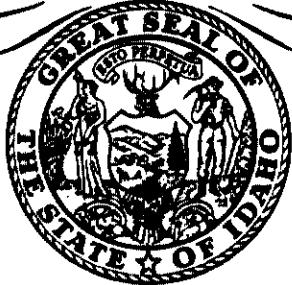


State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

BISHOP KELLY FOUNDATION, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **12th** day of **May** **1977**, original articles of amendment, as provided by Section **30-146-147 Idaho Code** **Amendment increasing the maximum number of directors to Twenty-one persons.**

and that the said articles of amendment contain the statement of facts required by law, and are **will be** recorded on **Film-Nomicrofilm** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **12th** day of **May** **1977**,
A. D., 19 **77**.

Secretary of State

ARTICLES OF AMENDMENT

TO

BISHOP KELLY FOUNDATION, INC.

BE IT KNOWN that BISHOP KELLY FOUNDATION, INC., a non-profit corporation organized and existing under and by virtue of the laws of the State of Idaho, does hereby make and execute the following Articles of Amendment and does hereby certify, in accordance with the provisions of Title 30, Idaho Code, as follows:

(1) That a special meeting of the members of the Foundation, duly called, convened and held in the manner provided by law and by the By-Laws of said Corporation and duly advertised to the public in accordance with Section 30-1103, Idaho Code, as established by a copy of the Affidavit of Publication attached hereto marked Exhibit "A" and made a part hereof, at 85 Horizon Drive, Boise, Idaho on the 3rd day of May, 1977 at 8:00 p.m., by an affirmative vote of the majority of the members of the Corporation, the following resolution was unanimously adopted:

"WHEREAS, due notice by publication as required by Section 30-1103, Idaho Code has been given of the intention of the members of this Corporation to amend its Articles of Incorporation by increasing the maximum number of directors from fifteen (15) persons to twenty-one (21) persons;

NOW THEREFORE, BE IT RESOLVED, that Article XI of the Articles of Incorporation of BISHOP KELLY FOUNDATION, INC. be amended by increasing the maximum number of directors from fifteen (15) persons to twenty-one (21) persons.

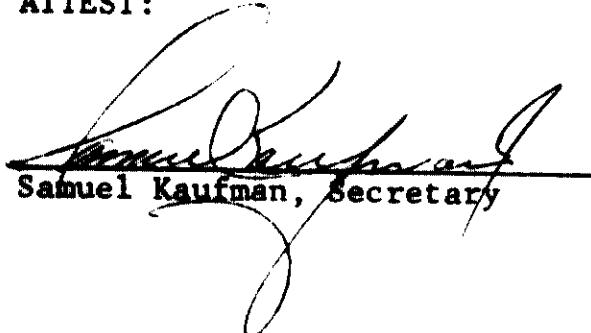
BE IT FURTHER RESOLVED, that the President and Secretary of the corporation be, and they are hereby, directed and empowered to cause a proper Certificate of Amendment to the Articles of Incorporation to be executed and filed with the Secretary of State of the State of Idaho and with the County Recorder of Ada County, Idaho, in compliance with the statutes of the State in such cases made and provided."

IN WITNESS WHEREOF, said BISHOP KELLY FOUNDATION, INC. has executed this instrument by the signature of its President and Secretary and affixed its corporate seal to these Articles of Amendment this 1st day of May, 1977.

BISHOP KELLY FOUNDATION, INC.

by W. L. Mills
W. L. Mills, President

ATTEST:



Samuel Kaufman, Secretary

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

W. L. Mills and Samuel Kaufman, being first duly sworn,
on oath deposes and says:

That they are respectively the President and Secretary
of BISHOP KELLY FOUNDATION, INC., a corporation organized
and existing under and by virtue of the laws of the State
of Idaho, and are the persons who executed the foregoing
Articles of Amendment to the Articles of Incorporation of
said corporation and that the facts set forth in the
Articles of Amendment are true.

W. L. Mills
W. L. Mills, President

Samuel Kaufman
Samuel Kaufman, Secretary

SUBSCRIBED AND SWORN to before me this 4th day
of May, 1977.

Mary E. Sloan
Notary Public for the State of
Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
COUNTY OF ADA) ss.

Marilyn Baker, being duly sworn, deposes and says: That she is the Principal Clerk of The Idaho Statesman, a daily newspaper printed and published at Boise, Ada County, State of Idaho, and having a general circulation therein and which said newspaper has been continuously and uninterruptedly published in said County during a period of twelve consecutive months prior to the first publication of the notice, a copy of which is attached hereto; that said notice was published in the regular Monday edition of The Idaho Statesman in conformity with Sec. 60-108,

Idaho Code as amended, for four consecutive weekly insertions beginning with the issue of _____

April 11, 1977, and ending with the issue of May 2, 1977.

Marilyn Baker

Subscribed and sworn to before me this 2nd day of May, 1977.

Marilyn Baker
Notary Public for Idaho, Residing at Boise, Idaho.