



Department of State.

**CERTIFICATE OF AMENDMENT
OF**

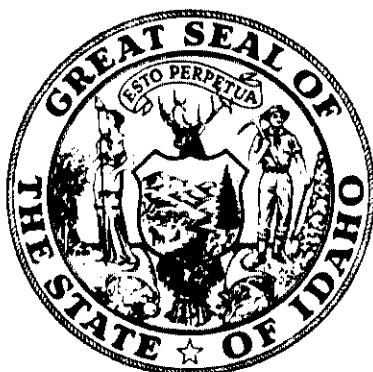
ASSOCIATION FOR RETARDED CITIZENS OF ADA COUNTY, INC.

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 _____
ASSOCIATION FOR RETARDED CITIZENS OF ADA COUNTY, 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 _____ **November 1** _____, 19 **89** .



Pete T. Cenarrusa

SECRETARY OF STATE

*_____
Corporation Clerk*

ARTICLES OF AMENDMENT

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to the

ARTICLES OF INCORPORATION

of

ASSOCIATION FOR RETARDED CITIZENS OF ADA COUNTY, INC.

Pursuant to the provisions of Section 30-327 of the Idaho Nonprofit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the corporation is ASSOCIATION FOR RETARDED CITIZENS OF ADA COUNTY, INC.

SECOND: The following amendments of the Articles of Incorporation were adopted at a meeting (at which a quorum was present) by the members of the corporation on JUNE 27, 1989, in the manner prescribed by the Idaho Nonprofit Corporation Act:

I.

The name of this corporation shall be ASSOCIATION FOR RETARDED CITIZENS OF ADA COUNTY, INC. This corporation shall be a nonprofit corporation.

II.

The period of existence and duration of the life of this corporation shall be perpetual.

III.

The location of the initial registered office of this corporation shall be Boise, County of Ada, State of Idaho, and the address of the initial registered office of this corporation shall be 627 Idaho Building, Boise, Idaho.

IV.

The nature of the business and the objects and purposes of the corporation shall be:

To promote the general welfare of the mentally retarded persons of the State of Idaho whether at home, in the community, in institutions, or in public, private, or religious schools.

To foster development of integrated programs on their behalf.

To advise and aid parents in the solution of their problems and to coordinate their efforts and activities.

To develop a better understanding of the problem of mental retardation by the public.

To cooperate with all public, private, and religious agencies, and with professional groups, in the furtherance of these ends.

To do each and everything necessary, suitable, useful, or advisable for the accomplishment of any one or more of the objects of said corporation, or which shall, at any time, appear to be conducive to or expedient for the benefit of said corporation in connection therewith.

V.

The membership of this corporation shall be open to all parents, relatives, and guardians, including foster parents, of mentally retarded children and other persons sympathetic to the purposes of the corporation who reside in the State of Idaho.

Any eligible person may apply for membership, and upon approval of such application by the Membership Committee, and upon payment of the membership fee as may be fixed by the board of directors, such applicant shall become a member and shall be entitled to a membership certificate.

The rights and interests of all members in good standing shall be equal, and no member shall have or acquire a greater interest than any other member. Said memberships shall not be assigned or transferred.

VI.

In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make and alter Bylaws of this corporation to the extent delegated by the members.

In general, to manage the affairs of said corporation in such manner as shall be deemed advisable by said board.

VII.

Members of said corporation shall not be individually liable for the debts of said corporation.

VIII.

The number of the initial board members shall be six, and they shall act as incorporators of this corporation. The number shall be no less than six nor more than seventeen, with the actual number determined by the Bylaws. Their names and addresses are as follows: Vere Sower, 145 Dover St., Boise, Idaho; Donald R. Lowry, 2210 N. 23rd St., Boise, Idaho; Gene E. Hadesheim, 3717 Hawthorne Dr., Boise, Idaho; Ronald T. Moorhouse, 3412 Rose Hill, Boise, Idaho; William E. Krueger, 2904 Selkirk Court, Boise, Idaho; Marvin Simpson, 4820 Hillside, Boise, Idaho.

IX.

In the event the Association for Retarded Citizens of Ada County, Inc., is dissolved as a corporation within the State of Idaho and ceases to exist for the stated purposes, such certificate of dissolution shall be filed with the Secretary of State, according to the statutes of the State for the dissolving of nonprofit corporations, and all property and assets shall revert to any agency serving the mentally retarded which has been granted exemption from the Federal Income Tax under the provisions of Section 501(c)3 of the Internal Revenue Code of 1986, or any corresponding provision of any future revenue code, or to the State or Federal Government for exclusively public purposes.

Under no circumstances shall any of the property or assets of the corporation during the existence and/or upon the dissolution thereof go and be distributed to any officer, member, or subsidiary of the corporation.

X.

These articles may be amended by a two-thirds vote of the members of said corporation present and voting at any regular or special meeting called for that purpose.

XI.

These articles shall also serve as the Constitution of the Association for Retarded Citizens of Ada County, Inc.

THIRD: The number of members of the corporation at the time of such adoption was ONE HUNDRED THIRTEEN; and the number of votes entitled was ONE HUNDRED THIRTEEN.

FOURTH: The number of members who voted for such amendment was FIFTY SIX; and the number of members who voted against such amendment was NONE. Such amendments received a majority of the votes which members present at such meeting in person were entitled to cast.

FIFTH: A summary of the proposed changes to the Articles follows:

Article I

A statement is added at the end of Article I to provide that the Association shall be a nonprofit corporation. This addition is required by Idaho Code Section 30-323(a)(2) and (b).

Article III

This is amended to provide that the registered office be the initial registered office of the corporation. This is done for clarification.

Article V

This is clarified to provide that membership is available for only those in good standing (which is defined in the Bylaws). This provision is also clarified to allow the Membership Committee to approve a membership application. There currently is an inconsistency between Section 1 of Article I of the Bylaws (which allows the chairman of the membership committee to approve membership applications) and Article V of the Articles of Incorporation (which allows only the Board of Directors or any officer designated by the Board to approve membership applications). This change removes the inconsistency.

Article VI

This Article in its current form provides in part that the Board of Directors is expressly authorized to make and alter Bylaws of the corporation. It should be noted that Idaho Code § 30-309 provides in part as follows:

The power to alter, amend, or repeal the bylaws or to adopt new bylaws shall be vested in the members, if any, which such power may be delegated by the members to the board of directors.

A provision was added which allows the Board to amend the Bylaws only to the extent delegated by the members.

Article VIII

An addition has been made here to provide that the actual number of directors shall be provided in the Bylaws, with a minimum of six and a maximum of seventeen. This was added for clarification purposes.

Article IX

The reference to the Internal Revenue Code was updated and broadened to cover future revenue codes. A typographical mistake was corrected.

Article XI


This is a new article which provides that the Articles shall also serve as a Constitution for the corporation.

For convenience, the text of new Articles I through XI, as amended, has been restated above.

DATED OCTOBER 30, 1989.

ASSOCIATION FOR RETARDED CITIZENS OF
ADA COUNTY, INC.

By


Its President

By


Its Secretary

STATE OF IDAHO)
) ss.
County of Ada)

On this 30th day of October, 1989, before me,
Sharon D. Ashcraft, a Notary Public in and for
said State, personally appeared JOAN CARLEY and KATHLEEN ROCKNE,
known or identified to me to be the President and Secretary,
respectively of the ASSOCIATION FOR RETARDED CITIZENS OF ADA
COUNTY, INC., the corporation that executed the within instrument
or the persons who executed the instrument on behalf of said
corporation, and acknowledged to me that such corporation
executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal the day and year in this certificate
first above written.

Sharon D. Ashcraft
Notary Public for Idaho
Residing at Boise, Idaho
My commission expires on 2/3, 1995

V E R I F I C A T I O N

JOAN CARLEY, being first duly sworn upon oath deposes and says:

That she has read the within and foregoing ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF ASSOCIATION FOR RETARDED CITIZENS OF ADA COUNTY, INC., and believes that the statements therein contained are true.

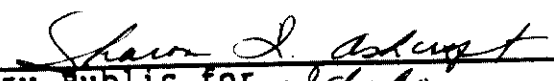

Joan Carley

STATE OF IDAHO

)
) ss.
)

County of Ada

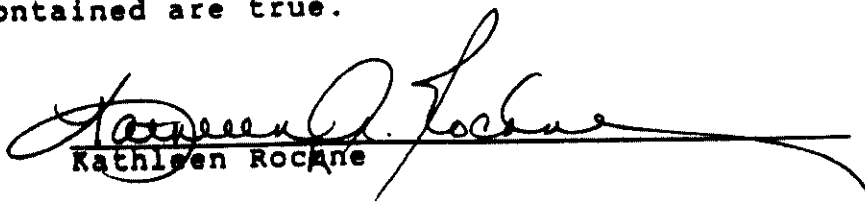
I, Sharon D. Aschurst, a notary public, do hereby certify that on this 30th day of October, 1989, personally appeared before me JOAN CARLEY, who, being by me first duly sworn, declared that she has read the foregoing document and that the statements therein contained are true.


Notary Public for Idaho
Residing at Basin, Idaho
My commission expires on 2/3, 1995

V E R I F I C A T I O N

KATHLEEN ROCKNE, being first duly sworn upon oath
deposes and says:

That she has read the within and foregoing ARTICLES OF
AMENDMENT TO THE ARTICLES OF INCORPORATION OF ASSOCIATION FOR
RETARDED CITIZENS OF ADA COUNTY, INC., and believes that the
statements therein contained are true.



Kathleen Rockne

STATE OF IDAHO

)
) ss.
)

County of Ada

I, Shaun D. Gaskcraft, a notary public, do
hereby certify that on this 30th day of October, 1989,
personally appeared before me Kathleen Rockne, who, being by me
first duly sworn, declared that she has read the foregoing
document and that the statements therein contained are true.


Notary Public for Idaho
Residing at Boise, Idaho
My commission expires on 3/3, 1995