

State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

CHILDREN'S HOME SOCIETY OF IDAHO

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Nineteenth** day of **July**, 19 **65**, original articles of amendment, as provided by Section **§ 30-146 and 30-147, Idaho Code, restatement of Articles of Incorporation,**

and that the said articles of amendment contain the statement of facts required by law, and ^{will be} ~~are~~ recorded on ~~Film No.~~ **microfilm** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **19th** day of **July**, A. D., 19 **65**.

Secretary of State

AMENDMENT AND RESTATEMENT OF ARTICLES
OF INCORPORATION OF
CHILDREN'S HOME SOCIETY OF IDAHO

BE IT KNOWN That we, the undersigned, President and Secretary respectively, of the Children's Home Society of Idaho, do hereby certify in accordance with the provisions of Section 30-146, Idaho Code, as follows:

I.

That at a meeting of the members of said corporation, regularly held in accordance with the requirements of the law of the State, upon due notice published in a newspaper of Ada County, which meeting was held at the office of the corporation, at 12 o'clock P. M., on the 8th day of June, 1965, at which meeting a quorum was present, in person or by proxy.

II.

That at said meeting the following Resolution to amend and restate the Articles of Incorporation was unanimously adopted, to wit:

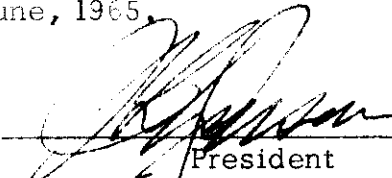
"BE IT RESOLVED That the Articles of Incorporation of the Children's Home Society of Idaho be amended and restated by adopting such restatement of the Articles as attached hereto marked "Exhibit A", and made a part hereof as if set forth herein.

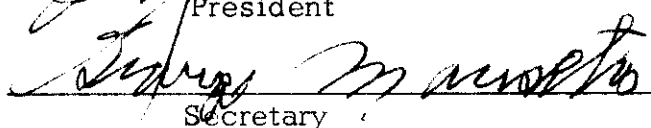
"And that the President and Secretary be, and they hereby are, authorized and directed to prepare duly certified certificates of this amendment and restatement of the Articles of Incorporation, and to file the same with the Secretary of State of the State of Idaho, and in such other places as are necessary and/or convenient."

III.

We do further certify that the undersigned are authorized, empowered and directed by the members so assembled to cause proper Articles of Amendment to the Articles of Incorporation to be prepared, executed and filed as provided by the laws of the State of Idaho.

IN WITNESS WHEREOF, We, the President and Secretary of said corporation, do on behalf of said corporation, execute this, the foregoing Articles of Amendment and Restatement to the Articles of Incorporation of the Children's Home Society of Idaho, in triplicate, this 16th day of June, 1965.



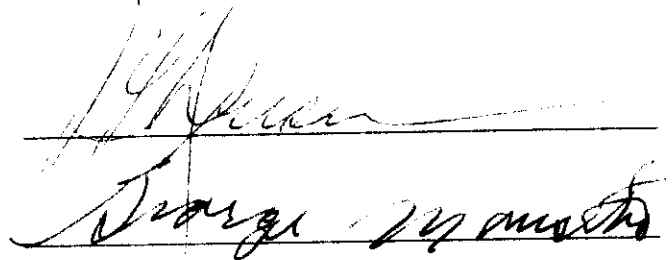
President


Secretary

STATE OF IDAHO)
) ss.
County of Ada)

J. L. DRISCOLL and GEORGE MOUSETIS, being first duly sworn, upon their oath, depose and say:

That they are the President and Secretary of the Children's Home Society of Idaho, a corporation, organized and existing under and by virtue of the laws of the State of Idaho, and are the identical persons who have executed the foregoing Amendment and Restatement to Articles of Incorporation of said corporation, and that the facts set forth in said Amendment and Restatement to the Articles are true and correct.


George Mousetis

SUBSCRIBED AND SWORN TO before me this 16th day of June, 1965.

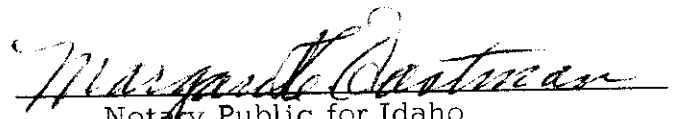

Margaret A. Cantrean
Notary Public for Idaho
Residing at Boise, Idaho

EXHIBIT A

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CHILDREN'S HOME SOCIETY OF IDAHO

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST

The name of the corporation is CHILDREN'S HOME SOCIETY OF IDAHO.

SECOND

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

- (1) To seek out, receive, aid, care for, place out and consent to the adoption of, and improve the condition of, orphaned, homeless, dependent, neglected, abandoned or abused minor children, and to make all necessary and useful provisions for their care, supervision, protection and enhancement of their moral, spiritual, physical and emotional welfare.
- (2) To erect, maintain and conduct all such buildings, homes and institutions for the temporary care of children in the protection of this work as it may from time to time provide and require.
- (3) To buy, sell, acquire, hold, own, mortgage, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, goods, wares and merchandise of every kind, nature and description.
- (4) To buy, sell, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, buildings and real property, hereditaments and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do, and without limit as to amount; provided, such real estate is necessary for the business and objects of the corporation.
- (5) To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of, any shares of capital stock, scrip, bonds, mortgages, securities, or evidences of indebtedness, issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder or owner thereof to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon.

(6) To make, perform, and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government or any agency thereof.

(7) This corporation shall have the power 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 prohibited by law or by the Articles of Incorporation, provided nevertheless, that this clause shall not permit conducting any business for profit as a part of the powers of the corporation.

(8) In addition to the powers hereinabove provided, to designate a bank with trust powers (hereinafter called "Bank") within or without the State of Idaho, as a depository, agent, or trustee for the purpose of maintaining an account for the Endowment Fund on behalf of the corporation (hereinafter called "Account"), and hold therein such funds and securities as shall be received by Bank from Corporation, as well as the proceeds and income thereof, and to make such payments therefrom as Corporation may direct; to, by contract, authorize such Bank to sell or exchange any property comprising the trust fund and, without being restricted to property authorized by the laws of any jurisdiction for trust investment, to invest in any kind of property whatsoever, real or personal, whether or not productive of income and without regard to the proportion that such property or property of similar character held, may bear to the entire trust fund, including the right in Bank to sell for cash or on credit, convert, redeem, exchange, and otherwise dispose of any security or property in Account, to collect and receive monies and other property paid or distributed as income or principal, or realize on sale or other disposition of property, to exercise conversion privileges and/or subscription rights available, to exercise by general or limited power of attorney any right, including the right to vote, appurtenant or appertaining to any security or other property in Account, to register any security in Account in name of its nominees, or nominee, and by contract to allow Bank or its nominee or nominees to be held harmless from any liability as the holder of record; by such contract to make Bank liable only for its own negligence and misconduct and to provide for reasonable compensation to Bank as may be agreed to from time to time, including out-of-pocket expense of Bank in managing said Account. And such agreement with Bank shall include a requirement to report generally quarterly and in detail at least annually, and not less than ninety (90) days after the termination of the contract, by statement with respect to all transactions taken by the Bank, and if no written objections are made to the statement in such time said statement shall be deemed to have been approved. And the right of the Board of Directors to enter into such contract with Bank is herein provided, and it shall include the right of Corporation, upon not more than ninety (90) days' written notice, to terminate such Account and transfer and deliver to Corporation assets held in Account by Bank after reserving such funds as Bank may deem necessary to indemnify it from any liabilities allowed hereunder. Provided, nevertheless, as the Board of Directors meets only semi-annually, any power herein given to the Board of Directors may be exercised by the Executive Committee of the Corporation between such regular meetings of the Board of Directors.

THIRD

The corporation is to have perpetual existence.

FOURTH

The location and post office address of the registered office of the corporation is Boise, Idaho.

FIFTH

The persons who have subscribed these Articles of Incorporation and those persons who may hereafter be elected members in accordance with the provisions of this article shall constitute the membership of said corporation.

Any person who shall have been duly elected by the Board of Directors may become a member of such corporation by the payment of the membership fee required by the By-Laws. The By-Laws may prescribe the terms of membership which membership may consist of more than one type.

SIXTH

The general officers of such corporation shall be a Chairman of the Board, a President, a Vice President, a Secretary and a Treasurer, all of which said officers shall be elected by the Board of Directors. The property, affairs, and business of such corporation shall be under the care of and managed by a board of not less than eleven directors, nor more than twenty-five. Provided that such board may provide for the management of the corporation between the directors' meetings by an executive committee consisting of not less than five persons.

The Board shall determine the term of all directors hereafter elected to the end that as nearly as possible one-third of the directors that are fixed by the board as members of the board shall be elected each year to serve a term of three years. Provided, further, that the Governor of the State of Idaho shall be a member of the board of Directors ex-officio during his term as Governor.

Provided, further, that a majority of the Directors of such corporation at any regular or special meeting may, by resolution, declare any office or any director, officer or agent of the corporation, vacant, and thereupon appoint some other person to such office.

Provided, further, that there may be elected by the members, in addition to the active directors, honorary directors, not exceeding eleven.

SEVENTH

The principal duties of the several officers, respectively, shall be as follows: the Chairman of the Board shall preside at all meetings of the corporation and shall in consultations with the other officers set the policies for the corporation and have all the powers and duties of the President in the absence of the President.

In the absence of the Chairman of the Board, the President shall preside at all meetings of such corporation of the Board of Directors, subject to the direction of the Board of Directors; he shall sign all notes, obligations, contracts and other instruments required to be made for and on behalf of such corporation; he shall exercise general supervision over the entire property, affairs, and business of such corporation, and shall generally perform all duties usually incumbent upon such officer and all such other and further duties as may be required of him by the Board of Directors or by the By-Laws of such corporation.

The Vice-President shall exercise all the powers and discharge all the duties of the President in case of his absence or inability to act, and shall perform all such other and further duties as may be required of him by the Board of Directors, or the By-Laws of such corporation.

The Secretary shall attend all meetings of the members of such corporation and the Board of Directors, both regular and special, and he shall keep a true and complete record of the proceedings of all such meetings; he shall have the custody of the corporate seal, subject to the direction of the Board of Directors. He shall affix the corporate seal to all instruments which require sealing and which have been executed by the President or other duly authorized officer; he shall have charge of all books, documents and papers, which properly belong to his office and shall generally perform all the duties incumbent upon such office and all such other and further duties as may be required of him by the Board of Directors or by the By-Laws of such corporation.

The Treasurer, subject at all times to the direction and control of the Board of Directors, shall safely keep the funds of such corporation, which shall come to his hands and so only disburse the same and generally perform all duties usually incumbent upon such office and all such other further duties as may be required of him by the Board of Directors or by the By-Laws of such corporation. Provided, that whenever the Board of Directors shall appoint an Assistant Treasurer, he shall perform all the duties of the Treasurer in the latter's absence, and any duties of the Treasurer when requested by him, or so required by the resolution of the Board of Directors.

EIGHTH

The annual meeting of the corporation shall be held at its principal office in the City of Boise on the first Tuesday in September in each year, at seven o'clock in the evening of that day. Special meetings of the corporation may be held at such time and in such manner as may be prescribed by the By-Laws.

NINTH

(1) In no event shall any income or assets of this corporation be distributed to or inure to the benefit of any member, 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 Executive Committee and/or the Board of Directors and officers hereof in carrying out the purposes of the association. In the event of the termination, liquidation, or dissolution of this corporation, for any reason, all of the assets thereof shall be distributed to another corporation holding a certificate of exemption from the United States Treasury or to such public organization devoted exclusively to charitable and educational ends.

(2) The private property of any member of the corporation shall not be subject to payment of the corporate debts to any extent whatsoever, and the membership certificates, if any are issued, shall not be subject to assessment for any purpose.

TENTH

Notwithstanding the provisions of Article Seventh as to the duties of any of the officers set forth therein and the keeping and handling of the funds of the corporation, the Board of Directors shall forthwith establish a special fund consisting of securities, monies and any other investment as hereinafter set forth, to be maintained separately from any and all other funds and investments of the corporation, which fund shall be known as "The Endowment Fund." There shall be placed in said Endowment Fund at the effective date of this amendment all of the investments, securities, cash and other items, if any, then designated on the records of the corporation as endowment funds. Thereafter, there shall further be placed in said Endowment Fund all bequests and devises received by the corporation, whether such bequest or devise specifies its particular use or not, and there shall also be placed in said Endowment Fund such other donations and gifts received as the Board of Directors may from time to time direct. The Endowment Fund shall be invested as the By-Laws may hereinafter provide, or the Board of Directors direct, but in no event shall there be any authority in the Board of Directors or officers of this corporation to expend or divert from said Endowment Fund any part of the corpus thereof, the right to draw from such Fund being limited wholly to such current income as may be received in the form of cash dividends, interest, rent and other increments exclusive of stock dividends which current accounting practice would designate as current income and not a return of corpus. Provided, nevertheless, that in the event of the destruction, in whole or a substantial portion, of the buildings and premises of the Society by an act of God, war, civil commotion, earthquake, fire, windstorm or similar event or in the event that it may become necessary or desirable to construct an entirely new plant and facilities for the operation of the Society upon approval as hereinafter set forth of the Board of Directors and the membership of the Society, to wit: After approval of the Board of Directors by a vote of two-thirds of all Directors, whether present or not, called upon ten days' written notice to each member setting forth the intent to use all or part of said Endowment Funds for the purposes outlined, and thereafter on approval of three-quarters of the members of the Association at a meeting called upon ten (10) days' written notice to all members

likewise setting forth the purpose of the special meeting, which membership meeting must be delayed six months after the approval received by the Board of Directors, and with such approvals as herein specified such sums as are not otherwise restricted by terms of the devise, bequest or gift, and as may be deemed necessary and desirable as set forth, may be withdrawn from said Endowment Funds and used only for such purposes. The provisions of this paragraph of the Articles of Incorporation shall not be amended, except by the same procedure as is necessary to authorize the expenditure of funds from the Endowment Fund and upon notices setting forth the intent to amend this Article and the reasons therefor.

The endowment fund may be invested under the powers set forth in Article Second, Subsection (8).

IN WITNESS WHEREOF, the Children's Home Society of Idaho has executed these Articles by the signature of its President and Secretary with the seal thereof applied this 16th day of June, 1965.

ATTEST:

CHILDREN'S HOME SOCIETY OF IDAHO

George Mousetis
Secretary

By *Margaret C. Eastman*
President

STATE OF IDAHO)
) ss.
County of Ada)

On this 16th day of June, 1965, before me *Margaret C. Eastman* a Notary Public in and for the State, personally appeared J. L. DRISCOLL, and GEORGE MOUSETIS, known to me to be the persons who have subscribed the within instrument, as President and Secretary, of said Corporation, and acknowledged to me that they executed the same for and on behalf of said Corporation and in its place and stead, as its act that said Corporation does so execute said Articles of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal the day and year of this certificate first above written.

Margaret C. Eastman
Notary Public for Idaho

STATE OF IDAHO }
COUNTY OF ADA } ss.

Georgene Padgett, being duly sworn,
deposes and says: That she is the Principal Clerk of The Idaho
Evening Statesman, a daily newspaper printed and published at
Boise, Ada County, State of Idaho, and having a general circula-
tion therein and which said newspaper has been continuously
and uninterruptedly published in said County during a period of
twelve consecutive months prior to the first publication of the
notice, a copy of which is attached hereto; that said notice was
published in the regular edition of The Idaho Evening Statesman
for fourteen consecutive insertions, beginning with the
issue of May 25, 1965, and ending with the
issue of June 7, 1965.

Georgene Padgett, Principal Clerk
Subscribed and sworn to before me this 8th day of
June, 1965.

Don A. Stubblied
Notary Public for Idaho, Residing at Boise, Idaho

NOTICE OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS
OF THE IDAHO EVENING STATESMAN
PUBLISHED IN THE REGULAR EDITION
OF THE IDAHO EVENING STATESMAN
FOR FOURTEEN CONSECUTIVE
INSERTIONS, BEGINNING WITH THE
ISSUE OF MAY 25, 1965, AND
ENDING WITH THE ISSUE OF
JUNE 7, 1965.

References

I, George A. Austin, do hereby certify that I am the duly elected and qualified Secretary of the Tallapoosa Home Society of Idaho, and that the attached notice of meeting of the members was mailed by regular mail directed to the United States Post Office on the 23rd day of May, 1965, to all members of record, such notice being addressed to such members at their last known address. The list of members to whom notice was mailed and their addresses is as follows:

Mr. J. L. Briscoil	Mr. C. Don Hill, Boise, Idaho
Mr. M. J. Jones	Mr. D. Fox Hill, Boise, Idaho
Mr. C. J. Jones	Mr. J. Fox Hill, Boise, Idaho
Mr. Frank Stein	Mr. D. Fox Hill, Boise, Idaho
Mrs. Charles E. Hudson	Mr. J. Fox Hill, Boise, Idaho
Mrs. John E. Jones	111 Riverside Place, Boise, Idaho
Mrs. Alice H. Jones	111 North Street, Boise, Idaho
Mrs. L. L. Jones	111 Roberts Road, Boise, Idaho
Mrs. Paul Jones	111 Crescent Drive, Boise, Idaho
Mr. H. L. Jones	111 Spring Avenue, Boise, Idaho
Mrs. Warren Brown	111 Spring Avenue, Caldwell, Idaho
Mr. J. Jones	111 Spring Avenue, Idaho Falls, Idaho
Mr. J. Jones	111 Spring Avenue, Pocatello, Idaho
Mrs. Robert Taylor	111 Spring Avenue, Arden, Idaho
Mrs. Roy Jones	111 Spring Avenue East, Twin Falls, Idaho
Mr. J. Jones	111 Spring Avenue, Boise, Idaho

Dated this 25th day of May, 1965.

George A. Austin

Subscribed and sworn to before me this 25th day of May, 1965.

Robert D. Reynolds
Notary Public for Idaho
Residing at Boise, Idaho