

84007

State of Idaho

Department of State.

CERTIFICATE OF AMENDMENT OF

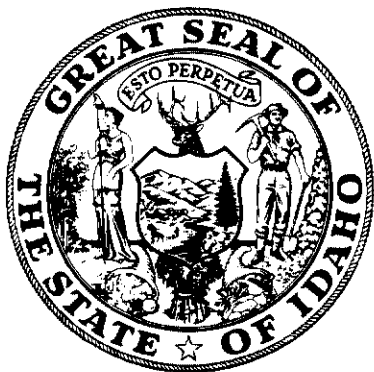
IDAHO GOVERNOR'S CUP SCHOLARSHIP FUND, INC.

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 GOVERNOR'S CUP SCHOLARSHIP FUND, 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 _____ March 2 _____, 19 88 .



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

AMENDMENTS TO THE ARTICLES OF INCORPORATION
OF THE IDAHO GOVERNOR'S CUP SCHOLARSHIP FUND, INC.

Pursuant to the provisions of §30-326 and §30-327 of the Idaho Non-Profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to the Articles of Incorporation:

FIRST: The name of the corporation is the Idaho Governor's Cup Scholarship Fund, Inc.

SECOND: The following amendments of the Articles of Incorporation were adopted by members of the corporation on this 1st day of March, 1988, and in the manner prescribed by the corporation bylaws, its Articles of Incorporation in the manner prescribed by the Idaho Non-Profit Corporation Act, whereby two thirds of the members entitled to vote thereon at the specially scheduled meeting held on this 1st day of March, 1988, hereby adopted the following amendments to the original Articles of Incorporation which is set forth herein.

THIRD: Article IV of the Articles of Incorporation is modified to add a separate paragraph F which reads as follows:
"F. The Idaho Governor's Cup Scholarship Fund, Inc., is organized exclusively for charitable, educational, eleemosynary and humanitarian purposes within the meaning of §501(c)(3) of the Internal Revenue Code."

FOURTH: Article VII of the Articles of Incorporation is amended as follows: "The members of this corporation shall have the power by at least a majority of the members present or represented by proxy at such regularly scheduled or specially scheduled meeting as are entitled to vote to repeal, amend, or adopt the Articles of Incorporation. The Board of Directors of this corporation shall have the power by at least a majority of the entire Board present to repeal or amend the bylaws of this corporation or adopt new bylaws; and provided further that the Board of Directors shall not make or alter any bylaws fixing their number, classification, qualification, term of office, compensation."


FIFTH: Article IX of the Articles of Incorporation is amended as follows: "Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) By corporation exempt from Federal Income Tax under §501(c)(3) the Internal Revenue Code of 1986 (or the corresponding provision of any United States Internal Revenue law); or, (b) By corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any United States Internal Revenue law).

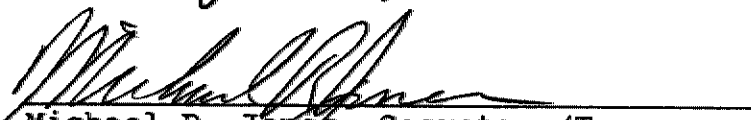
SIXTH: All remaining provisions of the Articles of Incorporation, dated June 2, 1987, remain unchanged.

Executed in duplicate original this 2nd day of March
_____, 1988, by Idaho Governor's Cup Scholarship Fund, Inc., by
A. Wayne Mittleider, its President and Michael R. Jones, its
Secretary/Treasurer with the following verifications.

Idaho Governor's Cup Scholarship
Fund, Incorporated

Corporate Seal



A. Wayne Mittleider, President


Michael R. Jones, Secretary/Treasurer

STATE OF IDAHO)
) ss.
County of Ada)

I, Michael R Jones, a Notary Public, do hereby
certify that on this 2nd day of March, 1988, personally
appeared before me A. WAYNE MITTLEIDER, who, being by me first
duly sworn, declared that he is the President of the Idaho
Governor's Cup Scholarship Fund, Inc., that he signed the
foregoing document as President of the corporation, and that the
statements therein contained are true.

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


Notary Public for Idaho
Residing at Boise, Idaho
Commission Expires: September/1988