

FILED EFFECTIVE

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

THE IDAHO YOUTH RANCH, INC.

04 APR 27 PM 1:07

SECRETARY OF STATE
STATE OF IDAHO

The Board of Directors of The Idaho Youth Ranch, Inc., a nonprofit corporation ("Corporation") hereby resolves to amend and restate its Articles of Incorporation ("Articles") as follows.

**ARTICLE I
NAME OF THE CORPORATION**

The name of the Corporation is The Idaho Youth Ranch, Inc.

**ARTICLE II
STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III
PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The location of the Corporation is in the City of Boise, County of Ada, and in the State of Idaho. The address of the registered office is 7025 Emerald Street, Boise, Idaho 83704, and the name of the registered agent at this address is Michael Jones.

**ARTICLE V
PURPOSES**

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

A. To provide troubled children and their families a bridge to a valued, responsible and productive future. To that end the corporation is established to: (i) establish, maintain and operate facilities for the development of juveniles or young persons; (ii) aid and assist in the prevention of juvenile delinquency; (iii) rehabilitate and aid in the readjustment of juveniles; (iv) establish adoption agencies; (v) obtain all necessary licenses and permits to take custody of, protect, train and discipline children; and (vi) establish other organizations or corporations to assist in the advancement of the charitable purposes of the Idaho Youth Ranch.

AMENDED AND RESTATED ARTICLES - 1

IDAHO SECRETARY OF STATE
04/27/2004 05:00
CK: 757 CT: 72968 BH: 741717
1 @ 30.00 = 30.00 INC NONP # 2

026482

B. To provide charitable, religious, educational, or scientific activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such activities, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things 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 therefore, may not at that time lawfully carry on or do.

ARTICLE VI LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 V 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 of 1986, as amended from time to time.

ARTICLE VII NO MEMBERS

The corporation shall not have members.

ARTICLE VIII 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. Other than the Directors constituting the 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.

ARTICLE IX DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that 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 the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE XI BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

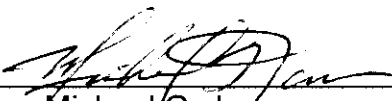
ARTICLE XII DATE OF MEETING AND QUORUM

The date of the meeting of Directors of the Board of Directors at which the foregoing amendment was adopted was April 23, 2004. The number of Directors of the Corporation present at the meeting was 10, which constitutes a quorum.

ARTICLE XIII VOTE ON AMENDMENTS

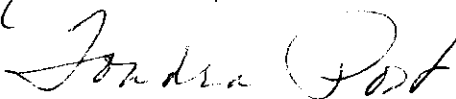
The number of Directors voting for the amendments was 10 and the number of Directors voting against the amendment was 0. The amendments were therefore adopted by a majority of the votes that Directors present at the meeting in person or by proxy were entitled to cast.

DATED this 26 day of April, 2004.



Michael G. Jones

President



Tondra Post

Secretary