

# *State of Idaho*

## **Department of State**

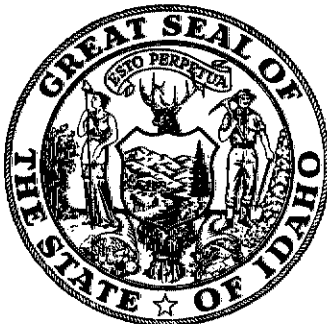
### CERTIFICATE OF AMENDMENT OF

SHELLEY ECONOMIC DEVELOPMENT COUNCIL, INC.  
File Number C 93832

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 SHELLEY ECONOMIC DEVELOPMENT COUNCIL, INC., duly signed 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: July 18, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl Davis*

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**SECOND  
ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

**SHELLEY ECONOMIC DEVELOPMENT COUNCIL, INC.**

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Pursuant to the provisions of the Idaho Non-Profit Corporation Act, Chapter 3, Title 30 of the Idaho Code, the undersigned corporation has adopted Articles of Amendment to its Articles of Incorporation. This filing of the Second Articles of Amendment is made to correct an inadvertent omission of provisions contained in the Articles of Amendment as adopted but inadvertently omitted when the Articles of Amendment were submitted. The following Articles of Amendment to the Articles of Incorporation are hereby adopted:

**ARTICLE I.**

Name

The name of this Non-Profit corporation is SHELLEY ECONOMIC DEVELOPMENT COUNCIL, INC.

**ARTICLE II.**

Amendment to Articles

Article IV of the Articles of Incorporation is amended to add provisions to Article IV of the purposes, which amendment is in addition to and supplementary to those provisions contained in the Articles, and which addition reads as follows:

**ARTICLE IV.  
(OF ORIGINAL ARTICLES)**

**Purposes**

This Corporation is organized and shall be operated as a nonprofit corporation for civic, charitable, scientific, and educational purposes, and to establish a permanent force in the community to promote job creation and increased prosperity for the Citizens of Bingham County; and to promote high quality community growth that emphasizes better pay, better public facilities, and a more diverse and stable business environment.

For its purposes and not otherwise, this Corporation shall have only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether to purchase, convey, lease, gift, grant or otherwise, and to own, hold expend, make gifts, grants and contributions of, and to convey, transfer and dispose of any funds and property and the income therefrom for the furtherance of the purposes of this Corporation hereinabove set forth, or any of them, and to lease, mortgage, encumber and use the same and such other powers which are consistent with the foregoing purposes and which are afforded to this Corporation by the Idaho Nonprofit Corporation act, as now enacted pr as hereafter amended.

This organization is organized exclusively for charitable and educational purposes within the meaning of section 501(c) (3) of the Internal Revenue Code.

"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 Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or by (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law)."

"Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such

purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes."

### **ARTICLE III.**

#### **Date of Adoption of Amendment**

**Section 1.** The amendment was adopted by the Board of Directors on December 9, 1993.

**Section 2:** The date of adoption by the members was on March 29, 1994.

### **ARTICLE IV.**

#### **Approval of Amendment**

**Section 1.** The Board of Directors consists of eight (8) members. At a meeting of the Board of Directors duly called and held on December 9, 1993, there were seven (7) directors in attendance, constituting a quorum of and a majority of the directors, with one (1) director absent. The proposal to amend the Articles of Incorporation by the above-stated provision was voted with result as follows: VOTING AYE, 7; VOTING NAY, NONE; ABSENT, 1.

**Section 2.** That the corporation called a special meeting of the members to be held March 29, 1994, for the purpose of considering the proposed amendment to the Articles of Incorporation.

**Section 3.** That the corporation gave notice consistent with its By-Laws of a special meeting of the members in a fair and reasonable manner as follows:

(a) The corporation gave notice to its members of the place, date and time of the special meeting of members no fewer than ten (10) days nor more than sixty (60) days before the meeting date.

(b) That notice of the special meeting included a description of the matter for which the meeting was called of the proposed Amendment to the Articles of Incorporation and contained a summary of the proposed amendment.

Section 4. That the membership of the corporation consists of twenty-three (23) members; that the membership is all of one class and there are no voting restrictions or conditions.

Section 5. That the voting on the proposed Amendment to the Articles of Incorporation was as follows: VOTING AYE, 23; VOTING NAY, NONE; ABSENT, NONE. That the number of members in attendance and voting constituted more than two-thirds of the membership of the corporation, and the members voting in favor of the Amendment constituted more than two-thirds of the votes cast and the majority of the voting power.

Section 6. That there is one class of membership entitled to vote on the Amendment, and the number of votes of such class indisputably voting on the Amendment was the number of twenty-three (23).

Section 7. That there was no approval required of the Amendment by any person or persons other than the members and the Board of Directors.

IN WITNESS WHEREOF, the undersigned corporation, Shelley Economic Development Council, Inc., by a duly authorized resolution of its members and of its directors, does hereby cause these Articles of Amendment to be executed this 13 day of July, 1994.

SHELLEY ECONOMIC DEVELOPMENT  
COUNCIL, INC.

By: Kay Gneiting  
Kay Gneiting, President

ATTEST:

Heidi Schultz, Secretary  
Heidi Schultz, Secretary

STATE OF IDAHO            )  
                                      )ss.  
County of Bingham        )

On this 13 day of July, 1994, before me the undersigned, a Notary Public for Idaho, personally appeared Kay Gneiting, President and Heidi Schultz, Secretary of the Shelley Economic Development Council, Inc., known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

(SEAL)

Lewanna Wase  
Notary Public for Idaho  
Residing at Shelley  
My Commission Expires: 5-4-2000

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