

State of Idaho

Department of State

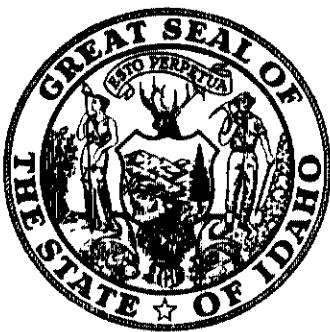
CERTIFICATE OF AMENDMENT OF

PACIFIC PRESS PUBLISHING ASSOCIATION, 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 PACIFIC PRESS PUBLISHING ASSOCIATION, 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: September 23, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Say I Clark*

RESTATED ARTICLES OF INCORPORATION
OF
PACIFIC PRESS PUBLISHING ASSOCIATION, INC.

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S. E. T. SECRETARY OF STATE

PURSUANT to the provisions of Section 30-3-94 Idaho Code, the undersigned nonprofit corporation, pursuant to a resolution duly adopted by its board of directors, hereby adopts the following Restated Articles of Incorporation.

ARTICLE I.

The name of this Corporation shall be PACIFIC PRESS PUBLISHING ASSOCIATION, INC.

ARTICLE II.

Duration. The period of existence and duration of the life of this Corporation shall be perpetual.

ARTICLE III.

Location. The location of the registered office of this Corporation shall be in Boise, County of Ada, State of Idaho, and the address of the registered office of this Corporation shall be 515 S. 6th Street, Boise, Idaho 83702, and the name of its initial registered agent at such address is Richard A. Skinner.

ARTICLE IV.

Purposes. The objects and purposes for which this Corporation is formed are those permitted under the Idaho Nonprofit Corporation Act, as amended, and by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and consist of the following:

1. To operate an organization to provide publications, phonographic tape recordings, and other communication materials for religious, educational, health, and charitable purposes.

2. To engage in the printing, publishing, and producing of communication media as an integral part of the Seventh-day Adventist Church, and to have and to exercise all rights and powers conferred on nonprofit religious corporations under the laws of Idaho.

3. To be a strong evangelistic agency of the Seventh-day Adventist Church dedicated to the publication and distribution, by all legitimate means, of the Christian message and to provide for the wide dissemination of religious and moral instruction in accordance with the tenets of the Seventh-day Adventist Church.

4. To be one of a number of institutions and organizations which make up the Seventh-day Adventist Church, which maintains its headquarters at the General Conference of Seventh-day Adventists in Silver Springs, Maryland.

5. In general, to exercise any, all and every right and power now or hereafter granted to nonprofit corporations under the laws of the State of Idaho, provided that the powers granted hereunder shall be exercised for the purposes designated in Section 501(c)(3) of the Code, or the corresponding provision of any subsequent tax law.

6. The purposes for which this Corporation is formed are religious, educational, health and charitable, and not for pecuniary profit, and all funds and properties of this Corporation shall be devoted to such religious, educational, health and charitable purposes above set forth and never to the distribution of any pecuniary gains, profits or dividends to any person or private organization whatsoever.

ARTICLE V.

Declaration of Exempt Status

1. All of the powers to be exercised by the Corporation shall be exercised for such purposes and in such a manner that this Corporation may qualify as and remain an exempt organization under Section 501(c)(3) of the Code, as it currently and shall hereinafter be in force and effect.

2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, members or other individuals, 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 as set forth in Article IV hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, 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 provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding provision of any subsequent tax law.

ARTICLE VI.

Membership. The Corporation shall have members. Qualifications for membership shall be as described in the Bylaws of the Corporation.

ARTICLE VII.

Liability. The officers, directors, and/or members of this Corporation shall not be individually liable for the corporate debts or other liabilities of any kind whatsoever. The private property of any office, director and/or member of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was an officer, director or member of the Corporation shall be indemnified by the Corporation. Such right of indemnification shall not be deemed exclusive of any other rights to which such officer, director or member (or such heirs, executors or administrators) may be entitled apart from this Article.

ARTICLE VIII.

Rights Upon Dissolution. Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing such assets to the General Conference of Seventh-day Adventists, Silver Springs, Maryland, provided it has established its tax-exempt status under

Section 501(c)(3) of the Code or the corresponding provision of any subsequent tax law.

ARTICLE IX.

Board of Directors. Control and management of the affairs of this Corporation shall be vested in the Board of Directors, provided that selection of the members of the Board of Directors shall be made by the members as specified in the Bylaws. The maximum number of members of the Board of Directors shall be as prescribed by the Bylaws. The number of members of the Board of Directors, constituting the initial Board of Directors, is thirty-five (35) plus two (2) invitees, and the names and addresses of the persons who are to serve as Board members until the first meeting of the members or until their successors are elected and shall qualify shall be as set forth in Exhibit "A" attached hereto and incorporated herein by this reference.

ARTICLE X.

Amendment. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Restated Articles of Incorporation by a two-thirds (2/3) vote of the members, represented in person, at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

ARTICLE XI.

Amendment of Bylaws. The Board of Directors shall have the power to make, alter, amend or repeal the Bylaws as set forth therein for governance of the Board and for administration and

regulation of the affairs of the Corporation, provided that any such Bylaws shall not be inconsistent with these Restated Articles of Incorporation or with the constitution or laws of the State of Idaho or any other governmental entity duly constituted, except that a Bylaw fixing or changing the authorized number of Directors may be adopted, amended or repealed only by the vote or written consent of a majority of the members of the Corporation.

ARTICLE XII.

The name and address of the initial incorporator is as follows:

Robert E. Kyte

4143 North Jullion Way
Boise, Idaho 83704

The foregoing Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as heretofore amended, and supersede the original Articles of Incorporation and all amendments thereto.

DATED this 22nd day of September, 1993.

PACIFIC PRESS PUBLISHING
ASSOCIATION, INC.

By:


ROBERT E. KYTE, Secretary

ATTEST:



(Corporate Seal)

STATE OF IDAHO)
County of Ada) ss.

On this 22nd day of September, 1993, before me, the undersigned, a Notary in and for said State, personally appeared

ROBERT E. KYTE, known to me to be the person whose name is subscribed to the within instrument, and being by me first duly sworn, declared that he is the Secretary of Pacific Press Publishing Association, Inc., that he signed the foregoing document as Secretary of the corporation, and that the statements contained therein are true.

Charles W. Juncet
NOTARY PUBLIC For Idaho
Residing at Boise, therein
My Commission Expires: 12/12/97

Pacific Press Publishing Association
BOARD OF TRUSTEES - Address List
August 22, 1981
1991 - 1996

Robert J. Klocsterhuis, Board Chairperson
Pacific Press Publishing Association
c/o General Conference of SDA
12501 Old Columbia Pike
Silver Spring MD 20904
W 301-660-8619
E 301-860-8424

Donald P. Gilbert, Treasurer
General Conference of SDA
12501 Old Columbia Pike
Silver Spring MD 20904
E 301-439-0288
W 301-860-8202

Ronald E. Appenzeller
Director/Publishing Department
General Conference of SDA
12501 Old Columbia Pike
Silver Spring MD 20904
W 301-660-6480
E 301-236-8247

Bruce Johnston
North Pacific Union Conference
PO Box 16677 (10225 E. Burnside St)
Portland OR 97216
W 503-238-7300
E 503-238-6748

Sylvester D. Bietz, Treasurer
Pacific Union Conference
PO Box 5005 (2886 Towngate Rd)
Westlake Village CA 91360 (91361)
W 805-497-9457

Earl Zehney, President
Color Press
PO Box 378
College Place WA 99324
W 509-528-6030

Robert T. Burns, Ph.D.
16229 S. McKinley Avenue
Carson CA 90746
W 213-324-2287

Duane Krueger, Manager
Oregon ABC
13455 SE 97th Avenue
Clackamas OR 97015-9798
W 503-851-0978

B. D. Devnich, President
Canadian Union Conference
1148 King Street, East
Oshawa, ON L1E 1K8
Canada
W 416-433-0011

Earl J. Leary
Director/Publishing Department
Pacific Union Conference
PO Box 5005 (2886 Towngate Rd)
Westlake Village CA 91360 (91361)
W 805-497-9457
E 805-488-2707

George Drenen
Director/Publishing Department
Canadian Union Conference
1148 King Street, East
Oshawa, ON L1E 1K8
Canada
W 416-433-0011

Harold J. Lange, Attorney at Law
Rt 3 Box 350
Dunlap TN 37327
E 615-848-4388

Kenneth E. Emmerson
12 Dogwood Trail
Bessemerville NC 28739
E 704-892-3171

Israel Leite
Director/Church Ministries
General Conference of SDA
12501 Old Columbia Pike
Silver Spring MD 20904
W 301-660-8141

Robert S. Polmanberg, President
General Conference of SDA
12501 Old Columbia Pike
Silver Spring MD 20904
W 301-660-6602

Melvin R. Lyon
Director/Publishing Department
North Pacific Union Conference
PO Box 16677 (10225 E. Burnside St)
Portland OR 97216
W 503-238-7300
E 503-860-8038

Ann Oibogen
325 SW State #1
Pullman WA 99163
E 509-334-3494

J. Lynn Martell
Director/Church Ministries
North American Division of GC
12501 Old Columbia Pike
Silver Spring MD 20904
E 301-894-2394

EXHIBIT A

PACIFIC PRESS BOARD OF TRUSTEES
ADDRESS LIST -- 1991 - 1996
(August 22, 1991 update)

Wilma May
4916 Bridgewater Drive
Arlington TX 76017
W 817-467-7833
E 800-926-6072

Alfred C. McClure, President
North American Division of GC
12501 Old Columbia Pike
Silver Spring MD 20904
W 301-680-6411
E 301-680-6411

Stephen McPherson, President
Idaho Conference
PO Box 4876 (7777 Fairview Ave)
Boise ID 83711
W 208-375-7574

Thomas J. Mastert Jr., President
Pacific Union Conference
PO Box 5005 (2686 Towngate Rd)
Westlake Village CA 91360 (81361)
W 808-487-9457

Juan R. Prestol, Vice President
Atlantic Union Conference
400 Main Street
PO Box 1109
South Lancaster MA 01561
W 508-364-8233

Robert L. Revson, Treasurer
North Pacific Union Conference
PO Box 18677 (10228 E. Burnside St)
Portland OR 97218
W 503-285-7300
E 503-661-9611

Robert S. Smith
Director/Publishing Department
North American Division of GC
12501 Old Columbia Pike
Silver Spring MD 20904
W 301-680-6421
E 301-634-8079

Jorge Soria
Director/Spanish Ministries
Pacific Union Conference
PO Box 5005 (2686 Towngate Rd)
Westlake Village CA 91360 (81361)
W 808-487-9457

Wayne L. Taylor
Director/Publishing Department
Mid-America Union Conference
PO Box 6127 (8850 Pioneers Blvd)
Lincoln NE 68506 (68520)
W 402-483-4431
E 402-483-5338

G. Ralph Thompson, Secretary
General Conference of SDA
12501 Old Columbia Pike
Silver Spring MD 20904
W 301-680-6440

Joel G. Tompkins, President
Mid-America Union Conference
PO Box 6127 (8850 Pioneers Blvd)
Lincoln NE 68506 (68520)
W 402-483-4455

Manuel Vasquez, Vice President
North American Division of GC
12501 Old Columbia Pike
Silver Spring MD 20904
W 301-680-6413

Inviters:

Robert L. Dale, Vice President
North American Division of GC
12501 Old Columbia Pike
Silver Spring MD 20904
W 301-680-6412

David J. Lawson, Manager
Maraclo Press, Ltd.
PO Box 636 (1136 King St. East)
Oshawa, ON L1H 7N4
Canada
W 416-723-3438
E 416-436-1841

PACIFIC PRESS BOARD OF TRUSTEES
ADDRESS LIST -- 1991 - 1996
(August 22, 1991 update)

Pacific Press In-House Managers:

Robert E. Kyte, President
Secretary of the Board
W 208-465-2501
E 208-377-8665

Robert M. Gortan
Vice-President of Marketing
W 208-465-2548
E 208-336-3690

B. Russell Holt
Vice President of Editorial
W 208-465-2595
E 208-419-1022

Larry R. Johnson
Vice President of Production
W 208-465-2600
E 208-465-6519
C 208-392-6710

Rees A. Lauterbach
Vice President of Finance
W 208-465-2536
E 208-465-9501

Pacific Press Publishing Association
PO Box 7000
Boise ID 83707
208-465-2500
208-465-2531 FAX

1350 North Kings Road
Kampa ID 83687

Board Chairman:	R. J. Kleestorheis
1st Vice Chair:	A. C. McClure
Secretary:	R. E. Kyte
Total Membership:	38 +
	2 Invited
	37 Total

EXHIBIT A

CERTIFICATE

SEP 23 3 45 PM '93
SECRETARY OF STATE

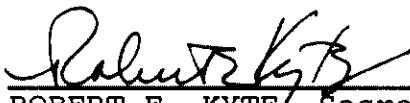
STATE OF IDAHO)
) ss.
County of Ada)

ROBERT E. KYTE, being first duly sworn upon oath, deposes and says:

That he is the Secretary of the Board of Pacific Press Publishing Association, Inc., and in such capacity hereby certifies that the Restated Articles of Incorporation which accompany this Certificate do not contain any amendments which required approval by the members or any other person other than the Board of Directors, and that the Board of Directors adopted the Restated Articles of Incorporation as thereby set forth.

That the Corporation formerly known as PPPA Corp. is now known as Pacific Press Publishing Association, Inc. by virtue of the Articles of Merger previously filed and of record in the offices of the Idaho Secretary of State.

DATED this 27th day of September, 1993.



ROBERT E. KYTE, Secretary

SUBSCRIBED AND SWORN to before me, the undersigned, a Notary in and for said State, this 27th day of September, 1993.



Notary Public for Idaho
Residing at BOISE, IDAHO
My Commission Expires: 2/12/97