



AMENDED AND RESTATED ARTICLES OF INCORPORATION  
(Non-profit)

To the Secretary of State of the State of Idaho

Pursuant to Title 30, Chapter 3, Idaho Code, the undersigned non-profit corporation amends its articles of incorporation as follows:

01 JAN 17 AM 10:14  
STATE OF IDAHO

1. The name of the corporation is: Southwest Idaho Private Industry Council, Inc.

2. The text of each amendment is as follows:

See attached Amended AND RESTATED ARTICLES OF INCORPORATION

01 FEB -6 AM 8:37  
SECRETARY OF STATE  
STATE OF IDAHO

FILED/EFFECTIVE

3. The date of adoption of the amendment(s) was: January 9, 2001

4. Manner of adoption (check one):

☐ Each amendment consists exclusively of matters which do not require member approval pursuant to section 30-3-90, Idaho Code, and was, therefore, adopted by the board of directors. (Please fill spaces below)

- a. The number of directors entitled to vote was: \_\_\_\_\_  
b. The number of directors that voted for each amendment was: \_\_\_\_\_  
c. The number of directors that voted against each amendment was: \_\_\_\_\_

☒ The amendment consists of matters other than those described in section 30-3-90, Idaho Code, and was, therefore adopted by the members. (Please fill spaces below)

- a. The number of members entitled to vote was: 6  
b. The number of members that voted for each amendment was: 6  
c. The number of members that voted against each amendment was: -0-

Dated: January 9, 2001

Signed by: Dick Hartley  
Its President Dick Hartley  
(Capacity of signer)

Customer Acct #:

(if using pre-paid account)

SECRETARY OF STATE

02/06/2001 09:00  
CK: 41423 CI: 141877 BH: 377134

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SECRETARY OF STATE  
STATE OF IDAHO

SOUTHWEST IDAHO PRIVATE INDUSTRY COUNCIL, INC.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

I, the undersigned person, the President of the corporation incorporated under the provisions of the Idaho Code, more particularly I.C. 30-300 et. Seq., regarding operation of Corporations Not-for-Profit, adopt the following amended articles of incorporation for such corporation:

ARTICLE I

The name of the corporation shall be changed from Southwest Idaho Private Industry Council, Inc. to *Private Industry Council, Inc.*

ARTICLE II

The corporation shall be one not-for-profit.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The registered office of the corporation shall be:

Private Industry Council  
1001 S. Orchard  
Boise, ID 83705

ARTICLE V

The registered agent of the corporation shall be:

Betty Wilson, Executive Director  
Private Industry Council  
1001 S. Orchard  
Boise, ID 83705

ARTICLE VI

This corporation is organized exclusively for educational, charitable, scientific and literary purposes.

## ARTICLE VII

The purpose of this corporation is:

1. To empower job seekers and meet the employment needs of businesses.
2. To engage in any nonprofit activity that may lawfully be undertaken by a corporation organized pursuant to Idaho Code 30-300, et seq.

## ARTICLE VIII

The corporation shall have all powers granted by law necessary and proper to carry out its above-stated purposes, including, but not limited to:

1. To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or with any interest therein, wherever situated.
2. To sell, convey, exchange, mortgage, pledge, lease, transfer and otherwise dispose of all or any part of its property and assets.
3. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
4. To make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
5. To lend money for its corporation purposes, invest and reinvest its funds, and take and hold real, personal and mixed property as security for the payment of funds so loaned or invested.
6. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
7. To make and alter bylaws, not inconsistent with the Articles of Incorporation or with the laws of the State of Idaho, relating to the administration and regulation of affairs of nonprofit corporations.
8. To make donations for the public welfare or for charitable, scientific or educational purposes.
9. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized, subject to the limitations imposed by the Idaho Code.

#### ARTICLE IX

The name and place of residence of the incorporator is:

Bill Grange  
3563 Kingsland Way  
Boise, ID 83712

The name and place of residence of the amending officer is:

Dick Hartley  
3580 Kilarney Drive  
Boise, ID 83704

#### ARTICLE X

The corporation shall have no members.

#### ARTICLE XI

1. The number of directors of the corporation shall be neither less than nine (9) nor more than fifteen (15), as shall be provided in the Bylaws of this corporation. New directors shall be elected by a majority vote of the Board of Directors. The election of directors need not be by ballot.
2. The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors.
3. The number of directors which shall constitute a quorum for the transaction of all business shall be provided in the Bylaws of the corporation, but shall not be less than one-third of the number of directors so fixed or stated.
4. The directors of the corporation as of the date of these amendments are:

Ray Bennett	7780 Arlington, Nampa, ID 83687
Dick Hartley	3580 Kilarney Drive, Boise, ID 83704
Danny Ozuna	709 Dearborn, Caldwell, ID 83605
Tom Kerr	P. O. Box 853, McCall, ID 83638
Serena McAlvain	2303 McMahan Lane, Fruitvale, ID 83620
Jim Renell	P. O. Box 7069, Boise, ID 83730
Roger Reynoldson	800 Park Blvd., Boise, ID 83712
Ethna Scaraglino	317 W. Main, Boise ID 83735
Bob Swenson	P. O. Box 394, Grandview, ID 83624

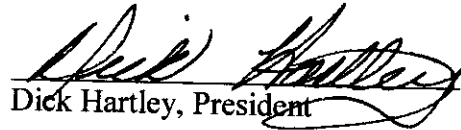
#### ARTICLE XII

In the event of dissolution, liquidation or other termination of the 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 employees of the corporation, and all such property and proceeds, subject to the discharge of valid obligations of the corporation, shall be distributed as directed by the directors of the corporation among one or more corporations, organizations, state or federal agencies, health programs, social programs, welfare programs, educational programs, and other charitable and public service programs.

ARTICLE XIII

From time to time any of the provisions of these Articles of Incorporation may be amended, altered, or repealed by the majority vote of the directors of the corporation at any special or regular meeting.

IN WITNESS WHEREOF, the amending officer of the above-named has hereunto set his hand in duplicate this 9<sup>th</sup> day of January 2001.

  
Dick Hartley, President