

ARTICLES OF AMENDMENT
(Non-profit)

FILED EFFECTIVE

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:

09 JAN 26 AM 9:00

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is:

Friendly Neighbors Senior Citizens, 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:

Insert new first and last sentences into Article V (Membership) such that it now reads as follows:

ARTICLE V
MEMBERSHIP

The corporation will have members. The corporation shall have no capital stock; and the rights and interests of all older persons, 60 years of age and over, and spouses of same, shall be equal, with none having the right to acquire a greater interest than any of the others. No person shall be excluded from membership because of race, gender, religion, national origin, or disability.

After amended Article V, insert new Articles VI, VII, VIII, and IX which read as follows:

ARTICLE VI
QUALIFICATIONS AND LIMITATIONS

No part of the net earnings or the assets of Friendly Neighbors Senior Citizens, Inc. shall inure to the benefit of, or be distributable to, its 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 II hereof.

No substantial part of the activities of Friendly Neighbors Senior Citizens, Inc. shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and Friendly Neighbors Senior Citizens, Inc. 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, Friendly Neighbors Senior Citizens, Inc. shall not carry on any other activities not permitted to be carried on by a

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IDAHO SECRETARY OF STATE
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corporation exempt from federal income tax under Section 501(c)(3) of the Code, as amended from time to time.

It is intended that Friendly Neighbors Senior Citizens, Inc. shall have and continue to have the status of a corporation which is exempt from Federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation by reason of being described in Section 509(a)(1) or (2) and all applicable regulations thereunder of the Code, and these Articles shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly.

ARTICLE VII

DISTRIBUTION ON DISSOLUTION

Upon dissolution of Friendly Neighbors Senior Citizens, Inc., the Board of Directors shall, after paying or making provision for the payment of all debts, obligations, and 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 Code, 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 VIII

BYLAWS

Provisions for the regulation of the internal affairs of Friendly Neighbors Senior Citizens, Inc. shall be set forth in its Bylaws.

ARTICLE IX

AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the membership of the corporation at an Annual Meeting or Special Meeting by an affirmative vote of no less than two-thirds of the members present, provided that the members shall have been notified of the proposed amendments at least two (2) weeks prior to the meeting.

3. The date of adoption of the amendment(s) was: January 20, 2009

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: 122

b. The number of members that voted for each amendment was: 53

c. The number of members that voted against each amendment was: 0

Dated: 22 January 2009

Signature: _____

Leonard C Johnson

Typed Name: Leonard C. Johnson

Capacity: President, Friendly Neighbors Senior Citizens, Inc.