



Department of State.

**CERTIFICATE OF AMENDMENT
OF**

IDAHO MIGRANT COUNCIL, INC.

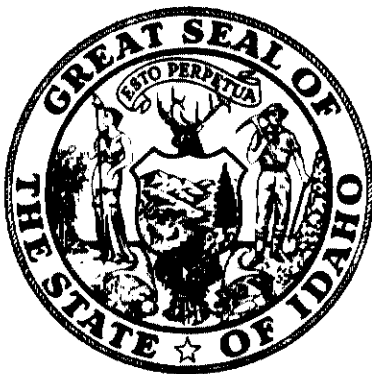
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

IDAHO MIGRANT COUNCIL, 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 _____ **July 11** , 19 **84** .



Pete T. Cenarrusa

SECRETARY OF STATE

John J. Clark

Corporation Clerk

34 JUL 10 PM 2 54

RESTATED ARTICLES OF INCORPORATION

OF

SECRETARY OF
STATE

IDAHO MIGRANT COUNCIL, INC.

KNOW ALL PERSONS BY THESE PRESENTS, that we the undersigned acknowledge under oath that on April 28, 1984, a quorum of the Board of Trustees of the Idaho Migrant Council, Inc., met in a regular meeting in Twin Falls, Idaho, and by a majority vote adopted the following RESTATED ARTICLES OF INCORPORATION. These restated articles correctly set forth without change the corresponding provisions of the articles of incorporation as heretofore amended and supersede the original articles of incorporation and all amendments thereto.

ARTICLE I

Section 1. Name.

The name of this corporation shall be IDAHO MIGRANT COUNCIL, INC.

Section 2. Office.

The principal place of business and registered address of this corporation shall be 715 South Capitol Boulevard, Suite 405, Boise, Idaho 83702-7188.

Section 3. Existence.

The duration of the existence of this corporation shall be perpetual.

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ARTICLE II

PURPOSE

The purpose of the Idaho Migrant Council, Inc., shall be:

Section 1. Solicit and Collect Grants.

[a] To solicit and collect grants of money, property, and services from federal, state and local governments, agencies, private persons, associations, corporations, and foundations.

Section 2. Utilize Resources.

[a] To utilize these resources to provide, lease, construct, develop, acquire, own, sell, operate, and maintain equipment, facilities, and personnel.

Section 3. Promote the General Well Being.

[a] To promote the general well being of farmworkers, ex-farmworkers, and low-income people both within and without the State of Idaho, by providing benefits and services to eligible recipients for the purpose of:

[i] Cultural Awareness

[ii] Civil Rights

[iii] Economic Development

[iv] Educational Opportunities

[v] Employment Opportunities

[vi] Health Opportunities

[vii] Housing Opportunities

Section 4. Other Activities.

[a] To engage in such other activities as may be necessary or appropriate for the promotion of these goals and objectives, as long as such activities are consis-

tent with the tax exempt status of the IMC under Section 501(c)(3) of the Internal Revenue Code and the Idaho Nonprofit Corporation Act.

ARTICLE III

STOCK

This corporation shall have no capital stock, but shall issue certificates of membership. The certificates shall be non-negotiable, and the voting rights of all members shall be equal, and no member may have or acquire a greater interest therein than any other member.

ARTICLE IV

MEMBERSHIP

The membership of this corporation shall be limited to farmworkers, ex-farmworkers, and rural-poor who make application and are approved and accepted as per criteria set forth in bylaws governing membership. The members of this corporation each have one vote.

ARTICLE V

BOARD OF TRUSTEES

Section 1. The Board of Trustees of the IMC shall consist of nineteen (19) members and shall be chosen in the manner provided in the By-laws.

Section 2.

[a] The Board of trustees of Idaho Migrant Council shall have the authority to enter contracts, borrow money, authorize the execution of negotiable instruments, mortgage or pledge property, acquire real property, institute litigation, select officers, establish

compensation for executives, and such other actions as concern the management and operation of the Idaho Migrant Council.

[b] The authority to manage the activities, property, and affairs of the Idaho Migrant Council shall be vested in the IMC Board of Trustees as a Board, not as individuals. Trustees cannot act as individuals to bind the IMC.

Section 3.

[a] The Board of Trustees shall have the right to fill any vacancy on the Board, and shall, by the affirmative vote of two-thirds (2/3) of a quorum of the Membership present at any regular annual or special meeting called for that purpose, have full power to adopt, alter and amend the By-laws of this corporation.

[b] The Board of Trustees shall also have the power to make proper rules and regulations for the transaction of the affairs of the corporation and to elect all officers in the manner provided in the by-laws.

ARTICLE VI

OFFICERS

The officers of the Board of Trustees shall be:

- [i] President,
- [ii] First Vice-President,
- [iii] Second Vice-President,
- [iv] Secretary,
- [v] Treasurer, and
- [vi] President-elect of the Board.

The functions of the officers shall be as specified in the By-laws.

ARTICLE VII

The private property of the shareholders of the corporation shall be forever exempt from the corporate debts.

ARTICLE VIII

DISSOLUTION


Upon the dissolution of this corporation for any cause, all property, both real and personal, then owned or controlled by this corporation shall become the absolute property of a non-profit association, government agency or foundation, chosen by a majority of the Board of Trustees, that is engaged in charitable activities within the meaning of section 501(c)(3) of the Internal Revenue Code. If the organization is a private organization, it must qualify for an exemption from income tax under section 501(c)(3) of the Internal Revenue Code. There shall be no distribution to any member of the corporation.

IN WITNESS WHEREOF, the following persons acknowledge they are authorized by law to execute restated articles for and in behalf of the corporation.

DATED this 28th day of April, 1984.

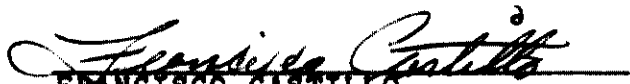

JESUS LOBO SAENZ, President
Board of Trustees

ATTEST:


ELISEO De La ROSA, Secretary
Board of Trustees

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 28th day of April, in the year 1984, before me a Notary Public for the State of Idaho, personally appeared JESUS LOBO SAENZ known to me to be the president and ELISEO De La ROSA known to me to be the secretary of Idaho Migrant Council, Inc. which executed the RESTATED ARTICLES, and acknowledged to me under oath that such corporation executed the same.


FRANCISCO CASTILLO
NOTARY PUBLIC for IDAHO
Residing at: *Twin Falls, ID*
My Comm. Exp's: 06-85