

FILED EFFECTIVE

ARTICLES OF AMENDMENT
CALDWELL WESTERN HERITAGE FOUNDATION, INC.
(Non-profit)

2005 APR -7 AM 9:16

STATE OF IDAHO

Pursuant to Title 30, Chapter 3, Idaho Code, the undersigned non-profit corporation amends its Articles of Incorporation as follows:

1. The name of the corporation is:
CALDWELL WESTERN HERITAGE FOUNDATION, INC.
2. The text of each amendment is as follows:

Article IX shall be restated as follows:

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

New Article X

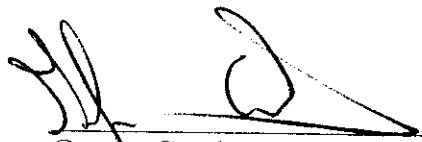
- (1) The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (2) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (3) The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

IDAHO SECRETARY OF STATE
04/07/2005 05:00
CK: 11495 CT: 169769 BH: 803359
1 @ 30.00 = 30.00 NON PROF A # 2

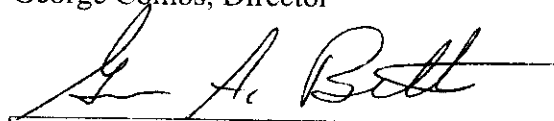
c 155666

- (4) The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - (5) The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
3. The date of adoption of the amendment was:
 4. This amendment consists exclusively of a matter which does not require member approval pursuant to § 30-3-90, Idaho Code, and was, therefore adopted by the Board of Directors. The Corporation has no members. The Board of Directors unanimously voted in support of this amendment.

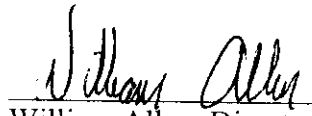
Dated:




George Combs, Director



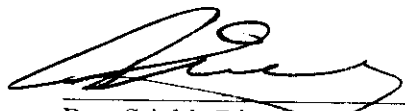
Gene Betts, Director



William Allen, Director



Brad Carico, Director



Rex Stiehl, Director