

State of Idaho

Department of State

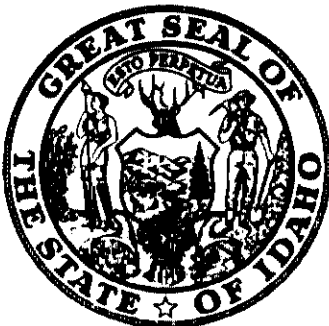
CERTIFICATE OF AMENDMENT OF

FIRST UNITED METHODIST CHURCH
OF BOISE CITY, INC.
File Number C 1507

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 FIRST UNITED METHODIST CHURCH OF BOISE CITY, 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: April 15, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Davis*

SECOND AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

FIRST UNITED METHODIST CHURCH OF BOISE CITY, INC.

RECITALS

A. On December 6, 1894, the First Methodist Episcopal Church of Boise City was incorporated as an Idaho not for profit corporation.

B. The life of such corporation was specified to be for a term of fifty (50) years. On December 11, 1944, a Certificate of Amendment of Articles of Incorporation was filed. Said Amendment extended the life of the corporation for a second fifty (50) year term, which term has since expired.

C. The purpose of the amendment and restatement to these Articles of Incorporation is to amend Articles Fifth and Sixth of the Articles of Incorporation.

KNOW ALL MEN AND WOMEN BY THESE PRESENTS, that we, the undersigned, being the Chairman of the Board of Directors and Secretary of First United Methodist Church of Boise City, Inc., an Idaho nonprofit corporation, and following the adoption of a resolution by the Board of Directors of First United Methodist Church of Boise City, Inc. in accordance with and under and pursuant to the provisions of the Idaho Nonprofit Corporation Act, do hereby amend and restate the Articles of Incorporation of First United Methodist Church of Boise City, Inc., an Idaho nonprofit corporation, as follows:

FIRST

The name of the corporation is First United Methodist Church of Boise City, Inc.

SECOND

The purposes for which the corporation is organized are as follows:

- A. For the promotion of religious and benevolent work of the United Methodist Church subject to the provisions of the Discipline of the United Methodist Church. IDAHO SECRETARY OF STATE

DATE 04/11/1996 0900 53307

2

CK #: 22135 CUST# 3101

NON PROF A

1@ 30.00= 30.00

- B. Charitable, religious, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).
- C. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. 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 any time lawfully carry on or do.

THIRD

The corporation shall have perpetual existence.

FOURTH

The location and physical address of the registered office of the corporation and its registered agent is as follows:

Registered Office: First United Methodist Church of
Boise City, Inc.
1110 West Franklin Street
Boise, Idaho 83702

Registered Agent: Steven Tollefson

FIFTH

The corporation shall be a nonprofit corporation by the Idaho Nonprofit Corporation Act. Membership criteria and powers are set forth in the Book of Discipline of the United Methodist Church.

SIXTH

The affairs of the corporation shall be overseen and shall be under the authority of the All Church/Charge Conference as set forth in the Book of Discipline of the United Methodist Church (hereinafter referred to as the Book of Discipline). The Administrative Council/Administrative Board shall manage the day to day affairs of the corporation in accordance with the Book of Discipline. As a result of incorporation of First United Methodist Church of Boise City, Inc., the Board of Trustees are deemed the corporate Directors and the Board of Trustees/Directors shall perform its duties in accordance with the Book of Discipline and are governed thereby. The Board of Trustees/Directors shall

consist of nine (9) individuals. Other than the Directors constituting the current Board of Trustees/Directors, who are designated in these Articles, the Board of Trustees/Directors shall be elected or appointed in the manner and for the term provided in the Book of Discipline. Directors shall serve until their successors have been elected and qualified. The current members of the Board of Trustees/Directors are as follows:

Jean Barnes
4394 E. Ginger Creek Drive
Meridian, Idaho 83642

Sue Ann Baxter
898 W. Ashbourne Dr.
Eagle, Idaho 83616

Bradley M. Bengson
317 E. Fairbrook Dr.
Boise, Idaho 83706

James A. Bevis
960 Broadway Ave., Suite 220
Boise, Idaho 83702

Walter C. Kopper
8810 San Anita Dr.
Boise, Idaho 83704

Joseph P. Lucas
3885 Sanada Way
Boise, Idaho 83702

Laurel McClellan
1922 N. Stoneview Place
Boise, Idaho 83702

Ann Vycital
925 Parkhill Court
Boise, Idaho 83702

John W. Wagers
7126 El Caballo Dr.
Boise, Idaho 83704

A person or persons may exercise some or all of the powers of the corporation if so authorized by the Book of Discipline or by the All Church/Charge Conference, or by the Administrative Council/Administrative Board or by the Board of Trustees.

The Board of Trustees/Directors may delegate, at a quarterly meeting of the Board, to a committee consisting of three (3) Directors who shall be the Chairman, Secretary, and Treasurer, the day to day management of the Board of Trustees until the next quarterly meeting of the entire Board, unless such power is sooner

revoked by a majority vote of the Board at a special meeting called for that purpose upon five (5) days notice. Said authority of the Committee of the Board shall automatically renew after each quarterly meeting or until the next quarterly meeting unless revoked at the quarterly meeting or by said special meeting.

SEVENTH

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 Second 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 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)(3) of the Internal Revenue Code of 1986, as amended from time to time.

EIGHTH

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to the Oregon-Idaho Annual Conference of the United Methodist Church or, if it is not in existence at the time of dissolution of the Corporation, to such other organization or organizations as shall at the time qualify as exempt organizations 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 such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

These Second Amended and Restated Articles of Incorporation correctly set forth the Articles of Incorporation as amended and restated, contain all of the operative provisions of the articles of incorporation of the corporation and supersede the original Articles of Incorporation and all amendments thereto.

These Second Amendments to the Articles of Incorporation were adopted by a majority vote of the Directors of the corporation on the 9 day of April, 1996.

IN WITNESS WHEREOF, we have hereunto set our hands and seal effective as of the 9th day of April, 1996.

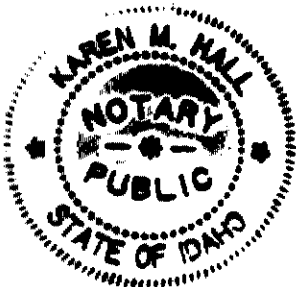

James A. Bevis
Chairman

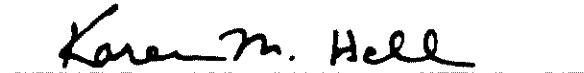

Laurel McClellan
Secretary

ACKNOWLEDGMENT

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

I, KAREN M. HALL, a Notary Public for the State of Idaho, do hereby certify that on this 9th day of April, 1996, personally appeared before me James A. Bevis, who, being by me first duly sworn, declared that he is the Chairman of the Board of Trustees (Board of Directors) of First United Methodist Church of Boise City, Inc., that he signed the foregoing document as Chairman of the Board of Trustees (Board of Directors) of the corporation, and that the statements therein contained are true.




Notary Public for Idaho
Residing at: Boise, ID
My Commission Expires: 11/00