

State of Idaho

Department of State

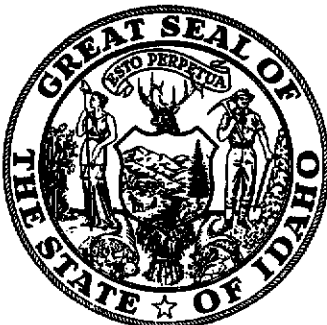
CERTIFICATE OF AMENDMENT OF

YOUNG WOMEN'S CHRISTIAN ASSOCIATION
OF BOISE, IDAHO
File Number C 9367

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 YOUNG WOMEN'S CHRISTIAN ASSOCIATION OF BOISE, IDAHO, changing the corporate name to WOMEN'S AND CHILDREN'S ALLIANCE, INC., duly executed 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: August 16, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Andy Clark*

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

WOMEN'S AND CHILDREN'S ALLIANCE, INC.
(formerly known as Young Women's Christian Association of Boise, Idaho)

Aug 16 1996
IDaho SECRETARY OF STATE
DATE 08/16/1996 0900 18834
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The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Amended and Restated Articles of Incorporation ("Articles").

Article I Name.

The name of the Corporation is Women's and Children's Alliance, Inc. The Corporation formerly was known as Young Women's Christian Association of Boise, Idaho.

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 City of Boise, County of Ada, and in the State of Idaho. The address of the initial registered office is 720 West Washington Street, Boise, Idaho 83702, and the name of the initial registered agent at this address is Janice Johnson.

Article V Purposes.

The purpose of this Corporation is to engage in any lawful activity, including, but not necessarily limited to, the following:

A. To enrich the lives and address the needs, issues, and concerns of women and their families by providing community leadership, advocacy, education, vital social services, and opportunities for individual development;

B. Charitable, religious, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3); and

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. 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 therefor, may not at that time lawfully carry on or do.

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 Members.

The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors.

Article VIII Membership Dues.

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership, and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

Article IX 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. Each Director of the Corporation shall, at all times, be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these

Articles, the Directors shall be elected by the members 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 are contained in Exhibit "A" attached hereto and incorporated herewith as if fully set forth herein.

Article X 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 Section 501(c)(3) of the Internal Revenue Code of 1986, 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 XI Bylaws.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

Article XII Approval by Membership.

These Amended and Restated Articles were approved by the members of the Corporation on August 9, 1996, by the following vote:

FOR: 134

AGAINST: 19

The vote in favor of these Amended and Restated Articles represents 88% of the votes cast. At the time this vote was taken, the Corporation had a total of 325 members, all of a single class.

DATED this 14th day of August, 1996.


Dawn Bushman
President of the Board of Directors

EXHIBIT "A"

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------------|---|
| Rosie Acton | 2658 N Peregrine Pl Boise, Idaho 83702 |
| Stephanie Balzarini | 2616 Regan Ave Boise, Idaho 83702 |
| Jan Bergeson | 10335 Estate Drive Boise, Idaho 83709 |
| Dawn Bushman | 672 Ash St Eagle, Idaho 83616 |
| Betty Lou Donnelley | 1213 Harrison Blvd. Boise, Idaho 83702 |
| Norena Gutierrez | 154 S Firwood Ave Eagle, Idaho 83616-6170 |
| Kristin Hoff | 3212 E Redstone Dr Boise, Idaho 83712 |
| Dina Jewell | 2060 Silver Creek Ln Boise, Idaho 837 |
| Michelle Keller | 3235 Law Ave Boise, Idaho 83706 |
| Susan Koehler-Kennedy | 1935 S Springbrook Boise, Idaho 83706-6104 |
| Serena McAlvain | 5559 W Gowen Rd Boise, Idaho 83709 |
| Martha McMurray | 1207 Happy Drive Boise, Idaho 83706 |
| Liz Zemlicka | 4863 Lakemont Pl Boise, Idaho 83703 |