



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

OPPORTUNITIES UNLIMITED, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **23rd** day of **December** **19 74** original articles of amendment, as provided by Section **30-1103, Idaho Code, amending Articles II, VIII and Adding Articles IX and X**

and that the said articles of amendment contain the statement of facts required by law, and are **to be** recorded on ~~film~~ **microfilm** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **23rd** day of **December** **,**
A. D., 19 74

Secretary of State

PUBLISHER'S AFFIDAVIT OF PUBLICATION

STATE OF IDAHO,
County of Nez Perce } ss.

D. N. Sinclair, being duly sworn deposes and says, I am the Office Manager of the Tribune Publishing Company, a corporation organized and existing under and by virtue of the laws of the State of Idaho, publishers of the LEWISTON MORNING TRIBUNE, a newspaper of general circulation published at Lewiston, Nez Perce County, Idaho; That the said Lewiston Morning Tribune is an established paper and has been published regularly and issued regularly at least once a day for more than 20 consecutive years immediately preceding the first publication of this notice, and has been so published uninterruptedly for said period; that the Notice attached hereto and which is made a part of this affidavit was published in the said Lewiston Morning Tribune, once a week for 4 consecutive weeks, the first publication thereof being on the 6th day of November, A. D. 1974, and the last publication thereof being on the 27th day of November, A. D. 1974, and said Notice was so published in the regular and entire issue of the said newspaper and not in a supplement thereof and was so published in every issue and number of the said paper, during the period and times of publication as set forth above.

D. N. Sinclair
SUBSCRIBED AND SWORN TO BEFORE ME THIS THE
27th day of November, 1974.

Norman L. Gissel 8-28-76
Notary Public In and for the State of Idaho,
residing at Lewiston, therein.

CERTIFICATION

STATE OF IDAHO)
 : ss.
County of Nez Perce)

VICTOR F. KROLL and THOMAS CAHILL, being first duly sworn, on their oath state that Victor F. Kroll is the duly elected President of Opportunities Unlimited, Inc., and Thomas Cahill is the duly appointed acting Secretary of Opportunities Unlimited, Inc., and together they certify that public notice of intention to amend the Articles of Incorporation of said corporation was given by publication, once a week for four weeks in the Lewiston Morning Tribune, a newspaper published on the county wherein such meeting was held, such notice designated the regular meeting at which it was intended to vote on the proposition of amending the Articles of Incorporation, and said notice stated the manner in which it was intended to amend the Articles of Incorporation. Said Articles of Incorporation were amended at said regular meeting on the 5th day of December, 1974 at 7:30 p.m. by a vote of a majority of a quorum attending said meeting.

Victor F. Kroll
Victor F. Kroll, President

Thomas Cahill
Thomas Cahill, Acting Secretary

SUBSCRIBED AND SWORN to before me this 9th day of December, 1974.

Arthur J. Brown
Notary Public in and for the State of Idaho
Residing at Lewiston therein

AMENDED
ARTICLES OF INCORPORATION
of
OPPORTUNITIES UNLIMITED, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, whose names are hereunto subscribed, all of whom are citizens of the United States of America and bona fide residents of the State of Idaho, and each of us being of full legal age, do under and pursuant to the General Corporation Laws of the State of Idaho, associate ourselves together for the purpose of becoming a body corporate, and do now declare these as the articles of incorporation of OPPORTUNITIES UNLIMITED, INC., a corporation.

ARTICLE I

The name of this corporation shall be OPPORTUNITIES UNLIMITED, INC.

ARTICLE II

The purposes for which this corporation is formed are:

1. To provide vocational development services, including vocational evaluation, vocational adjustment, work experience and extended controlled employment for vocationally handicapped persons;
2. Prevocation training services to be performed in workshops and other related activities;
3. To subcontract with other firms and agencies for work for the handicapped;
4. For the supervised living in residential housing for the handicapped;
5. To purchase, rent, or otherwise acquire personal and real property of every kind and description within and without the State of Idaho which may be necessary to fulfill the above services;

6. To borrow money and give security therefor in the purchase of or acquisition of property of every nature and kind in connection with said services;
7. To enter into any and all agreements which may be necessary to perform the above services for the handicapped.

This is a benevolent and charitable corporation for the sole purpose of assisting vocationally handicapped persons, and can engage in purposes 1-7 above only in furtherance of its charitable purposes.

ARTICLE III

The principal place of business of said corporation shall be 1218 20th Street, Lewiston, Idaho.

ARTICLE IV

The duration of this corporation shall be perpetual.

ARTICLE V

The corporation power and business shall be exercised and controlled by a board of at least seven (7) and not more than thirteen (13) directors.

ARTICLE VI

There will be no capital stock or membership certificates. This is strictly a benevolent and charitable corporation and any excess funds accumulated will be utilized for expansion and improvement of services.

ARTICLE VII

The corporation will be operated by an executive director chosen by the board of directors.

ARTICLE VIII

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 the corporation shall be 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 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 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE IX

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of 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 X

A meeting was held on April 16, 1974, at 7:30 p.m. at 1218 20th Street, Lewiston, Idaho, and officers were elected for the corporation, and prior thereto

notice was published in the Lewiston Morning Tribune on April 3 and April 10, 1974, and a copy of said notice was posted on the building where the election was to be held, all pursuant to § 30-1102, Idaho Code.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 5th day of December, 1974.

Barbara L McCarthy

Barbara L McCarthy

James R. Clark
Thomas Vehille

Victor J. Kull

Judith Ammons

STATE OF IDAHO)
 : ss.
County of Nez Perce)

On this 5th day of December, 1974, before me, the undersigned Notary Public in and for said State, personally appeared VIVIAN L. McCARTHY, NORMAN L. GISSEL, JANUS J. IKARD, THOMAS CAHILL, VICTOR F. KROLL, and JUDITH A. MARCUS, 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 in this certificate first above written.

Phyllis M. Wilkins
Notary Public in and for the State of Idaho
Residing at Lewiston therein