

State of Idaho

Department of State

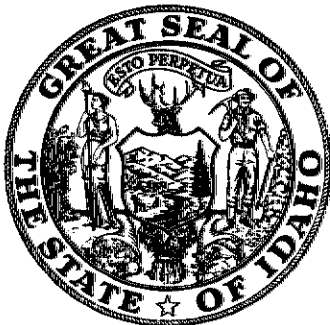
CERTIFICATE OF AMENDMENT OF

FIRST UNITED METHODIST CHURCH OF BOISE CITY
File Number C 1507

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 FIRST UNITED METHODIST CHURCH OF BOISE CITY, changing the corporate name to FIRST UNITED METHODIST CHURCH OF BOISE CITY, INC., duly executed 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: March 5, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

Greg J. Clark

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF

FIRST UNITED METHODIST CHURCH OF BOISE CITY

SECRETARY OF STATE
STATE OF IDAHO

MAR 5 3 19 PM '96

RECITALS

A. On December 6, 1894, the First Methodist Episcopal Church of Boise City was incorporated as an Idaho not for profit corporation.

B. The life of such corporation was specified to be for a term of fifty (50) years. On December 11, 1944, a Certificate of Amendment of Articles of Incorporation was filed. Said Amendment extended the life of the corporation for a second fifty (50) year term, which term has since expired.

C. The purpose of the amendment and restatement to these articles of incorporation is to change the term of the life of the corporation, to change the name of the corporation and to specify that the corporation shall be organized under the Idaho Nonprofit Corporation Act as a nonprofit corporation without members.

KNOW ALL MEN AND WOMEN BY THESE PRESENTS, that we, the undersigned, being the Chairman of the Board of Directors and Secretary of First United Methodist Church of Boise City, Inc., an Idaho nonprofit corporation, and following the adoption of a resolution by the Board of Directors of First United Methodist Church of Boise City, Inc. and by a unanimous vote of its members in favor of the amendments in accordance with and under and pursuant to the provisions of the Idaho Nonprofit Corporation Act, do hereby amend and restate the Articles of Incorporation of First United Methodist Church of Boise City, Inc., an Idaho nonprofit corporation, as follows:

FIRST

The name of the corporation is First United Methodist Church of Boise City, Inc.

SECOND

The purposes for which the corporation is organized are as follows:

A. For the promotion of religious and benevolent work of the United Methodist Church subject to the provisions of the Discipline of the United Methodist Church.

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- B. Charitable, religious, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).
- C. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at any time lawfully carry on or do.

THIRD

The corporation shall have perpetual existence.

FOURTH

The location and physical address of the registered office of the corporation and its registered agent is as follows:

Registered Office: First United Methodist Church of
Boise City, Inc.
1110 West Franklin Street
Boise, Idaho 83702

Registered Agent: Steven Tollefson

FIFTH

The corporation shall be a nonprofit corporation without members as permitted by the Idaho Nonprofit Corporation Act.

SIXTH

The affairs of the Corporation shall be managed by its Board of Trustees acting as its Board of Directors. The Board shall consist of nine (9) individuals. Other than the Directors constituting the current Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation. Directors shall serve until their successors have been elected and qualified. The current members of the Board of Directors are as follows:

Jean Barnes
4394 E. Ginger Creek Drive
Meridian, Idaho 83642

Sue Ann Baxter
898 W. Ashbourne Dr.
Eagle, Idaho 83616

Bradley M. Bengson
317 E. Fairbrook Dr.
Boise, Idaho 83706

James A. Bevis
960 Broadway Ave., Suite 220
Boise, Idaho 83702

Walter C. Kopper
8810 San Anita Dr.
Boise, Idaho 83704

Joseph P. Lucas
3885 Sanada Way
Boise, Idaho 83702

Laurel McClellan
1922 N. Stoneview Place
Boise, Idaho 83702

Ann Vycital
925 Parkhill Court
Boise, Idaho 83702

John W. Wagers
7126 El Caballo Dr.
Boise, Idaho 83704

SEVENTH

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Second hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements)

any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

EIGHTH

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to the Oregon-Idaho Annual Conference of the United Methodist Church or, if it is not in existence at the time of dissolution of the Corporation, to such other organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

These Amended and Restated Articles of Incorporation correctly set forth the Articles of Incorporation as amended and restated, contain all of the operative provisions of the articles of incorporation of the corporation and supersede the original Articles of Incorporation and all amendments thereto.

These Amendments to the Articles of Incorporation were unanimously adopted by the members of the corporation at a meeting held October 10, 1995 of which all members were given due notice, and by the unanimous vote of the Directors of the corporation on the same date.

IN WITNESS WHEREOF, we have hereunto set our hands and seal effective as of the 19th day of ^{January} ~~October~~ 1996.



James A. Bevis
Chairman


Laurel McClellan
Secretary

VERIFICATION

STATE OF IDAHO)
)ss.
County of Ada)

I, Karen M. Leavitt, a notary public for the State of Idaho, do hereby certify that on this ~~21st~~ ^{24th} day of ~~June~~ ^{January} 1996, personally appeared before me James A. Bevis, who, being by me first duly sworn, declared that he is the Chairman of the Board of Trustees (Board of Directors) of First United Methodist Church of Boise City, Inc., that he signed the foregoing document as Chairman of the Board of Trustees (Board of Directors) of the corporation, and that the statements therein contained are true.


Notary Public for Idaho
Residing at: Boise, Idaho
My Commission Expires: 6/7/00