

State of Idaho

Department of State.

CERTIFICATE OF AMENDMENT OF

KOOTENAI COUNTY CENTENNIAL COMMITTEE, INCORPORATED

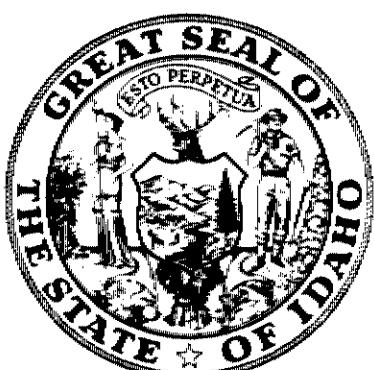
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

NORTH IDAHO CENTENNIAL TRAIL FOUNDATION, 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 May 28, 1991.



Pete T. Cenarrusa

SECRETARY OF STATE

C. C. [Signature]
Corporation Clerk

ARTICLES OF AMENDMENT
OF
NORTH IDAHO CENTENNIAL TRAIL FOUNDATION, INCORPORATED
(Formerly Kootenai County Centennial Committee, Incorporated)

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned natural persons of lawful age and citizens of the United States, for the purposes of amending the Articles of Incorporation pursuant to the provisions of the Idaho Nonprofit Corporation Act (Title 30, Chapter 3, Idaho Code), by the substitution of the title North Idaho Centennial Trail Foundation, Incorporated, the amendment of Articles One, Three, Four, Six, Seven, Eight, and Nine, and the amendment of By-Laws pertaining to Name, Objectives, Directors, Amendments, and Dissolution, on February 21, 1991, do hereby certify as follows:

FIRST
(Amendment)

The name of the corporation is changed to North Idaho Centennial Trail Foundation, Incorporated.

SECOND

The corporation is a nonprofit corporation.

THIRD
(Amendment)

The duration of the corporation shall be perpetual.

FOURTH
(Amendment)

The North Idaho Centennial Trail Foundation has been formed to provide for the continued design, construction, support, and maintenance of the North Idaho Centennial Trail. The purposes for which the corporation is organized include the transaction of all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act (Title 30, Chapter 3, Idaho Code).

FIFTH

The corporation will be comprised of members with elected directors who shall be responsible for the management of its affairs pursuant to Section 30-314(c), Idaho Code.

SIXTH
(Amendment)

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax exempt status under the applicable section of the Internal Revenue Code.

This organization is organized exclusively for charitable purposes within the meaning of Section 509(a)(1) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under applicable sections of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

SEVENTH
(Amendment)

The street address of the registered office of the corporation is 221 S. 5th Street, Coeur d'Alene, Idaho 83814.

The mailing address of the corporation is P.O. Box 1210, Hayden Lake, Idaho 83835.

The Name of the corporation's registered agent at such address is Robert T. Nelson.

EIGHTH
(Amendment)

The names and addresses of the current Board of Directors are:

Karen Streeter, Registrar North Idaho College 1000 W Garden Avenue Coeur d'Alene, ID 83814	Chairwoman (President)
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Bob Macdonald, Commissioner Kootenai County Courthouse 501 Government Way, Caller 9000 Coeur d'Alene, ID 83814	Vice-Chair (Vice-Pres.)
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Stephen B. McCrea 111 2nd Street, Suite 200 P.O. Box 1501 Coeur d'Alene, ID 83814-1501	Secretary
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Lance Bridges,
City of Post Falls
408 Spokane Street
Post Falls, ID 83854

Doug Eastwood Director
City of Coeur d'Alene
221 S. 5th Street
Coeur d'Alene, ID 83814

Randy Haddock Director
Lake City Insurance
200 Sherman Avenue
Coeur d'Alene, ID 83814

**NINTH
(Amendment)**

Authority to proceed with an amendment to the Articles of Incorporation was unanimously approved by a quorum of the members at a meeting held on December 14, 1990. The above Amendments to the Articles of Incorporation were unanimously approved by a quorum of the members on February 21, 1991.

TENTH

Signed and dated this 22nd day of May, 1991.

Karen Streeter
Karen Streeter, Chairwoman
(President)

Stephen B. McCrea
Stephen B. McCrea, Secretary

STATE OF IDAHO)
) ss
COUNTY OF KOOTENAI)

I, David C. Parker, a notary public, do hereby certify that on this 22nd day of May, 1991, personally appeared before me Karen Streeter who, being by me first duly sworn, declared that she is the Chairwoman (President) of North Idaho Centennial Trail Foundation, Inc., that she signed the foregoing document as Chairwoman (President) of the corporation, and that the statements therein contained are true.

David C. Parker
Notary Public for Idaho
Residing at: Spicer Lake
My commission expires: 1/1/94

STATE OF IDAHO)
) ss
COUNTY OF KOOTENAI)

I, Susan R. Dingman, a notary public, do hereby certify that on this 2nd day of May, 1991, personally appeared before me Stephen B. McCrea who, being by me first duly sworn, declared that he is the Secretary of North Idaho Centennial Trail Foundation, Inc., that he signed the foregoing document as Secretary of the corporation, and that the statements therein contained are true.

Susan R. Dingman
Notary Public for Idaho
Residing at: Hayden
My commission expires: 7/1/94