



ARTICLES OF AMENDMENT (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:

2004 MAR 30 AM 8:49
STATE OF IDAHO

1. The name of the corporation is:

THE EASTERN DISTRICT CHURCH EXTENSION AND MISSION SOCIETY OF THE
UNITED METHODIST CHURCH, INC.

If the corporation has been administratively dissolved and the corporate name is no longer available for use, the amendment(s) below must include a change of corporate name.

2. The text of each amendment is as follows:

- ARTICLE I - see attachment
- ARTICLE IV - see attachment
- ARTICLE V - see attachment
- ARTICLE VI - see attachment
- ARTICLE VII - see attachment
- ARTICLE VIII - see attachment
- ARTICLE X - see attachment
- ARTICLE XII - see attachment

3. The date of adoption of the amendment(s) was: May 02, 1998

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: 63
 - b. The number of members that voted for each amendment was: 50
 - c. The number of members that voted against each amendment was: 0

Customer Acct #:
(if using pre-paid account)
Secretary of State use only

Dated: March 24, 2004

Signature: Kenneth O. Light

Typed Name: Kenneth O. Light

Capacity: President

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Revised 10/2003

IDAHO SECRETARY OF STATE
03/30/2004 05:00
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2004 MAR 30 AM 8:49

ARTICLES OF AMENDMENT

OF

STATE OF IDAHO

THE EASTERN DISTRICT CHURCH EXTENSION AND MISSION
SOCIETY OF THE UNITED METHODIST CHURCH, INC.

Pursuant to Section 30-3-89 of the Idaho Code, the undersigned corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation, such corporation to be hereafter governed by Title 30, Chapter 3, Idaho Code, and the acts amendatory thereof and supplemental thereto. The following Resolution was duly adopted by a vote of a majority of a quorum of the Board of Managers held after notice of the intention to amend the Articles of Incorporation were duly given by publication pursuant to law:

Resolved, that Articles I, IV, V, VI, VII, VIII, X and XII of the present Articles of Incorporation be and the same are hereby amended to read as follows:

ARTICLE I

NAME OF CORPORATION: This corporation shall be known as THE EASTERN DISTRICT MISSION SOCIETY OF THE OREGON-IDAHO CONFERENCE OF THE UNITED METHODIST CHURCH, INC.

ARTICLE IV

PURPOSE: The objects and purposes for which this corporation is organized shall be to assist and perform the mission of the Church in its widest sense, primarily within the boundaries of the Eastern District of the Oregon-Idaho Annual Conference of The

ARTICLES OF AMENDMENT

United Methodist Church. To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise as a corporation; to acquire, purchase, guarantee, hold mortgage, own, vote, sell, pledge and/or otherwise dispose of or deal in shares, bonds, securities and debentures and other evidence of indebtedness of its own and other corporations, domestic or foreign; to pledge, mortgage and otherwise encumber the assets of the corporation.

To conduct business in this State and other States in the United States of America, to have one or more offices or places of business out of this State, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real or personal property situate out of the State of Idaho.

To enter into, make, perform and carry out contracts of every kind and for every lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state or government, or any subdivision, district or department of any state, municipality or government, and to engage in association with other corporations, partnerships, associations and individuals in the joint operation of legitimate business endeavor, and to acquire, hold, and purchase the assets, franchises, permits, and good will of other operational organizations of whatever legal capacity engaged in business pursuits similar to those of this corporation.

To act as surety and guarantor in any and all types of engagements, including the power to execute, endorse and deliver contracts, and to guarantee the prompt and faithful

performance and payment of debts, notes, agreements, contracts and undertaking of any other person, firm, partnership or corporation; and including also the power to act as an accommodation co-maker or guarantor of obligations either as a primary or secondary obligor.

To do any and all other such acts, things and business in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinbefore enumerated, or calculated, directly or indirectly, to promote the best interests of the corporation.

The several clauses contained in this statement of purposes shall be construed as both purposes and powers; and the statements contained in such a clause shall be in no way limited or restricted, by reference to, or inference from, the terms of any other clauses, but shall be regarded as independent powers, and purposes; and no recitation, expression, or declarations of specific or special powers or purposes herein enumerated shall be deemed to be exclusive. It is hereby expressly declared that any other lawful purposes not inconsistent with these Articles are intended to, and hereby are, included as purposes and powers of this corporation.

To operate exclusively for religious, charitable and/or educational purposes and to do and engage in all lawful activities that are in furtherance of one or more of the general purposes of this corporation. This corporation shall own no property of any kind or character except that which is used exclusively for religious, charitable and/or educational purposes. Said corporation shall be without capital stock and the same shall be operated solely for the above stated purposes without profit.

No income of this corporation shall be paid out to the members thereof or to directors or managers thereof, or to the officers thereof; provided, however, that this corporation may

pay compensation in a reasonable sum to its members or its directors or managers or its officers or to others for services rendered.

ARTICLE V

DISSOLUTION: No substantial part of the activities of this corporation shall consist of attempting to influence legislation, directly or indirectly participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office. Upon dissolution of this corporation, its remaining assets, if any, shall be distributed to another non-profit corporation of The United Methodist Church, which corporation is operated exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501 C3 of the Internal Revenue Code as now in force or thereafter amended, as the Board of Managers or Directors of this corporation shall determine. In the event the Board of Managers or Directors of this corporation fail within ninety (90) days after dissolution to accordingly distribute the assets aforescribed, then the Board of the Trustees of the Oregon-Idaho Annual Conference of The United Methodist Church are authorized to distribute the property of the dissolved corporation as aforescribed. In the event that the assets of the corporation upon dissolution are not distributed as aforementioned, within a period of 24 months, then the District Court of the County of Ada, State of Idaho, or its successor, may distribute the assets of the corporation in a manner consistent with its purposes.

ARTICLE VI

SOCIETY MEMBERSHIP: The Resident Bishop of the Portland area of The United Methodist Church, the Superintendent of the Eastern District of the Oregon-Idaho Annual

Conference of The United Methodist Church, or his or her successor, and all pastors under appointment located within the Eastern District of the Oregon-Idaho Annual Conference, or its successor, shall be members of this corporation. Further, each local United Methodist Church located within said Eastern District shall be entitled to elect at least one lay representative to this corporation. In addition, such membership shall meet any requirements provided in The Book of Discipline of the United Methodist Church as it now exists and as it may be hereafter amended.

ARTICLE VII

OFFICERS: The officers and executive committee of this corporation shall be the President, Vice-President, Recording Secretary, Executive Secretary (District Superintendent)-and Treasurer. The Superintendent of the Eastern District shall be the Executive Secretary of said corporation. These officers other than the Executive Secretary shall be elected by the members of this corporation as set forth in the bylaws.

ARTICLE VIII

MANAGEMENT: This corporation shall be managed by a Board of Managers, which Board of Managers shall be deemed the Board of Directors of said corporation, and shall consist of the Resident Bishop of the Portland area of The United Methodist Church, the District Superintendent of the Eastern District of the Oregon-Idaho Annual Conference of The United Methodist Church and managers elected annually by the membership of the Society in accordance with the bylaws. The Board of Managers shall include the elected officers of said corporation and the President of the corporation shall preside over the meetings of the Board

of Managers. Further, all members of the Board of Managers of this corporation are ex-officio members of the Society and therefore are full voting members of any Society meeting.

ARTICLE X

AMENDING THE ARTICLES OF INCORPORATION: The Articles may be amended or altered by two-thirds (2/3) of the votes cast or a majority of the voting power, whichever is less. At least ten percent (10%) of the votes entitled to be cast on a matter must be represented in person, by proxy, by mailed written ballot or by absentee ballot at a meeting of members to constitute a quorum on that matter. Notice of any proposed change must be submitted to the President of the Corporation in writing not less than thirty (30) days prior to said meeting.

ARTICLE XII

SUPERVISION: This corporation shall be governed under the provisions of The Book of Discipline of the United Methodist Church as it now exists and as it may be hereafter amended.

The undersigned certify that the said resolutions and said Articles of Incorporation, as amended, were, at the meeting held on MAY 02, 1998, fully adopted, ratified and confirmed.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 02 day of MAY, 1998.

Lawrence W. Bell PRESIDENT
Kenneth O. Light VICE PRESIDENT