

State of Idaho

Department of State

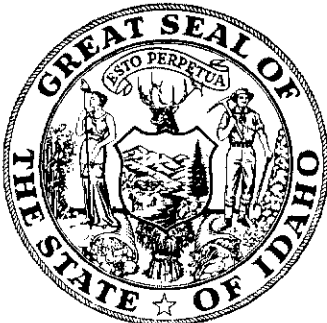
CERTIFICATE OF AMENDMENT OF

FUNDSY, INCORPORATED
File Number C 39472

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 FUNDSY, INCORPORATED, 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: August 2, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley J. Clark*

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
FUNDSY, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned officer of FUNDSY, INCORPORATED, do hereby certify, pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code, that at a meeting of the members of said corporation held on March 10, 1995, at which the undersigned presided, the Articles of Incorporation of the corporation were amended and restated in the following respects: Article VII was amended to allow for no directors; Articles IX and XII were deleted; and all references to members throughout the Articles were deleted. After these amendments have been made, the following are the Amended and Restated Articles of Incorporation which amend and supersede the original Articles of Incorporation and all amendments thereto in their entirety:

ARTICLE I

The name of the corporation is FUNDSY, INCORPORATED.

ARTICLE II

The purposes and objects for which the corporation is formed are:

(a) To receive and maintain a fund or funds and apply the income and principal thereof to the creation, construction or maintenance of buildings, edifices or premises of charitable organizations operating within the Boise Metropolitan Statistical Area and the State of Idaho.

(b) To solicit from merchants, corporations, businesses and private citizens, merchandise in any form whatsoever, and property both real and personal. The property so solicited, the merchandise, goods, and property both real and personal, accumulated through such solicitation are to be sold at a bi-annual auction, and the proceeds derived from such auction are to be applied to the capital construction needs of one or more organizations recognized as exempt organizations by the Treasury Department of the Government of the United States, which the Board of Directors deem to be deserving.

(c) The Board of Directors is entitled to invite and receive gifts, and all such gifts and all proceeds from the corporation's activities shall be devoted exclusively to charitable uses.

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SECRETARY OF STATE
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CORPORATION NON PROFIT AMENDMENT

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(d) Further the purposes of this corporation may be enlarged to carry out the purposes hereof by any and all means which from time to time shall be deemed desirable in the discretion of the Board of Directors of this corporation, excluding, nevertheless, any effort or endeavor for any purpose, (1) the means or ends of which is to fix the price or regulate the production of any article of commerce or product of the soil or the consumption thereof by the people, or (2) to carry on any attempt of any kind of propaganda or attempts to influence legislation, which acts are declared to be ultra vires, and contrary to the purposes of this corporation.

(e) To carry out the things hereinabove set forth and matters similar thereto which are now or may hereafter be considered to be charitable and eleemosynary.

(f) No provision of this Articles II shall be amended without the unanimous consent of the Board of Directors of this corporation.

ARTICLE III

The corporation shall have the following powers:

To do all acts as are necessary or convenient to obtain the objects and purposes herein set forth to the same extent and as fully as any natural person could or might do, and as are not forbidden by law or by these Articles of Incorporation, and, without limiting the generality of the foregoing, the corporation shall have the power to: (1) Take and hold directly or indirectly, by bequest, devise, gift, purchase or lease, either absolutely or in trust of any of its purposes, any property, real or personal, without limitation as to amount of value. (2) Sell, convey, mortgage, grant, assign, lease or otherwise, any property, real or personal, without limitation as to amount or value. (3) Borrow money, draw, make, accept, endorse, transfer, assign, execute and issue, bonds, debentures, notes and other evidences of debt, and for the purpose of securing indebtedness or contracts, can assign, deliver, convey, mortgage or pledge any property, real or personal, without limitation as to amount or value, for any of its purposes; to buy, sell, trade and deal in, stocks and bonds and securities of every nature, on margin or otherwise; and, in connection therewith, to borrow money and to pledge any and all of its stocks, bonds, securities, commodities, and contracts for the future delivery thereof. (4) Solicit, collect and receive monies from public authority or private donors for use of any of its purposes, or in accordance with the requirements of the public authority or wishes of the private donor, if any. (5) Invest and reinvest any principal, and deal with and expend the income and principal of the corporation in such manner as in the judgement of the Board of Directors will best promote its purposes; the power of investment and reinvestment shall not be subject to the trust principle prohibiting the mingling of assets from various donors' gifts for investment purposes, whether such gifts are absolute or in trust, nor shall the directors in managing the assets of the corporation be held to a higher fiduciary standard of care than that applicable to directors of commercial corporations.

ARTICLE IV

In no event shall any income or assets of the corporation be distributed to or inure to the benefit of any director or officer of this corporation, either directly or indirectly, other than as bona fide expenses in carrying out the directions and authorities of the Board of Directors and officers hereof in carrying out the purposes of the association, compensation for members of the Board of Directors and the officers is hereby prohibited except that compensation may be paid to a person serving as Secretary of the corporation even though that person may be an officer or director of the corporation. In event of dissolution, except upon merger with a corporation with similar purposes, all of the assets shall be distributed for the charitable purposes set forth in Article II above. No provision of this Article IV shall be amended without unanimous consent of the Board of Directors of this corporation.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The corporation shall not have any members.

ARTICLE VII

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. The Directors shall be elected by the existing Directors of the corporation in the manner and for the term provided in the Bylaws of the corporation. Only Directors may serve as officers except as provided in the Bylaws of the corporation.

ARTICLE VIII

The Board of Directors is expressly authorized to repeal and amend the Bylaws of the corporation and to adopt new Bylaws.

ARTICLE IX

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are the directors or officers, of such other corporations; any director individually, or any firm of which any directors may be members, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this corporation who is also a

director or officer of another such corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction as may any other director. Provided, however, that this Article IX is to be construed to allow the corporation to have the advantage of the financial, business and social contacts and positions of the directors with the only measure of the propriety of such contract or transaction being its fairness to the corporation, as if in the normal transaction of business between disinterested parties.

DATED this 6 day of July, 1995.



Patrick Steele, Chairman

BHB/48823