



**Department of State.**

**CERTIFICATE OF AMENDMENT  
OF**

**ASSOCIATION FOR THE HUMANITIES IN IDAHO, INC.**

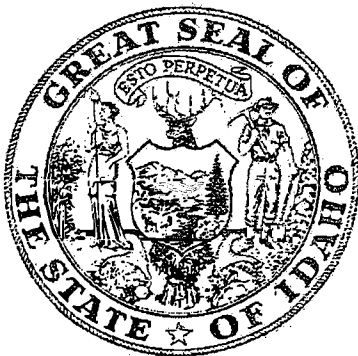
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that  
duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

**ASSOCIATION FOR THE HUMANITIES IN IDAHO, INC.**

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 April 2, 19 85.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF AMENDMENT

Pursuant to Idaho Code §30-327:

'95 APR 2 PM 3 14

Name of Corporation: Association for the Humanities in Idaho, Inc.

Amendments: The Articles of Incorporation, as amended, are further amended by the following deletions, additions and modifications:

ARTICLE I

The name of this corporation shall be ASSOCIATION FOR THE HUMANITIES IN IDAHO, INC.

ARTICLE II

This corporation is organized pursuant to the Idaho Nonprofit Corporation Act, as amended, and is a nonprofit corporation.

ARTICLE III

Duration: The period of existence and duration of the life of this corporation shall be perpetual.

ARTICLE III IV

Location: The location of the registered office of this corporation shall be in Boise, Ada County, Idaho, and the address of the registered office of this corporation shall be 650 W. State Street, Boise, Idaho, 83702, or such other address as may be established by members hereof.

ARTICLE IV

Purposes: The purposes for which this corporation is formed are exclusively those permitted by §501(c)(3) of the Internal Revenue Code of 1954, as amended, and consist of the following:

A. The specific and primary purposes are:

(1) To establish and maintain an Idaho Humanities Council as authorized under the provisions of the National Foundation on the Arts and Humanities Act of 1965, as amended, and as directed by the policies and principles of the National Endowment for the Humanities and its governing body, the National Council for the Humanities.

(2) To foster, through grants to institutions or individuals, the public understanding and appreciation of the humanities as defined by the National Foundation on the Arts and Humanities Act of 1965, as amended, and as elaborated upon by the corporation.

~~(3) To develop and establish multiple and diverse grant-making programs, including, but not limited to, a Humanities and Public Policy Program, a Cultural Legacy and History Program, a Library Program, a Literature, Language and Philosophy Program, and an Initiative Program.~~

(43) To develop and establish multiple and diverse grant-making programs and such additional humanities programs as the corporation deems essential to the needs of the Humanities in Idaho, and to administer these programs independently of policy set forth by the National Endowment for the Humanities and its governing body, the National Council for the Humanities.

(54) To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or in cooperation with others, whether such other be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, non-profit organizations, foundations, or governmental bureaus, departments or agencies of any kind whatsoever.

B. In furtherance, but not in limitation of the foregoing specific and primary purposes, the corporation shall have the following general and specific power:

(1) To administer the funds received through grants from the National Endowment for the Humanities for the foregoing specific and primary purposes.

(2) To solicit, collect, and receive money and other assets, and to administer funds and contributions received by grant, gift, deed, bequest, or devise, and otherwise to acquire money, securities, property, rights and services of every kind and description, and to hold, invest, expend, contribute, use, sell, or otherwise dispose of any money, securities, property, rights or service so acquired for the purposes mentioned above and also for the purpose of lending continued or perpetual financial support to any of the multiple grant-making programs.

(3) To receive money in the form of gifts or contributions and to establish with this money trust funds to support any one or all of the humanities programs cited above.

(4) To exercise all other rights and powers conferred upon corporations formed under the general non-profit corporation law of the State of Idaho, provided, however, that the corporation shall not engage in any activities or exercise any powers, including those specifically mentioned herein, that are not in furtherance of the specific and primary purposes of the corporation.

## ARTICLE VI

Declaration of Exempt Status: All of the purposes and powers in Article IV shall be exercised exclusively for charitable and educational purposes in such manner that this corporation shall qualify as and remain an exempt organization under the Internal Revenue Code of 1954, §501(c)(3) as it currently and shall hereinafter be in force and effect.

This corporation has not been formed for pecuniary profit or financial gain. No part of the assets or income of this corporation is distributable or inures to the benefit of its directors, officers and/or members, except to the extent permitted by law. No substantial part of the activities of this corporation shall be the carrying on of propaganda, lobbying, or otherwise attempting to influence legislation, except as to the extent permitted under the Internal Revenue Code of 1954, §501(c)(3). This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office including the publishing or distribution of statements or endorsements.

Notwithstanding any of the other provisions of these Articles, this corporation shall not carry on any activities not permitted to be carried on by an corporation exempt organization from Federal Income Tax under the Internal Revenue Code of 1954, §501(c)(3), as it currently and shall hereinafter be in force and effect, nor that which would jeopardize corporation contributions which are deductible under the Internal Revenue Code of 1954, §170(c)(2), as it currently and shall hereafter be in force and effect.

## ARTICLE VII

Membership: The number and qualification of members, the terms and conditions of membership, and the liability for fees for admission and/or dues or assessments for members shall be as set forth in the By-Laws of this corporation. ~~The ultimate management and control of the corporation shall be vested in the membership subject to the delegation of such management and control in an Executive Committee, as further specified and set forth in these Articles and the By-Laws of the corporation.~~

~~No member shall have or acquire a greater interest in this corporation than any other members, and the voting power and rights of the members of this corporation shall be equal. Any member who shall fail to comply with the requirements of the By-Laws, or the rules and regulations made pursuant thereto shall, if the membership by a vote so determines, forfeit his membership and any and all rights and interest in this corporation. Each member shall be entitled to one vote on any and all questions coming before the members. Every member of the corporation shall be entitled to a vote at a meeting of the members and may not vote by written proxy.~~

## ARTICLE VIII

Certificate Evidence of Membership: There shall be no capital stock in this corporation. Membership shall be evidenced by a membership roster kept at the corporation's principal office. ~~but there shall be issued membership certificates to each member hereof who is in good standing in accordance with~~

~~the criteria therefore set forth in the By Laws, or the rules and regulations thereunder, which certificates will be non-transferable, except by a majority resolution of the membership and under such regulations and rules as the By Laws may prescribe.~~

#### ARTICLE VIIIIX

Liability; Indemnification: ~~The officers, directors and/or members of this corporation shall not be individually liable for the corporation's debts, obligations, or other liabilities of any kind whatsoever. The private property of any member of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the membership certificates shall not be subject to assessment for any purpose of paying expenses, conducting business or paying debts of the corporation.~~

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of this corporation) by reason of the fact that he or she is or was an officer, member or member of the ~~Executive a~~ Committee of the corporation shall be indemnified by the corporation against any and all liability and the reasonable expenses, including attorneys' fees and disbursements, incurred by him or her (or by his or her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, all in accordance with and to the full extent permitted by the Idaho Business Corporation Act as in effect at the time of the adoption of this Article or as amended from time to time. ~~except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, member or member of the Executive Committee is liable for negligence or misconduct in the performance of his duties.~~ Such right of indemnification shall not be deemed exclusive of any other rights to which such officer, member or member of the ~~a~~ Executive Committee (or such heirs, executors or administrators) may be entitled apart from this Article.

#### ARTICLE IX

Rights Upon Dissolution: In the event of dissolution, except upon merger with a corporation with similar purposes, the assets shall be distributed to such persons, educational or charitable organizations and for such purposes as may be designated, provided that such contribution shall be as is permitted by the National Foundation on the Arts and Humanities Act of 1965, as amended; provided further that such organization or persons receiving assets of the corporation then qualify under the provisions of the Internal Revenue Code of 1954, §501(c)(3), and its regulations as they now exist or as they may hereafter be amended. In no event shall any income or assets of this corporation be distributed to or inure to the benefit of any members and/or officer of this corporation, either directly or indirectly, other than as bona fide expenses incurred in carrying out the directions of the Executive Committee, officers and/or membership hereof to further the purposes of this corporation. However, where any of such income or assets were acquired or obtained under a grant from or contract with a governmental or private entity, the disposition thereof will be in accordance with said grant or contract or the written instructions of the official, person, or persons responsible for said grant or contract.

## ARTICLE XI

Executive Committees: Control and management of the affairs of this corporation shall be vested in the membership. The members may in the bylaws establish such committees as the members deem to be necessary or convenient, and assign and delegate, or provide for the assignment and delegation, the duties, responsibilities and limitations of the committee(s) or its (their) members. ~~provided that certain responsibilities and duties of control and management may be delegated to an Executive Committee as specified in the By Laws. The number of members of the Executive Committee, manner of election and term of office shall be specified in the By Laws, and such number may, from time to time, be increased or decreased in such manner as may be prescribed by the By Laws.~~

~~The Executive Committee is expressly not authorized to repeal and amend the By Laws of the corporation and to adopt new By Laws.~~

## ARTICLE XII

Amendment: The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a two-thirds (2/3) vote of the members, represented in person, at any annual, regular, or special meeting of the members. ~~or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.~~

Duly Amended: The amendments were unanimously approved on October 1, 1984, at a meeting in which a quorum was present.

Executed on March 25, 1985.

Association for the Humanities In Idaho

Jane E Ahrens  
Chairman

Thomas H. McClanahan  
Secretary

First Being Duly Sworn, I Verify:

That the information set forth in this document is correct;  
That Thomas H. McClanahan is the Executive Director and Secretary of the Corporation;  
That the signature shown to be Thomas H. McClanahan's is genuine;  
That I am the Chairman of the corporation; and  
That my signature is genuine.

Jane E Ahrens  
Chairman

STATE OF IDAHO     )  
                          ) SS  
COUNTY OF ADA     )

I, Kary Jensen, a notary public,  
do hereby certify that on this 2<sup>nd</sup> day of  
April, 1985, personally appeared before me  
Thomas H. McClanahan, who being by me first duly sworn, declared  
that he is the Secretary of the Association for the Humanities  
in Idaho, Inc., that he signed the foregoing document as  
Secretary of the corporation, and that the statements therein  
contained are true.

Kary Jensen  
Notary Public for Idaho  
Residing at: Bonnie  
Ada County  
My Commission Expires: 7/24/85

(Notarial Seal)