

FILED EFFECTIVE

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
 TWIN FALLS PUBLIC LIBRARY FOUNDATION, INC.
 AN IDAHO NONPROFIT CORPORATION

The articles set forth here constitute the Amended and Restated Articles of Incorporation of Twin Falls Public Library Foundation, Inc., as amended and restated pursuant to Section 30-3-94 of the Idaho Nonprofit Corporation Act.

ARTICLE I.

NAME

The name of this nonprofit Corporation is:

"TWIN FALLS PUBLIC LIBRARY FOUNDATION, INC."

ARTICLE II.

DURATION

This Corporation shall have perpetual existence.

ARTICLE III.

PURPOSES

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

A. The Corporation is organized and shall be operated to attract substantial support from contributions, directly or indirectly, from persons within and without the community of Twin Falls City, Idaho and Twin Falls County, Idaho for the sole and exclusive use and benefit of the Twin Falls Public Library. The Corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Corporation is or shall be distributable to, or inure to the benefit of the Directors or officers of the Corporation except to the extent permitted under the Idaho Nonprofit Corporation Act Title 30, Chapter 20, Idaho Code.

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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 statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision contained in these Articles of Incorporation, the Corporation shall not carry on any other activity 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, as amended (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, as amended (or the corresponding provision of any future United States Internal Revenue Law).

B. This Corporation is organized and shall be operated exclusively for educational and charitable purposes and subject to this limitation, the purpose shall be to provide support for and stimulate the public interest in the Twin Falls Public Library in Twin Falls, Idaho.

C. This Corporation shall have corporate powers as follows:

1. To accept, hold, invest, reinvest and administer any gifts, bequests, devises, benefits of trust (but not to act as trustee of any trust), and property of any type or kind, without limitation as to amount or value, and to use, disburse or donate the principal and/or income from said property solely for the purposes provided in these Articles of Incorporation.

2. Generally, the Corporation may have and exercise all such powers as are by law conferred upon such corporations of like character, and, in carrying out its purposes the Corporation may do any and all things necessary thereto and may exercise any and all powers not prohibited by these Articles of Incorporation or law, and not prohibited to nonprofit tax-exempt corporations.

ARTICLE IV.

REGISTERED AGENT

The Registered Agent of this Corporation is hereby designated as Diane Van Engelen

the Registered Office of this Corporation is

hereby designated as 201 4th Avenue East, Twin Falls, Idaho 83301, which address is the business office of the Registered Agent designated as above set forth.

ARTICLE V.

MEMBERS

This Corporation shall not have members.

ARTICLE VI.

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, which number shall be no less than three. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

Notwithstanding any other provision in these Articles or the Bylaws of the Corporation, one (1) Member of the Board of Directors shall be a Member of and appointed by the Board of Trustees of the Twin Falls Public Library and shall serve an ex-officio one-year term.

ARTICLE VII.

LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its 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 III hereof. No substantial part of the activities of the Corporation shall be for 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 statements) any political campaign on

behalf of any candidate for public office. Notwithstanding any other provisions 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)(3) of the Internal Revenue Code, as amended from time to time.

ARTICLE VIII.

DISTRIBUTION ON DISSOLUTION

Upon the dissolution or other termination of this Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the Directors or officers of the Corporation, but all such property and proceeds, subject to the discharge of the valid obligations of the Corporation, and to the applicable provisions of the Idaho Nonprofit Corporation Act Title 30, Chapter 3, Idaho Code, shall be distributed as follows:

A. To the City of Twin Falls, Idaho, for the use of the Twin Falls Public Library;

B. If said Twin Falls Public Library is not then in existence as a free public library for the citizens and residents of Twin Falls City, Idaho, then as directed by the Board of Directors of the Corporation among one or more corporations, trusts, community funds or foundations organized and operated exclusively for free public library, literary or educational purposes, no part of the net earnings of which inure to the benefit of any private shareholder, member or individual, and no substantial part of whose activities consists of carrying on propaganda or otherwise attempting to influence legislation or participate or intervene in any political campaign on behalf of any candidate for public office, or to other entities of the type which qualify for Federal Income Tax Exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE IX.

INCORPORATORS

The name and address of each incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
David R. Mead	2045 Hillcrest, Twin Falls, ID
S. Anne Miles	1706 Dora Drive So., Twin Falls, ID
Mary Jane Kinney	1520 11th Ave. E., Twin Falls, ID

ARTICLE X.

BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

CERTIFICATION OF RESTATED ARTICLES OF INCORPORATION OF TWIN FALLS PUBLIC LIBRARY FOUNDATION, INC.

As required by Section 30-3-94(8) of the Idaho Nonprofit Corporation Act, the Twin Falls Public Library Foundation, Inc. certifies that:

1. The foregoing Amended and Restated Articles of Incorporation contain an amendment to the articles requiring approval by the members. There are ten voting members outstanding, there is only one class of voting members, and all voting members indisputably voted for the adoption of the foregoing Amended and Restated Articles of Incorporation.
2. In addition the foregoing Amended and Restated Articles of Incorporation were adopted by a unanimous vote of the Board of Directors.
3. The foregoing Amended and Restated Articles of Incorporation contain no amendment requiring the approval of any other person.
4. The date of adoption of the foregoing Amended and Restated Articles of Incorporation was 04-19-2011.

Dated: 04-20, 2011

TWIN FALLS PUBLIC LIBRARY FOUNDATION, INC.

Ron B. Silvers

BY: RON B. SILVERS, President

Attest:

Carol Tombre
CAROL TOMBRE, Secretary

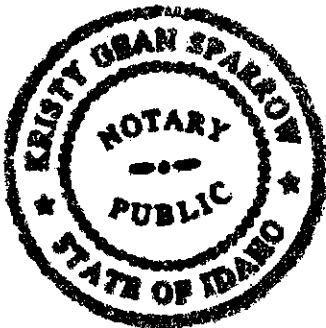
STATE OF IDAHO)

)SS.

County of)

On this 20th day of April, 2011, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Ron B. Silvers and Carol Tombre known or identified to me to be the President and Secretary of the corporation that executed this instrument or the persons who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation 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.



Kristy Jean Sparrow
NOTARY PUBLIC
Residing at: Kimberly

My Commission Expires 4/12/12