



AMENDMENT TO CERTIFICATE OF ORGANIZATION LIMITED LIABILITY COMPANY

(Instructions on back of application)

FILED EFFECTIVE

11 AUG -4 AM 9:16
SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

Lincoln Road, LLC

2. The name of the limited liability company is amended to read:

3. The date the certificate of organization was originally filed : October 2, 2009

4. The complete street and mailing addresses of the designated principal office is amended to:

5. The mailing address for future correspondence (annual reports) is amended to:

6. The name and address of the managers/members shall be amended as follows:

Name	Address	Add	Delete	Other
_____	_____	<input type="checkbox"/>	<input type="checkbox"/>	_____
_____	_____	<input type="checkbox"/>	<input type="checkbox"/>	_____
_____	_____	<input type="checkbox"/>	<input type="checkbox"/>	_____

7. Signature of an authorized person.

Russell K. Spain

Signature

Russell K. Spain

Typed Name

Signature

Typed Name

8. See attachment pursuant to Idaho Code Section 30-6-201(3).

Secretary of State use only

IDAHO SECRETARY OF STATE
08/04/2011 05:00
CK: 24301 CT: 1793 BH: 1205208
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W87389

CERTIFICATE OF ORGANIZATION
of
LINCOLN ROAD, LLC

Pursuant to law, and under the provisions of Idaho Code Section 30-6-201(3), the undersigned limited liability company hereby amends its Certificate of Organization, originally filed on October 2, 2009, to add the following provisions.

ARTICLE I
NAME

The name of the entity is Lincoln Road, LLC. The entity shall be referred to herein as the Company.

ARTICLE II
PURPOSE

The sole purpose of the Company shall be to hold and manage certain real property for the benefit of Eastern Idaho Community Action Partnership, a 501(c)(3) entity. The Company shall hold title to the property, shall collect income from the property, and after deducting expenses, shall turn any excess income over to Eastern Idaho Community Action Partnership.

ARTICLE III
MEMBERS

Section 1. Membership in the Company is limited to the following types of organizations: (1) 501(c)(3) organizations, (2) governmental units, and (3) wholly-owned instrumentalities of a state or political subdivision thereof.

Section 2. Direct or indirect transfers of any membership interest may only be made to the following types of transferees: (1) 501(c)(3) organizations, (2) governmental units, and (3) wholly-owned instrumentalities of a state or political subdivision thereof.

Section 3. The Company shall not distribute any assets to Members who cease to be 501(c)(3) organizations, governmental units, or wholly-owned instrumentalities of a state or political subdivision thereof.

Section 4. Members who cease to be 501(c)(3) organizations, governmental units, or wholly-owned instrumentalities of a state or political subdivision thereof shall be dissociated immediately upon such cessation.

Section 5. The tax-exempt Members of the Company will expeditiously and vigorously enforce all of their rights in the Company and will pursue all legal and equitable remedies to protect their interests in the Company.

ARTICLE IV
AMENDMENTS

All amendments to this Certificate of Organization and to the Company's Operating Agreement must be consistent with Section 501(c)(3) of the Internal Revenue Code.

ARTICLE V
CHARITABLE RESTRICTIONS

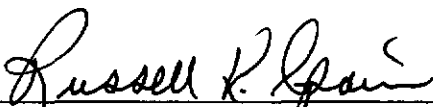
Section 1. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the Company shall be authorized and empowered to make payments and distributions to members in furtherance of the purposes set forth in Article II hereof. Notwithstanding any other provision of this Certificate, the Company 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.

Section 2. The Company's assets, or any interests in the Company other than membership interests, may only be availed or transferred (whether directly or indirectly) to any nonmember other than a section 501(c)(3) organization, governmental unit, or wholly-owned instrumentality of a state or political subdivision thereof in exchange for fair market value.

Section 3. The Company may not merge with or be converted into a for-profit entity.

Section 4. Upon winding up and dissolution of the Company, after paying or adequately providing for the debts and obligations of the Company, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and/or scientific purposes and which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code.

DATED this 1st day of August, 2011.



Russell K. Spain, Manager