

FILED EFFECTIVE

2015 APR 24 AM 9:44

SECRETARY OF STATE
STATE OF IDAHO

**CERTIFICATE OF AMENDMENT AND RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
MENTAL HEALTH PROVIDERS ASSOCIATION OF IDAHO, INC.**

1. **Name.** The name of the corporation is Mental Health Providers Association of Idaho, Inc.
2. **Text of Amendments.** The Articles of Incorporation of the Corporation are amended and restated in their entirety. This Certificate of Amendment and Restatement is attached to the text of the Amended and Restated Articles of Incorporation. The amendments include a change in the Corporation's name from "Mental Health Providers Association of Idaho, Inc." to "Idaho Association of Community Providers, Inc."
3. **Date of Adoption.** The amendment was adopted effective April 16, 2015.
4. **Manner of Approval.** Under the Idaho Nonprofit Corporation Act, the amendment requires the approval of the corporation's members. The corporation has only 1 class of membership and each membership in good standing has the right to 1 vote on the amendment. The corporation has 77 memberships in good standing outstanding. The number of votes of members in good standing indisputably voting on the amendment was 44. This number constitutes a quorum as defined by Article 4, Section 4 of the Association By-laws. The total number of votes cast for the amendment was 44, which is sufficient for approval.

5. **Signature.**

4/20/2015
Date


J. Kelly Keele, President
Mental Health Providers Association of Idaho, Inc.

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IDAHO SECRETARY OF STATE
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IDAHO ASSOCIATION OF COMMUNITY PROVIDERS, INC.
AMENDED AND RESTATED
ARTICLES OF INCORPORATION

ARTICLE 1
NAME AND PURPOSE

- 1.1 Name.** The name of the corporation is Idaho Association of Community Providers, Inc.
- 1.2 Purpose.** The corporation is organized as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code. The corporation may engage in any lawful activity.

ARTICLE 2
GOVERNANCE

- 2.1 Members.** The corporation has members. The bylaws shall establish the criteria for membership.
- 2.2 Bylaws.** The bylaws shall provide for the governance and regulation of the internal affairs of the corporation, including amendment of the bylaws.
- 2.3 Directors.** As further provided in the bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, the corporation's board of directors ("Board"). The number of directors serving on the Board shall be fixed in accordance with the bylaws. The directors shall be elected by members of the corporation in the manner and for the terms provided in the bylaws.

ARTICLE 3
LIMITATION OF LIABILITY AND INDEMNIFICATION

3.1 Limitation of Liability.

3.1.1. Directors. No director of the corporation will be personally liable to the corporation or its members for monetary damages for any action taken, or any failure to take any action, as a director except liability for: (i) the amount of a financial benefit received by a director to which the director is not entitled; (ii) an intentional infliction of harm on the corporation or the members; (iii) approval of a distributions or dividend in violation of a statutory restriction; or (iv) an intentional violation of criminal law.

3.1.2 Officers. No officer of the corporation will be personally liable to the corporation or its members for monetary damages for any action taken, or any failure to take any action, as an officer except for liability for: (i) the amount of a financial benefit received by an officer to

which the officer is not entitled; (ii) an intentional infliction of harm on the corporation or the members; or (iii) an intentional violation of criminal law.

3.2 Indemnification.

3.2.1 Mandatory Indemnification. To the fullest extent permitted by law, the corporation shall indemnify, and advance expenses to, any director, officer, or other person, for Liability to any person for any action taken, or any failure to take any action, as a director, officer, or agent of the corporation except Liability for: (i) the amount of a financial benefit received by the person to which the person is not entitled; (ii) an intentional infliction of harm on the corporation or the members; (iii) approval of a distribution or dividend in violation of a statutory restriction, or (iv) an intentional violation of criminal law. "Liability" means an obligation to pay a judgment, settlement, penalty, fine, expense including counsel fee or defense cost, or other amount.

3.2.2 Additional Indemnification. In addition to the corporation's indemnification obligations under Section 3.2.1; the bylaws may oblige or permit the corporation to provide broader indemnification rights to any person.

3.2.3 Interpretation. Notwithstanding any other provision of these Articles of Incorporation or the bylaws, the corporation shall not indemnify or advance expenses to any person if the Board determines that the indemnification or advancement of expenses is likely to violate any law or result in a tax penalty or other sanction. If these Articles of Incorporation or the bylaws are amended or repealed to restrict indemnification rights, then the broader indemnification rights that existed before the repeal or amendment will govern claims for indemnification that concern actions or non-actions that preceded the amendment or repeal.

ARTICLE 4 AMENDMENTS AND DISSOLUTION

4.1 Amendment. These Articles of Incorporation may be amended only with the affirmative vote of a majority of the members.

4.2 Dissolution. If the corporation dissolves and any assets remain after the corporation's liabilities are paid, the Board shall distribute the remaining assets in a manner not inconsistent with law.