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State of Idaho

Department of State

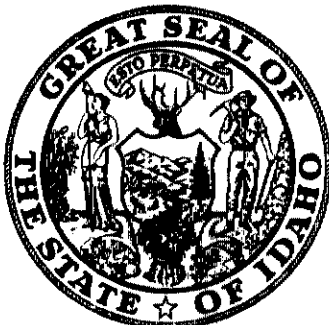
CERTIFICATE OF AMENDMENT OF

IDAHO ASSOCIATION OF TEACHERS OF LANGUAGES AND CULTURES, 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 IDAHO ASSOCIATION OF TEACHERS OF LANGUAGES AND CULTURES, 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: October 14, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Mary Reeves*

Articles of Amendment
of the
Articles of Incorporation
of the
Idaho Association of Teachers of Languages and Cultures, Inc.

Oct 14 4 34 PM '93
SECRETARY OF STATE

At the annual meeting of the Idaho Association of Teachers of Languages and Cultures, Inc. (IATLC), held on October 8, 1993, at Capital High School in Boise, Idaho, then President Ellen Albus proposed to the IATLC membership the following amendments to the IATLC Articles of Incorporation. With 108 of its 108 voting members present, 108 members voted in favor of the proposed changes. The specific changes adopted by this action were as follows:

Amendment 1, amending Article 2, Section 1 of the Articles of Incorporation of IATLC, reads as follows:

"The Idaho Association of Teachers of Languages and Cultures, Inc., is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code."

Amendment 2, amending Article 2, Section 2 of the Articles of Incorporation of the IATLC, reads as follows:

"Notwithstanding any other provision of these articles, the IATLC 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 1954 (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 1954 (or the corresponding provisions of any future United States Internal Revenue Law)."

Amendment 3, amending Article 6 of the Articles of Incorporation of the IATLC, reads as follows:

"Upon the winding up and dissolution 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 which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code."

Mary Bieter
Name of IATLC President

Mary F. Bieter
Signature of IATLC President

10-14-93
Date