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**ARTICLES OF AMENDMENT
OF
THE KOOTENAI HUMANE SOCIETY, INC.
A non-profit Corporation**

Pursuant to Idaho Code 30-3-93, The Kootenai Humane Society, Inc., by and through its Board of Directors hereby states:

I.

Name of the Corporation

The name of the Corporation is ^{The} Kootenai Humane Society, Inc.

II.

Text of Amendments to Articles of Incorporation

A. **ARTICLE II** is amended to read as follows:

ARTICLE II

This corporation is not formed for profit to any of its members or to itself, and is formed to provide a means for the prevention of cruelty to animals, the sponsoring and enforcement of laws pertaining to cruelty to animals, the care of unwanted or abandoned animals, and in all ways to appeal to the finer instincts and nobler sentiments of both young and old on behalf of kind treatment of all living creatures; and to that end the corporation shall have the following powers:

1. The Corporation shall have the general powers set forth in Idaho Code 30-3-24 as now in existence or as hereafter amended, and pursuant to Idaho Code 30-3-24(17), as may hereafter be amended, have the power to do all things necessary or convenient, not inconsistent with the law, to further the activities and affairs of the corporation, including but not limited to:

- a. To develop, establish and maintain animal shelters in the county of Kootenai, Idaho, and elsewhere throughout the State of Idaho to provide a place for the care of unwanted, abandoned, quarantined animals or animals otherwise in need of safe-keeping.
- b. To establish funds for the maintenance and management of all monies or properties both real and personal, tangible or intangible which may be delivered to the corporation, and to manage such funds to the best interests of and for the purposes of the corporation, and in consistence with, insofar as is possible, the purposes for which such monies and/or properties were delivered to the corporation.

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- c. To receive gifts, donations, grants of money or property, directly or in trust, or otherwise, from any foundation, citizen, municipality, state, United States, or foreign government delivered to said corporation for any purpose general or incidental to the purposes for which this corporation is formed.
- d. To enter into such contracts and to incur such obligations as are consistent with the objects and purposes of this corporation; but the private property of the officers, directors, and members of the corporation shall be exempt from the debts of the corporation, and no officer, director, or member shall be individually or collectively liable or responsible for any debts or liability of the corporation.
- e. To purchase, lease, or otherwise acquire real or personal property of any kind, tangible or intangible, and to sell, exchange, lease, mortgage, or otherwise deal with the whole or any part of such property or rights, and generally do anything or perform any act which shall be necessary and proper to the best interests of said corporation in accomplishing any of the objects and purposes herein set forth.
- f. To borrow money, to issue bonds, debentures, notes, and other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to mortgage, pledge, hypothecate, or convey in trust or otherwise any or all of the property of the corporation to secure the payment thereof.
- g. To invest on behalf of itself or others, any money or property of the corporation and such additional funds as it may obtain, or any interest therein, in any manner; to vary the investments of the corporation, and generally, to sell, exchange, or otherwise dispose of, deal with, and turn to account, any of the assets of the corporation.
- h. To endorse, guarantee, and secure the payment and satisfaction of loans, bonds, debentures, obligations, and evidences of indebtedness; to guarantee and assure the payment or satisfaction of interest on obligations; to assume the whole or any part of the liabilities, existing or prospective, of any person, corporation, firm or association.
- i. To engage in any lawful act or activity for which corporations may be organized under the general corporation laws of Idaho, where not inconsistent herewith.

B. **ARTICLE IV** is amended to read as follows:

ARTICLE IV

The principal office of the Corporation shall be: 916 N. 3rd Street, Coeur d'Alene, Idaho. The Corporation may have such other offices, either within or without the State, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

C. **ARTICLE VI** is amended to read as follows:

ARTICLE VI

The affairs of the Corporation shall be conducted by a Board of Directors of at least five (5) and not more than fifteen (15) in number, with the exact number, manner of selection, and qualifications as determined by the By-Laws. Directors of this Corporation shall be Members, as may be determined by the By-Laws.

D. **ARTICLE VII** is amended to read as follows:

ARTICLE VII

This Corporation is not organized for pecuniary profit and shall not issue capital stock; the corporation may issue membership certificates to each of the members, which certificates shall be nontransferable or nonassignable except by resolution of the Board of Directors and under such regulations as the By-Laws of this corporation may prescribe. All of the properties and assets of this corporation shall be and are irrevocably dedicated to the purposes for which this corporation is formed and no part of the monies, properties, or assets of this corporation is formed and no part of the monies, property, or assets of this corporation, upon dissolution or otherwise, shall enure to the benefit of any member of this corporation or to any private person or individual. In the event of dissolution or liquidation of this corporation all properties and assets remaining after providing for debts and obligations shall be paid over to one or more entities then existing which are solely devoted to carrying out the objects and purposes for which this corporation is formed, and to no other person or entity.

III.

Date of each Amendments Adoption

Each of these Amendments were adopted on the 16th day of April, 2002.

IV.


Approval by Members

Amendment to the Articles of Incorporation requires approval by the Membership of the Corporation. Pursuant to the original By-Laws of the Corporation, there is one (1) class of Membership; there is an unlimited number of outstanding Memberships; and each Membership is entitled to one (1) vote on any issue presented for voting.

On the 16th day of April, 2002, at the Annual Membership Meeting, there were _____ Members present and entitled to vote. The original By-Laws of the Corporation specify ten (10) Members constitute a quorum, as such there were a sufficient number of Members present to constitute a quorum and to continue with the voting process.

On the 16th day of April, 2002, at the Annual Membership Meeting, on the issue of whether the Articles of Incorporation should be amended as set forth above, there were _____ votes cast in favor of each amendment and there were _____ votes cast in opposition to each amendment. The amendments set forth above passed unanimously.

DATED this ____ day of _____, 2002.



JOAN CLINE
DIRECTOR



PATRICK HALL
DIRECTOR



JEFF HENNIG
DIRECTOR




DEBBIE JEFFREY
DIRECTOR



JACK MASSA
DIRECTOR



MARCI MEIER
DIRECTOR



DR. JAMES MEYER
DIRECTOR