

10 MAY -6 PM 3:43

SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF
AMENDMENT AND RESTATEMENT
OF ARTICLES OF INCORPORATION**

Matrix Services & Training, Inc., a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), has lawfully adopted the following Articles of Restatement of Articles of Incorporation (the "Articles").

Article I - Name.

The name of the Corporation is: Matrix Services & Training, Inc.

Article II - Nonprofit 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 County of Ada and in the State of Idaho. The address of the initial registered office is Suite 200, 200 North 4th Street, Boise, Idaho 83702, and the name of the initial registered agent at this address is Eric L. Haff.

Article V - Purposes.

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

A. To provide employment and training opportunities for people with severe handicaps or disabilities in accordance with the Javits-Wagner-O'Day (JWOD) Program, acting in conjunction with NISH, (formerly the National Industries for the Severely Handicapped) but only to the extent that such activities are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding sections of any future federal tax code.

B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code, or the corresponding sections of any future federal tax code.

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 and the transaction of any other lawful activity, but only to the extent that such activities are exempt under Internal Revenue Code of 1986, as amended from time to time, or corresponding section of any future federal tax code. 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.

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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. 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. The names and street addresses of the persons constituting the initial Board of Directors were:

<u>NAME</u>	<u>ADDRESS</u>
Dennis Wilson	7459 Peppermill Way Boise, Idaho 83714
Nicola Wilson	7459 Peppermill Way Boise, Idaho 83714
Michael Moore	608 W Pickford St. Meridian, ID 83646

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 Internal Revenue Code of 1986, as amended from time to time, or corresponding section of any future federal tax code, 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 a public purpose consistent with the purposes of the Corporation.

Article X - Incorporator.

The name and street address of the incorporator as set forth in the initial Articles of Incorporation was: Dennis Wilson, 7459 Peppermill Way, Boise, Idaho 83714.

Article XI – Nondiscrimination Policy.

The Corporation shall admit students of any race, color, national origin or ethnic origin to all of the rights, privileges, programs, and activities generally accorded or made available to students of the school. The Corporation shall not discriminate on the basis of race, color, national origin or ethnic origin in the administration of its educational policies, admission policies or other school-administered programs.

Article XII - 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.

THE FOREGOING ARTICLES OF RESTATEMENT WERE DULY ADOPTED BY THE UNANIMOUS VOTE OF THE BOARD OF DIRECTORS OF THE CORPORATION ON THE 4 DAY OF APRIL, 2010.


Dennis Wilson – Incorporation and President