

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 A 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 117 A, of the Idaho Code.

Doyle Bosh

George Palmer

Nevs Kreuger

Laura McAnulty

Reva Owsley

On this _____ day of _____, 19____, before me, the undersigned, a Notary Public in and for the State, personally appeared,

William M. Nye Chairman
Wesley La Grange member
John L. Yarbrough member
Martha Loss Vice Chair

Judy Crist Secretary
Glenn Ackerman
Doyle Bosh

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

STATE OF IDAHO } ss
COUNTY OF Booming

I, Robert H. LAWSON, a notary public, do hereby certify that on this 15 day of March, 1989, personally appeared before me William M. Nye, who, being by me first duly sworn, declared that he is the Chairman of Boond-Hagerman Valley Senior Citizens Incorporated, that he signed the foregoing document as Chairman of the corporation, and that the statements therein contained are true.

Robert H. Lawson
Notary Public for Idaho
Residing at: Hagerman
My Commission Expires: 2-28-95

CORPORATION

STATE OF IDAHO } ss.
COUNTY OF Booming

On this 3 day of March, in the year 1989, before me a Notary Public in and for said State, personally appeared William Nye, Wesley La Grange, Karen Yarbrough, Martha Loss, The Ackerman known or Doyle Bosh identified to me to be the Judy Crist 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.

Robert H. Lawson
Notary Public for Idaho
Residing at Hagerman
My commission expires: 2-28-94