

Department of State.

**CERTIFICATE OF AMENDMENT
OF**

UNITED CRUSADE OF KOOTENAI COUNTY, INC.

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 _____

UNITED WAY OF KOOTENAI COUNTY, INC.

duly signed and verified 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 7, 1989, 19 _____.



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]

Corporation Clerk

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
UNITED CRUSADE OF KOOTENAI COUNTY, INC.

Amendment 1.

Article I of the Articles of Incorporation is amended to read "The name of this corporation shall be **UNITED WAY OF KOOTENAI COUNTY, INC.**, and the location and the chief place of business shall be Coeur d'Alene, Kootenai County, Idaho."

Amendment 2.

Article II, Section 1 of the Articles of Incorporation is amended to read "To raise funds in Kootenai County, for the purpose of financing charitable, non-profit health and welfare organizations, both local and national, by means of a united fund-raising campaign, thereby reducing the duplication of effort and expense which result from the conduct of numerous separate fund-raising campaigns; and to provide plans, facilities, manpower and leadership for such a united fund-raising campaign."

Article II, Section 2 of the Articles of Incorporation is amended to read "To solicit, receive and hold money and property, both real and personal, whether acquired by gift, devise, bequest or otherwise; to sell and convert property into cash; to disburse and distribute funds and other property held by the corporation to local, state and national organizations participating in the work of the corporation and conducted for charitable, health, welfare and allied purposes in Kootenai County, Idaho, for the use, operation and maintenance of such participating organizations as may best promote the general interest of social welfare, charity and philanthropy throughout Kootenai County, Idaho."

Article II, Section 3 of the Articles of Incorporation is amended to read "To provide adequate financial support for agencies participating in the corporation's program through unified community-wide appeals; to assist such participating agencies in achieving higher standards of service, in correlating their aims, in coordinating their programs and in integrating, so far as practicable, the services rendered by them; to promote economy and efficiency in the administration and operation of such participating agencies and in the elimination of overlapping and duplicating programs and services; to reduce the overhead cost of raising funds; to cooperate with other private and public agencies in studying and interpreting community needs and in seeking solutions for

the problems disclosed by such studies; to promote understanding of the needs for and the work of regarding the quality and efficiency of agencies conducting social work within Kootenai County and to protect and promote the general welfare of Kootenai County by the encouragement, establishment and maintenance of suitable agencies to meet the needs of such area."

Article II, Section 4 of the Articles of Incorporation is amended to read "To accept trusts, by gift, devise or bequest or otherwise, for the benefit of this corporation or any member thereof, or any individual, charitable, philanthropic or educational society or corporation of Kootenai County or vicinity, and to disburse or distribute the capital or the net revenue of said gift, bequest or devise in such manner as the donor may have provided."

Amendment 3.

Article III of the Articles of Incorporation is amended to read "This corporation is not organized for pecuniary profit or gain, but solely for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code. No part of the receipts or income of the Corporation will be distributable to its Board of Directors or Officers. No funds shall be donated to any society, association, agency or corporation organized for pecuniary benefits."

Amendment 4.

Article VII of the Articles of Incorporation is amended to read "Election of Directors: The Board of Directors for this corporation shall be elected by the members of the corporation in accordance with the provisions contained in the By-Laws of the corporation."

Amendment 5.

Article IX shall be added to the Articles of Incorporation. It shall be entitled "OFFICERS" and shall provide as follows:

"The officers of this corporation shall be president, vice president, secretary and such chairmen of Standing Committees or other persons as shall be selected by the Board of Directors. All officers shall be members of the Board of Directors. Election of officers will be as provided in the by-laws."

Amendment 6.

Article X shall be added to the Articles of Incorporation. It shall be entitled "DISSOLUTION" and shall provide as follows:

"Upon the dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to one or more nonprofit funds, foundation or corporations which are organized and operated exclusively for charitable purposes and which have established their tax exempt status under section 501 (c)(3) of the Internal Revenue Code."

On January 25, 1989, at a meeting of the Board of Directors where a quorum was present, resolutions to set forth these amendments were unanimously passed. On February 21, 1989 at the Annual Meeting of the membership where a quorum was present, a majority voted to adopt all amendments.

Signed: Stephen N. Thunkings President

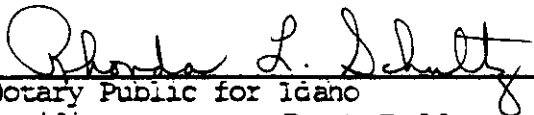
Date: 3-30-89

Signed: Paul D. A. Farland Secretary

Date: 3-30-89

STATE OF IDAHO)
) ss
COUNTY OF KOOTENAI)

I, Rhonda L. Schultz, a Notary Public, do hereby certify that
on this 30th day of March, 1989, personally appeared
before me Stephen H. Flerchinger, who, being by me first duly sworn,
that he is the President of United Crusade of Kootenai
County, Inc.
that he signed the foregoing document as President of
the corporation, and that the statements therein contained are true.



Notary Public for Idaho
Residing at: Post Falls
My Commission Expires: 5/4/94

(Notarial Seal)

STATE OF IDAHO)
) SS
COUNTY OF KOOTENAI)

I, Rhonda L. Schultz, a Notary Public, do hereby certify that
on this 30th day of March, 1989, personally appeared
before me Ruth M. McFarland, who, being by me first duly sworn,
that he is the Secretary of United Crusade of Kootenai
County, Inc.
that he signed the foregoing document as Secretary of
the corporation, and that the statements therein contained are true.

Rhonda L. Schultz
Notary Public for Idaho
Residing at: Post Falls
My Commission Expires: 5/4/94

(Notarial Seal)