

State of Idaho

Department of State

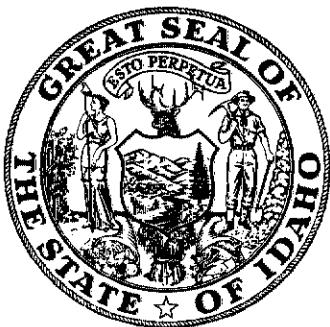
CERTIFICATE OF AMENDMENT OF

COMMUNITY OASIS OUTREACH INC.
File Number C 95760

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 COMMUNITY OASIS OUTREACH INC., duly signed 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: May 2, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

Sally T Clark

AMENDED ARTICLES of INCORPORATION
of
COMMUNITY OASIS OUTREACH INC..
(A Non-Profit Corporation)

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, am a citizen and resident of the United States and over the age of twenty-one years do hereby execute and adopt the following Amended Articles of Incorporation, this 22nd day of April, 1996, under and pursuant to the laws of the State of Idaho, namely Title 30, Chapter 3 of the Idaho Code, ALL ARTICLES ARE AMENDED, and do hereby certify:

ARTICLE I

NAME

The name of this corporation is the COMMUNITY OASIS OUTREACH INC..

ARTICLE II

PURPOSES

This corporation shall be organized exclusively for charitable purposes within the meaning of Section 501 (c) of the Internal Revenue Code, for the charitable, educational, and religious purpose of encouraging, educating and supporting the homeless, low income, elderly and needy residents of our community and beyond by providing a homeless shelter, community based soup kitchen and chapel. To offer assistance to find jobs, provide food, clothing and educational resources to improve their quality of life and sense of community. In carrying out these purposes, 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) (3) of the Internal Revenue Code.

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ARTICLE III

POWERS

The corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of Title 30, Chapter 3 of the Idaho Code and Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended. Notwithstanding, any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

DIRECTORS

The names and addresses of the individuals who now serve as directors are as follows:

| | |
|-------------------------|---|
| Doreena Ingram | 1361 Parke Ave. #A102 Burley, ID 83318 |
| Lisa C. Powell | 1361 Parke Ave. #C101 Burley, ID 83318 |
| Penny & Ben Leno | 423 4th Street So. Rupert, ID 83350 |
| Marvin & Margaret Mills | Rt. 1 Box 70 Rupert, ID 83350 |
| Mark Ogawa | Rt. 2 Box 281a Rupert, ID 83350 |
| Jerry Brower | P.O. Box 12 Heyburn, ID 83336 |
| Patty Taber | 336 E. 24th Street #1 Burley, ID 83318 |

ARTICLE V
REGISTERED OFFICE

The location of the registered office of the corporation shall be at 102 2nd Street, Rupert, ID 83350, and the mailing address of the corporation shall be at P.O. Box 12, Heyburn, ID 83336.

Dee Ann Brower shall be the registered agent at the address set out above.

ARTICLE VI
MEMBERSHIP

The corporation shall have members. The corporation shall not have capital stock. Each member shall be issued a membership certificate and shall have the rights, duties and obligations as are more particularly set forth in the By-Laws of this corporation.

ARTICLE VII
RESTRICTION

(a) No part of the net earnings 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 payment and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publishing or distribution of statement), any political campaign on behalf of any candidate for public office.

During any period the corporation is deemed to be a private foundation as defined in Section 509 of the Code, the corporation shall distribute its income (but not to members) for each taxable year to such time and in such manner as not to subject the corporation to tax under Section 4942 of the Code; the corporation is prohibited from engaging in any act of self-

dealing (as defined in Section 4941 (d)) of the Code, from retaining any excess business holding (as defined in Section 4943 (c) of the Code), from making any investments in such manner as to subject the corporation to taxable expenditures (as defined in Section 4945 (d) of the Code).

ARTICLE VIII

AMENDMENTS

All provisions of these Articles of Incorporation shall be subject to amendment, consistent with the provisions of Title 30, Chapter 3 of the Idaho Code and Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, by the affirmative vote of a majority of the members entitled to vote in respect thereof, in attendance at the annual meeting or at any special meeting, provided that due notice of the amendment is included in the notice of said meeting.

ARTICLE IX

DISSOLUTION

Upon the dissolution of this corporation, and after the Board of Directors has paid or made provision for the payment of all the liabilities of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X

DURATION

The term of this corporation is perpetual.

ARTICLE XI

The affairs of the corporation shall be managed by a Board of Directors to be elected as provided in the By-Laws, but in no case shall the number of directors be less than three (3). The trustees shall hold their offices for one (1) year, or such other period as the by-laws shall determine, and until their successors are elected and qualified.

IN WITNESS WHERE OF, the undersigned, being an officer of the COMMUNITY OASIS OUTREACH INC.. has executed these Amended Articles of Incorporation this 22th day of April 1996. The number of Board Members entitled to vote on this amendment is nine (9), number of members that voted for, nine (9). Number of members that voted against, zero (0).

Dee Ann Brower, being President of the corporation, COMMUNITY OASIS OUTREACH INC.. do hereby swear that I have read the foregoing Articles of Incorporation, knows the contents thereof, and believes the facts stated therein to be true and correct. Signed this 29th day of April, 1996.

Dee Ann Brower
Mrs. Dee Ann Brower
President