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State of Idaho

Department of State

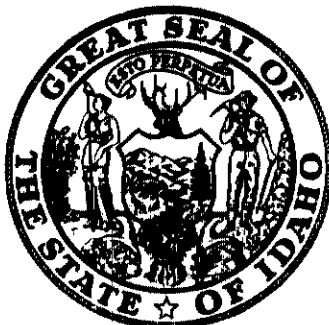
CERTIFICATE OF AMENDMENT OF

KUNA GOOD NEIGHBORS, INC.

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 KUNA GOOD NEIGHBORS, INC. duly signed and verified 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: May 17, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley J. Clark*

FILED
CLERK OF STATE

ARTICLES OF INCORPORATION
OF
KUNA GOOD NEIGHBORS, INC.
(an Idaho Corporation)

94 MAY 17 AM 8 47

A membership meeting was held on April 25, 1994. The membership at that time was 5 members. All 5 were in attendance, and all 5 members voted unanimously to amend the Articles of Incorporation as follows:

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being mature persons of full age and citizens of Idaho and the United States, in order to form a non-profit corporation for the purposes hereinafter stated pursuant to the provisions of Chapter 3, Title 30, Idaho Code, do hereby certify as follows:

I

That the name of the corporation shall be "KUNA GOOD NEIGHBORS, INC."

Article II was amended to read as follows:

II

This organization is organized exclusively for charitable purpose 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 (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)."

That this corporation is not formed for pecuniary profit nor shall any of the income of the corporation enure to the benefit of any member thereof or of any individual, or be applied or used for any purpose other than to further the objects and purposes of the corporation which are as follows:

- (a) To glean surplus items at low or no cost for distribution

and other charitable organizations in a fair and equitable manner.

(b) Generally, to promote food, service or other needs to those in need and to do all and everything necessary, suitable, convenient or proper for the accomplishment of the purpose of this corporation.

(c) To attain the status of a 501(c)(3) entity, or such other Internal Revenue Service designation under Section 501(c)(3) of the Internal Revenue Code, such that the donations and contributions made to the corporation are tax deductible to the donor as a charitable deduction and the corporation is exempt from income taxes.

(d) The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Idaho upon non-profit corporations organized under the provisions of the law hereinabove referred to.

Article III was amended to read as follows:

III

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."

IV

That the corporation shall have perpetual existence.

V

That the location and post office address of the registered office of the corporation shall be 12689 South Five Mile Road, Kuna, Idaho, 83634, and the initial registered agent shall be Patty Hamm, whose address is the same as above stated.

VI

That the rights and interests of all members in this corporation shall be equal, no member to acquire or have a greater interest therein than any other member; that this corporation shall not issue any capital stock, but shall issue membership certificates to each member of the corporation, which certificates cannot be assigned so that the transferee thereof can by such transfer become a member of the corporation, except by resolution of the Board of Directors and under such regulations as the by-laws may prescribe. The Board of Directors, however, shall have the power of authority from time to time to create and designate the types of membership in, or association with the corporation, and to define and limit the conditions and privileges of each such type. The board of Directors may provide for appropriate recognition and acknowledgment of all donations by corporations or other organizations contributing as such to the support of the corporation, and may designate or classify such contributors in such a manner as the Board may from time to time deem proper. Such contributors shall not have the privilege of voting at meetings of the members of this corporation unless they are in fact members.

Article VII was amended to read as follows:

VII

The qualification of membership will be open to all persons who are will and able to comply with the rules of the organization.

VIII

An annual meeting of the members of the corporation shall be held at a suitable place in Kuna, Idaho, on the _____ in

_____ of each calendar year, at such hour as shall be specified in the notice of the meeting, for the election of Directors, consideration of reports, and for the transaction of any other business that may have been specified in the notice of such meeting. Notice of the time and place of such annual meeting shall be given at least ten (10) days prior to the date of such meeting, either by printed or postcard notice addressed to the regular members at their last known address as the same appear on the records of the corporation. If for any reason such meeting shall not be held in any year on such date, it shall be held as soon as may be convenient thereafter as shall be determined by the Board of Directors, on due notice as above provided for and the Board of Directors shall have the authority to call such annual meeting at an earlier date than as above stated, if in its judgement the business of the corporation makes it held to hold such meeting at an earlier date in any year.

IX

At least sixty (60) days prior to the date of holding any such annual meeting, the Board of directors shall designate and appoint a nomination committee of not less than five (5) regular members of the corporation to prepare and submit the names of the persons recommended by such committee for election to fill the vacancies of the Board of Directors to occur at the time of such annual meeting. the nomination committee shall make it's report of the nominees recommended to it, and shall file such report with the secretary of the corporation, at least thirty (30) days prior to the date fixed for the holding of such annual meeting, and the names of such nominees shall be included in the notice of such meeting. Other nominations to fill any or all of such vacancies may be made, if similarly filed not less than thirty (30) days prior to the date of the annual meeting, and signed by any ten (10) regular members in good standing of the corporation, and any such nominations so made shall similarly be included in the notice of and in the voting at such meeting. In the event that more than one list of nominees shall be so presented for consideration at any annual meeting, written or printed ballots shall be distributed to the members present and entitled to vote at such meeting; the voting shall be by secret ballot; the ballots shall be collected and canvassed by tellers appointed for the purpose by the chairman of the meeting; and the nominees receiving pluralities of all the votes duly cast at such election shall be declared the duly elected Directors of the corporation for the respective terms for which they shall have been so elected.

Special meetings of the members of the corporation may be held at any time for any lawful purpose, on call of the President of the corporation, or on written request of a majority of the Board of Directors. Notice of the time and place of any such special

meeting, and of the purpose thereof, shall be five (5) days prior to the meeting by written notice.

X

The government and management of the affairs and property of the corporation, and exercise of its corporate powers, are and shall be vested in and exercised by a Board of Directors, each of whom shall be a regular member of the corporation, which Board shall consist of not less than five (5), nor more than fifteen (15) members, as may be prescribed by the by-laws. The first Board of Directors shall consist of five (5) members, hereinafter designated, who shall hold office as such until the holding of the 1994 annual meeting of the members of the corporation, and until their successors shall be elected and shall qualify. At the 1994 annual meeting the members present shall elect five (5) board members for a term of one year. thereafter each board member's term shall be one (1) year. Vacancies arising in the Board of Directors between the dates of annual meetings shall be filled by election by the remaining members of the Board. The persons so elected shall hold office as Directors for the unexpired terms of their respective predecessors.

The Board of Directors shall have the authority to create and appoint such other standing, special and auxiliary committees, to aid the Board in carrying on the activities of the corporation, as in the judgment of the Board may appear necessary or appropriate from time to time, and to define the duties and responsibilities of each such committee, subject at all times to the final authority of the board of Directors.

XI

The Board of Directors, at its first regular meeting following the annual meeting of the members of the corporation in each year, shall elect from its own number a President, one or more Vice Presidents, and a Secretary/Treasurer. Such offices shall have such powers and shall perform such duties as usually pertain to their respective offices, and as may be prescribed in the By-Laws for defined from time to time by the Board of Directors.

All such officers shall serve until the first meeting of the Board of Directors following the next ensuing annual meeting of the members of the corporation, and until their respective successors

shall have been elected and shall have qualified, unless otherwise specified at the time of election; but any officer may be removed from office at any time by vote of the majority of the whole number of Directors then holding office as such. Any vacancy arising in any of the offices shall be filled by election by the Board of directors for the unexpired term of the officer whose position shall have become vacant, unless otherwise specified at the time of election.

The Board of directors may from time to time elect or appoint from within or without its own number such additional officers as the Board may deem necessary, and shall prescribe or define the powers, duties, and terms of office of such officers, respectively. The Board may also from time to time appoint or employ, or authorize the appointment or employment of, such assistant or subordinate officers, from within or without the membership of the corporation, and with such powers and duties, and for such periods of time, as the Board may deem necessary for the efficient administration of the affairs of the corporation.

No officer or employee of the corporation shall have the power to contract any debt or incur any obligation in the name or behalf of the corporation, or to expend any money of the corporation, without appropriate action by the Board of directors granting such authority or approving such debt, obligation or expenditure.

XII

The Board of Directors of this corporation shall consist of the following named persons to serve until the holding of the 1994 annual meeting and until their successors shall be elected and shall qualify:

Patty Hamm, 12689 So. 5 Mile Rd., Kuna, Idaho 83634
Kit Hayes, 11399 W. Barker Rd., Kuna, Idaho 83634
Kim Hakem, 1173 S. black Cat road, Kuna, Idaho 83634
Julie Young, 2855 W. Victory, Meridian, Idaho 83642
Sally Neilson, 2602 Regan Ave., Boise, Idaho, 83714

XIII

That the names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Patty Hamm	12689 So. 5 Mile Rd. Kuna, Idaho 83634

IN WITNESS WHEREOF, We have hereunto set our hands and seals
this 25 day of April, 1994.

Patty Hamm
Patty Hamm

On this 25th day of April, 1994 before me a
Notary Public in and for the said State of Idaho, personally
appeared Patty hamm, known to me to be the person whose name is
subscribed to the within instrument and acknowledged to me that she
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.

SEAL

Gay S. Silver
NOTARY PUBLIC FOR IDAHO
RESIDING AT: Grand View Id.
MY COMMISSION EXPIRES June 7, 1997

Patricia K. Hamm
Signature of President, presiding at April 25th, 1994 meeting