

State of Idaho

Department of State

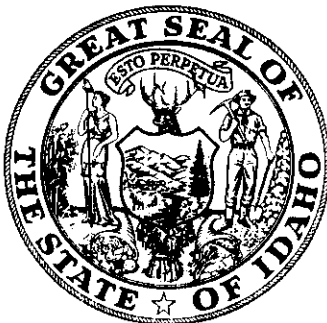
CERTIFICATE OF AMENDMENT OF

CHILDREN'S HOME SOCIETY OF IDAHO

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 CHILDREN'S HOME SOCIETY OF IDAHO 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: April 22, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CHILDREN'S HOME SOCIETY OF IDAHO,
an Idaho Nonprofit Corporation

KNOW ALL MEN BY THESE PRESENTS: That Linda Hurlbutt and Barry Watts, President and Secretary, respectively, of Children's Home Society of Idaho, do hereby certify as follows:

1. NAME OF CORPORATION: The name of the corporation is Children's Home Society of Idaho.

2. TEXT OF AMENDMENT ADOPTED: Article Second, Paragraph (8), of the Articles of Incorporation is hereby amended in its entirety to read as follows:

"(8) In addition to the powers hereinabove provided, to designate an insured (e.g., FDIC, FSLIC, SIPC) financial institution (including, but not necessarily limited to, a bank, brokerage firm, or other institution providing similar investment safeguards and services) with trust powers (hereinafter called "Financial Institution") 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

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therein such funds and securities as shall be received by Financial Institution from corporation, as well as the proceeds and income therefrom and to make such payments therefrom as corporation may direct; to, by contract, authorize such Financial Institution 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 Financial Institution 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 Financial Institution or its nominee or nominees to be held harmless from any liability as the holder of record; by such contract to make Financial Institution liable only for its own negligence and misconduct and to provide for reasonable compensation to Financial Institution as may be agreed to from time to time, including out-of-pocket expense of Financial Institution in managing said Account. And such agreement with Financial Institution 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 Financial Institution, 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 Financial Institution 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 Financial Institution after reserving such funds as Financial Institution may deem necessary to indemnify it from any liabilities allowed hereunder. Provided, nevertheless, as the Board of Directors meets only bimonthly, 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."

3. DATE AMENDMENT ADOPTED: The foregoing Amendment was adopted March 31, 1994.

4. ADOPTION BY THE CORPORATION: Approval of the Amendment by the board of directors and members was required, pursuant to Idaho Code § 30-3-91(1)(a) and (b). The board approved the Amendment unanimously at the board meeting of February 2, 1994, it being the decision of the board to submit the Amendment to the members for approval by written consent in accordance with Idaho Code § 30-3-91(5). The corporation has only one class of members, and there were a total number of 20 memberships outstanding and thus

20 votes entitled to be cast by the members of the corporation with respect to this Amendment. Of the 20 members entitled to vote, 17 members voted in favor of the Amendment and 3 members abstained from voting on the Amendment. Accordingly, the Amendment was approved.

DATED this 19th day of April, 1994.

CHILDREN'S HOME SOCIETY OF IDAHO,
an Idaho nonprofit corporation

By Linda Hurlburt
Its President

ATTEST:

Barry Watts
Its Secretary

STATE OF IDAHO)
) ss.
County of Ada)

LINDA HURLBUTT and BARRY WATTS, being first duly sworn, depose and say:

That they are the President and Secretary, respectively, of Children's Home Society of Idaho, an Idaho nonprofit corporation, are the persons who executed the above and foregoing Articles of Amendment on behalf of the corporation, have read the foregoing Articles of Amendment to the Articles of Incorporation of Children's Home Society of Idaho, know the contents thereof, and believe the facts therein stated to be true and correct to the best of their knowledge and belief.

DATED this 19th day of April, 1994.

Linda Hurlbutt
President

Barry Watts
Secretary

SUBSCRIBED AND SWORN TO before me this 19th day of April, 1994.

Janette Driscoll
Notary Public for Idaho
My Commission Expires: 12/96

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