

Department of State.

**CERTIFICATE OF AMENDMENT
OF**

MOSCOW SISTER CITY ASSOCIATION, INC. OF MOSCOW, IDAHO U.S.A.

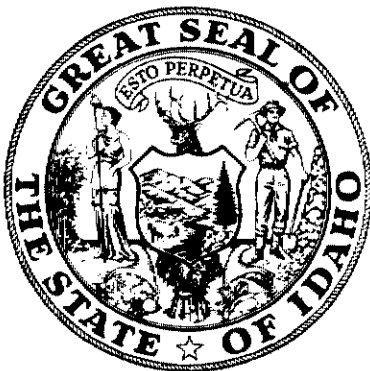
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

MOSCOW SISTER CITY ASSOCIATION, INC. OF MOSCOW, IDAHO U.S.A.

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 October 13, 19 89



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]
Corporation Clerk

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
MOSCOW SISTER CITY ASSOCIATION, INC.
OF MOSCOW, IDAHO, U.S.A.**

The following articles of incorporation are hereby amended by a majority vote of the membership present at the meeting of August 31, 1989 at which a quorum was present.

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We, the undersigned, desiring to form a non-profit corporation, pursuant to the provisions of the Idaho Code, do hereby certify:

1. The name of the corporation is:

Moscow Sister City Association, Inc. of Moscow, Idaho U.S.A.

2. The initial registered agent is Martha B. Baron

3. The address of the initial registered office is 925 East B Street
Moscow, Idaho 83843

4. The life of the corporation shall be perpetual.

5. The objects and purposes for which this corporation is established shall not be changed and shall be exclusively educational and charitable in the furtherance of such purposes and for no other purposes:

(a) To cause the people of the City of Moscow and the people of similar cities of foreign nations to acquire a consciousness of each other, to understand one another as individuals, as members of their community, as citizens of their country, and as part of the family of nations.

(b) To foster as a consequence of such knowledge and consciousness, a continuing relationship of mutual concern between the people of the City of Moscow and the people of similar cities of other nations.

(c) To undertake both in seeking and in consequence of such consciousness and concern any activities and programs as will provide to one another appropriate aid and comfort, education and mutual understanding.

(d) To participate as an organization in promoting, fostering and publicizing state and national programs of international municipal cooperation organizations, and thereby to encourage other organizations and residents of American communities to engage and participate in such programs, to foster and promote friendly relations and mutual understanding between peoples of American communities and peoples of

friendly nations outside of the United States of America, and to act as a coordinating body, committee, agency or counsel among those organizations, groups and individuals desiring to and engaging in the activities of such international municipal cooperation organizations.

e) Provided that the corporation shall not in any way, directly, or indirectly engage in the carrying on of propaganda or otherwise attempt to influence legislation.

6. In order to accomplish its objective, the corporation shall have the following powers, which shall be deemed to be in furtherance and not in limitation of the general powers conferred upon educational and charitable corporations under the laws of the State of Idaho.

(a) To receive, acquire, hold, own, manage, administer, invest and reinvest any and all monies, securities, evidences of indebtedness or other property, real or personal, as may from time to time be given, sold, transferred, rented, conveyed or assigned to it by any person, firm, committee, association or corporation; to take by devise or bequest or otherwise, within the limitations provided by law, any and all property heretofore or hereafter devised or bequeathed by Will, or otherwise, or in any manner granted or conveyed to it; to exercise, in respect to any and all such property, any and all rights, powers and privileges of individual ownership; from time to time to pay, apply or otherwise utilize the corporation is formed.

(b) To purchase, or otherwise acquire, hold sell, lease, convey, mortgage or otherwise dispose of real and personal property or any interest therein.

(c) To cooperate with or engage the services of any person, firm, association, corporation, government, or public agency which may assist in carrying out the corporate purposes and in furtherance of such purposes to grant financial or other voluntary assistance thereto.

(d) To enter into affiliations, contract, agreements, undertakings or otherwise within the limitations provided by law

(e) To do any and all things which may be necessary or proper in connections with its purposes.

The following article was amended on August 31, 1989 as set forth below.

7. The corporation is not organized for pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends, no part of its net earning shall inure to the benefit of any private member or individual, and no officer, member or employee shall receive or be lawfully entitled to receive any pecuniary profit from the operation of the corporation, except a reasonable compensation for the services in effecting one or more of its purposes.

On dissolution or liquidation of the affairs of the corporation the Association shall, after paying or making provisions to pay all debts, obligation, and liabilities, make adequate provisions to transfer, convey or distribute all remaining assets as determined by the Association upon a majority vote to:

(7 [a] has been amended to eliminate reference to section 501(c)(4) of the Internal Revenue Code.) (a) A non-profit organization or organizations which may have been created to succeed the corporation as long as such organization shall qualify as an organization described in Section 115. 501 (c) (3) of the Internal Revenue Code or corresponding provisions of future Internal Revenue Laws and/or:

(7 [B] has been amended to eliminate reference to section 501 (c)(4) of the Internal Revenue Code.) (b) A non-profit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organizations or each of such organizations shall qualify as an organization described in Section 115. 501 (c) (3) of the Internal Revenue Laws, or:

(c) to a municipal government of cities in foreign nations with which this corporation has been concerned to be used for the purposes of this corporation set forth herein.

(This is an addition to the original Articles of Incorporation)

(d) 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 section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision 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).

8. The members of the corporation shall be composed of such individuals as may be admitted to membership in the manner prescribed by the By-laws of the Corporation.

9. The corporation will operate to some extent throughout the world but its principal operations will be conducted in the United States.

10. The principal office of the corporation is to be located in Moscow, Idaho at 925 East B. It may establish such other offices either in or outside of the United States as it may from time to time determine.

11. The number of directors of the corporation shall be eight and the names and addresses of these persons who are to act in the capacity of directors until the selection of their successors are:

Mary Voxman	1118 King Road, Moscow, Idaho 83843
Martha Baron	925 East B, Moscow, Idaho 83843
Clifton Anderson	234 North Washington, Moscow, Id. 83843
Rich Keenan	2124 Lexington, Moscow, Idaho, 83843
Joan West	607 East 7th, Moscow, Idaho 83843
Don Surfus	125 N Blaine, Moscow, Idaho 83843
Pat Hart	704 East First, Moscow, Id 83843
Heidi Bitterwolf	1127 King Road, Moscow, Id 83843

12. The Board of Directors of the corporation shall be elected in the manner prescribed by the By-laws for the government of the corporation and they shall have power to make By-laws for the government of the corporation and to alter, change or amend such By-laws.

13. All the subscribers hereto are of full age and at least eight of them are citizens of Moscow, Idaho.

Mary Voxman
President

Donald L. Surfus
Acting Secretary

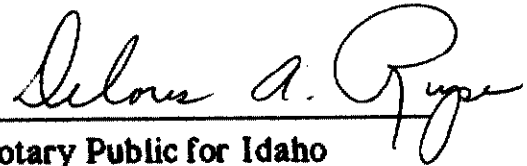
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STATE OF IDAHO)
) SS
COUNTY OF LATAH)

I, Delores A. Rupe, a notary public, do hereby
certify that on this 1st day of September, 19 89,
personally appeared before me Mary Voxman, who, being by me
first duly sworn, declared that she is the President of
MOSCOW SISTER CITY ASSOCIATION, INC. OF MOSCOW, IDAHO, U.S.A.
that she signed the foregoing document as President of
the corporation, and that the statements therein contained are true.

(notarial Seal)



Notary Public for Idaho

Residing at: _____

My commission expires: _____

DELORES A. RUPE, NOTARY PUBLIC
LATAH COUNTY, MOSCOW, IDAHO

MY COMMISSION EXPIRES: MAY 29, 1994