

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
IDAHO ASSOCIATION OF PRIVATE DEVELOPMENTAL  
DISABILITY CENTERS, INC.**

97 SEP 18 AM 8:47  
SECRETARY OF STATE  
STATE OF IDAHO

Pursuant to Idaho Code §§ 30-3-90, 30-3-91, 30-3-93 and 30-3-94, the members and directors of the Idaho Association of Private Developmental Disability Centers, Inc., an Idaho nonprofit corporation ("Corporation"), hereby take the following action at a regular membership meeting called upon proper notice on August 22, 1997:

BE IT RESOLVED THAT effective August 22, 1997, the Articles of Incorporation of the Idaho Association of Private Developmental Disability Centers, Inc., are hereby amended and restated by this action. Article I, Corporate Name, is amended and rewritten as set forth in the Amended and Restated Articles of Incorporation which follow. Article VIII, Principal Office and Registered Agent, is changed to reflect the name and address of the new registered office and registered agent. Article IX, Indemnification, is an addition to the former Articles of Incorporation. Except for the designated amendment of Articles I and VIII, and the addition of Article IX, the Restated Articles of Incorporation which follow correctly set forth without change the corresponding provisions of the Articles of Incorporation as heretofore adopted and amended.

Approval by the members is required to adopt the foregoing amendments. There is only one class of members entitled to vote. The number of memberships outstanding is 24, and the number of votes entitled to be cast is 24. The number of votes actually cast is 18, and the number of votes cast for the amendments is 18. This is a sufficient number of votes for approval by the members.

IDAHO SECRETARY OF STATE

09/18/1997 09:00  
CK: 1497 CT: 9686 BH: 39584

1 @ 38.00 = 38.00 NON PROF A

089617

The Restated Articles of Incorporation together with the amendments to Articles I and VIII, and the addition of Article IX, supersede the original Articles of Incorporation and all previous amendments thereto and are set forth fully and completely as follows:

## **ARTICLE I CORPORATE NAME**

The name of this Corporation shall be changed to:

**IDAHO ASSOCIATION OF DEVELOPMENTAL  
DISABILITIES AGENCIES, INC.**

## **ARTICLE II NONPROFIT STATUS**

The Corporation is a nonprofit corporation.

## **ARTICLE III PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

## **ARTICLE IV PURPOSES**

A. This Corporation is organized for charitable and educational purposes as may qualify it as 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), but are not limited to those set out in subsection (b) of this article.

B. The purposes for which the Corporation is organized are:

(1) To promote the development of standards, adequate programs, and adequate resources of income to support developmental services for persons with developmental disabilities.

(2) To promote the concept of developmental services with governmental, nongovernmental, public, and private agencies as being a viable existing resource and a right in the continuum of services for persons with developmental disabilities.

(3) To promote the role of providers of developmental services in state, regional, and national settings.

(4) To work cooperatively with lawmakers and lawmaking bodies to promote legislation beneficial to positive programs and services for persons with developmental disabilities.

(5) To encourage and promote higher standards of care and programs in developmental services for persons with developmental disabilities.

(6) To encourage the application of the highest ethical standards and to exchange ideas relative to developmental programs for persons with developmental disabilities.

(7) To work cooperatively with other agencies and organizations with similar interests and concerns in the care and training of persons with developmental disabilities.

(8) To unite in any way that might be advantageous to serving persons with developmental disabilities.

(9) To establish a mechanism for keeping all interested persons informed of the goals, objectives and progress of the Association.

(10) To take, receive, hold, and convey real and personal income necessary or convenient for the purposes of the Association, and take, receive, hold and convey other real and personal resources which shall be applied to the purposes and needs of the Association.

(11) To carry on any other business in connection therewith not contrary to the laws of the State of Idaho, and with all powers conferred upon nonprofit corporations by the laws of the State of Idaho, and the Association is formed upon the articles, conditions, and provisions herein expressed, and subject in all particulars to the limitations relating to nonprofit corporations which are contained in the laws in the State of Idaho.

## **ARTICLE VI NONPROFIT PROVISIONS**

No part of the net earnings of the Corporation shall inure to the benefits 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 furtherance of the purposes set forth in Article IV hereof. 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 any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

## **ARTICLE VI MEMBERSHIP**

A. The Corporation is to have members. The management of all affairs and business of the Corporation shall be vested in the members. The number, classifications, qualifications, powers, duties, amount of assessments (which are hereby authorized), meetings, voting, and other provisions as to members shall be prescribed in the Bylaws of the Corporation.

B. The officers of the Corporation shall be designated, named, elected, or appointed in a manner to be prescribed in the Bylaws of the Corporation.

## **ARTICLE VII TERMINATION OF CORPORATION**

The Corporation may be terminated and dissolved and will cease to exist upon a two-thirds (2/3) vote of the members at a special meeting with written notice of such proposed termination of the corporation to each member.

Upon dissolution, the balance (if any) of money received by the Corporation from operations, after payment in full of all operating expenses, debts, and obligations of the Corporation of whatever kind or nature, shall be used only for purposes consistent with Articles IV and V above.

## **ARTICLE VIII PRINCIPAL OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Corporation is:

Ronald H. Ruppe  
2705 E. Main St.  
Lewiston, Idaho 83501

The name and street address of the registered agent is as follows:

Ronald H. Ruppe  
2705 E. Main St.  
Lewiston, Idaho 83501

## **ARTICLE IX INDEMNIFICATION**

The Corporation will indemnify any director, officer, employee, or agent of the corporation made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than one by or in the right of the corporation to procure a judgment in its favor, brought to impose a liability on such person for an act alleged to have been committed by such person in his or her capacity as director or officer of the Corporation, or as director, officer, employee or agent of any other entity when he or she served at the request of the Corporation), by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise. Indemnification shall include judgments, amounts paid in settlement and reasonable expenses, including attorney fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal therein. Indemnification shall occur if such person is either successful in his or her defense or if the proceeding is terminated by settlement, and if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. In criminal actions or proceedings, indemnification shall occur only if such person had reasonable grounds for belief that such action was lawful.

DATED to be effective August 22, 1997.

By Sharon Ashcraft, President  
Sharon Ashcraft, President

ATTEST:

By Ronald H. Rappe, Secretary  
Ronald H. Rappe, Secretary

STATE OF IDAHO )  
 : ss.  
County of Ada )

On this 11<sup>th</sup> day of September, 1997, before me, the undersigned, a notary public in and for said state, personally appeared Sharon Ashcraft, known or identified to me to be the President of the Idaho Association of Developmental Disabilities Agencies Inc., an Idaho nonprofit corporation, formerly known as Idaho Association of Private Developmental Disability Centers, Inc., the corporation that executed the within instrument, and acknowledged to me that she executed the same for and on behalf of the corporation.

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

Laurie Fitzsimmons  
Notary Public in and for said State,  
Residing at Boise, Id.  
My Commission Expires: 9/28/01  
(SEAL)

STATE OF IDAHO )  
 : ss.  
County of Nez Perce )

On this 15<sup>th</sup> day of September, 1997, before me, the undersigned, a notary public in and for said state, personally appeared Ronald H. Ruppe, known or identified to me to be the Secretary, of the Idaho Association of Developmental Disabilities Agencies Inc., an Idaho nonprofit corporation, formerly known as Idaho Association of Private Developmental Disability Centers, Inc., the corporation that executed the within instrument, and acknowledged to me that he executed the same for and on behalf of said corporation.

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

Laurie Fitzsimmons  
Notary Public in and for said State,  
Residing at or employed in Lewiston.  
My Commission Expires: 7/20/98  
(SEAL)

