

AMENDED ARTICLES OF INCORPORATION
OF
THE KNIGHTS OF THE GRIDIRON, INC.

FILED/EFFECTIVE

To the Secretary of the State of Idaho

Pursuant to Title 30, Chapter 3, Idaho Code, the undersigned non-profit corporation amends its Article of Incorporation as follows:

1. The name of the corporation is The Knights of the Gridiron, Inc.
2. The text of each amendment is as follows:

(A) The following language in the Articles of Incorporation shall be deleted:

"The purpose of the corporation is the transaction of all lawful business including, but not limited to foster and educate the general public about Bishop Kelly Football; to promote educational excellence in and among the members of the Bishop Kelly Football team; to foster and promote the educational and sportsmanship ideals upon which Bishop Kelly High School is founded; and to engage in any and all lawful purpose for which this corporation may be incorporated under the Idaho Nonprofit Corporation Act, as such may be amended from time to time.

The corporation shall have the authority to issue membership certificates in the corporation to any person, firm or corporation, under such provisions as may be adopted by the Board of Directors.

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from

AMENDED ARTICLES OF INCORPORATION
FOR THE KNIGHTS OF THE GRIDIRON, INC.-1

IDAHO SECRETARY OF STATE
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federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, 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 federal 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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."

(B) The following language shall be inserted and become part of the Articles of Incorporation:

"Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, 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 federal 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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."

The date of the adoption of the Amendment was:

4. Manner of Adoption:

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.

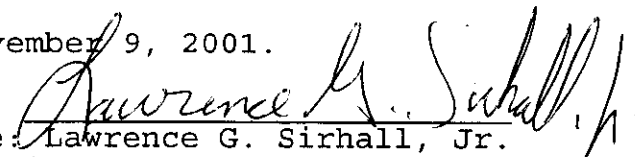
(a) The number of directors entitled to vote was: 5.

(b) The number of directors that voted for each amendment was: 5.

(c) The number of directors that voted against each amendment was: -0-.

DATED: November 9, 2001.

Signature:



Typed Name: Lawrence G. Sirhall, Jr.

Capacity: Director