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# State of Idaho

## Department of State

### CERTIFICATE OF AMENDMENT OF

IDAHO TOTAL QUALITY INSTITUTE, 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 IDAHO TOTAL QUALITY INSTITUTE, INC. duly signed and verified pursuant to the provisions of the Idaho Nonprofit 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 22, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl Davis*

**AMENDMENTS TO  
ARTICLES OF INCORPORATION**

**OF**

**IDAHO TOTAL QUALITY INSTITUTE, INC.**

Pursuant to §30-327, Idaho Code, and a duly adopted Resolution pursuant to §30-326, Idaho Code, by the members of:

1. Idaho Total Quality Institute, Inc., an Idaho non-profit corporation.
2. Article V of the original Articles of Incorporation which designated the purposes of the corporation to be promotion and advancement of charitable and educational purposes and to qualify as an exempt organization under Section 501(c)(3), of the Internal Revenue Code of 1986, as amended, has been amended to reflect the proper status under Section 501(c)(6), Internal Revenue Code of 1986, as amended, as an association of persons having a common business purpose of which is to promote such common business interest and not to engage in a regular business of the kind carried on for profit.
3. The amended Article V now reads in its entirety:

**ARTICLE V. PURPOSES.**

The purposes for which the Corporation is organized and will be operated are as follows:

- A. To advance Total Quality Management concepts and principles throughout the State of Idaho by the development and implementation of ongoing educational programs.
- B. The promotion and advancement of common business interests, the purpose of which is to promote such interests and not engage in a regular business of the kind ordinarily carried on for profit.
- C. An improvement in business condition, embodying the above elements within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended from time to time.
- D. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes. Nothing

herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

4. The amended Article VI shall now read in its entirety:

**ARTICLE VI. LIMITATIONS.**

No part of the net earnings or the assets 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 furtherance of the purposes set forth in Article V hereof. The 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, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended from time to time.

5. The above amendments were adopted by a majority of the members entitled to vote hereon at a special meeting held this 20th day of March, 1992, as required by the laws of the State of Idaho, and in the Articles of Incorporation and duly adopted Bylaws of the Idaho Total Quality Institute, Inc.

Executed by the undersigned in triplicate original at Boise, Idaho on the 20th day of March, 1992.

  
Steve Davis, Vice-President

  
James V. Hawkins, Secretary

STATE OF IDAHO

County of Ada

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ss.

On this 20th day of March, 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared Steve Davis Vice-President and James V. Hawkins, Secretary of the corporation, known or identified to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

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



Notary Public for Idaho

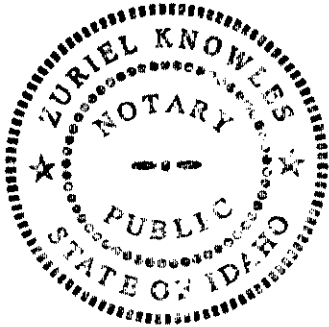
Residing at: Boise

Commission Expires: 7/20/92

VERIFICATION

STATE OF IDAHO )  
COUNTY OF Ada ) SS

I, Zuril Knowles, a notary public, do hereby  
certify that on this 22nd day of April, 19 92,  
personally appeared before me James V. Hawkins who, being by me  
first duly sworn, declared that he is the Secretary of  
Idaho Total Quality Institute,  
that he signed the foregoing document as Secretary of  
the corporation, and that the statements therein contained are true.



Zuril Knowles  
Notary Public for Idaho  
Residing at: Birdsboro, Idaho  
My commission expires: 7-19-97