

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

BONNER COMMUNITY FOOD CENTER, INC.
File Number C 76403

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 BONNER COMMUNITY FOOD CENTER, INC., 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: January 13, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ORIGINAL

RESTATED ARTICLES OF INCORPORATION OF
BONNER COMMUNITY FOOD CENTER, INC.
A Nonprofit Corporation

JAN 17 10 38 AM '97
STATE OF IDAHO

The following Restated Articles of Incorporation are duly adopted pursuant to the authority and provisions of I.C. § 30-3-89, et seq. The Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the original Articles of Incorporation with the following exception:

1. Article Four has been supplemented to add provisions to enable the corporation to apply for Section 501(c)(3) status with the Internal Revenue Service.

On January 9, 1997, the Board of Directors of the corporation met and resolved to submit to a vote of the Board of Directors the above-referenced amendment to the original Articles of Incorporation.

On January 9, 1997, there was a unanimous vote in favor of amendment. A quorum of the Board was present at the Special Meeting.

These Restated Articles of Incorporation supersede the original Articles of Incorporation.

ARTICLE ONE

NAME OF THE CORPORATION

The full name of the corporation is Bonner Community Food Center, Inc.

IDAHO SECRETARY OF STATE
DATE 01/13/1997 0900 54674

2

CN #: 2814 CUST# 71105

NON PROF A

AMENDED AND RESTATED ARTICLES OF INCORPORATION 10 -30.00= 30.00

Paul William Vogel, P.A.
Attorney-at-Law
212 N. First Avenue
Suite G-100
P.O. Box 1828
Sandpoint, ID 83864-0903
Ph: (208) 263-6636
Fax: (208) 265-6775

#: C

ARTICLE TWO

NONPROFIT STATUS

The corporation is a nonprofit corporation.

ARTICLE THREE

DURATION

The period of duration of the corporation is perpetual.

ARTICLE FOUR

PURPOSES

The purpose of the corporation is to provide food assistance to needy persons in Bonner County, State of Idaho, and to engage in any and all other lawful activities that serve a public purpose, through the utilization of both public and private funds that may be raised or received by grant for such purposes.

This corporation is organized exclusively for charitable purpose with 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 by an organization exempt from Federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code.

Upon the dissolution and winding up of this corporation,

after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code and which has established its tax-exempt status under that section.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE FIVE

MEMBERS

The corporation may have members, as provided by Idaho Code Section 30-310, as shall be specifically determined by the Board of Directors in the corporation's bylaws, provided that management of the corporation's affairs shall be vested in its Board of Directors. The conditions and regulations of membership and the rights, voting rights, and other privileges of the classes of membership, to include any certificates or other instruments evidencing same, shall be as determined and fixed by the bylaws.

ARTICLE SIX

REGISTERED OFFICE AND REGISTERED AGENT

The address of the corporation's initial registered office in the State of Idaho is 1010 Lake Street, Post Office Box 1222, Sandpoint, Idaho 83864. The name of the corporation's initial registered agent at such address is Douglas Gabel.

ARTICLE SEVEN

DIRECTORS

The names and addresses of the directors constituting the initial Board of Directors are as follows:

John Campbell
Box 56
Clark Fork, Idaho 83811

Joan Lawrence
5500 Woodland Drive
Sandpoint, Idaho 83864

Florence M. Carter
1805 N. Boyer
Sandpoint, Idaho 83864

Scott F. Maricle
P.O. Box 1574
Sandpoint, Idaho 83864

Lorenza O. Cushman
P.O. Box 447
Sagle, Idaho 83860

Berneice Murphy
Box 125
Clark Fork, Idaho 83811

Judy Graham
P.O. Box 1201
Priest River, Idaho 83856

Robert J. O'Connor
3980 Baldy Mountain Road
Sandpoint, Idaho 83864

Tim LaMarche
2168 Lakeshore Drive
Sagle, Idaho 83860

Maxine Rice
Route 1, Box 255L
Priest River, Idaho 83856

ARTICLE EIGHT

INCORPORATOR

The name and street address of the original incorporator of the corporation is:

Scott F. Maricle

315 Church Street
Post Office Box 1574
Sandpoint, Idaho 83864

CERTIFICATE OF OFFICERS OF BOARD OF DIRECTORS

The undersigned members of the Board of Directors of Bonner Community Food Center, Inc. certify that the foregoing Restated Articles of Incorporation of the corporation was adopted by the Board of Directors on January 9, 1997 by the following vote: All undersigned Directors voted in favor of the Restated Articles of Incorporation.

DATED this 9th day of January, 1997 in duplicate.

| | |
|---|------------------------------------|
| <u>Florence M Carter</u> Director | <u>Susanne Luccone</u> Director |
| <u>Rhyla J. Johnson</u> Director | <u>Max Russell</u> Director |
| <u>Ang Flint</u> Director | _____ Director |
| <u>Joan Lawrence, Treasurer</u> Director | _____ Director |
| <u>Lorraine B. Shaver</u> Director | _____ Director |