

State of Idaho

Department of State.

CERTIFICATE OF AMENDMENT OF

THE AMERICA'S CHILDREN, INC.

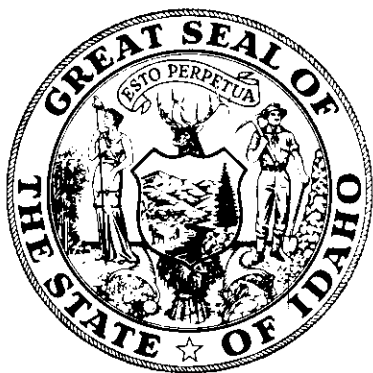
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

THE AMERICA'S CHILDREN, INC.

duly signed and verified pursuant to the provisions of the Idaho Business 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 _____ *May 7* , 19 *84* .



Pete T. Cenarrusa
SECRETARY OF STATE

John J. Clark
Corporation Clerk

AMENDED ARTICLES OF INCORPORATION
OF
THE AMERICA'S CHILDREN, INC.

94 MAY 7 PM 4 10
SECRETARY OF
STATE

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AMENDED ARTICLES OF INCORPORATION

OF

THE AMERICA'S CHILDREN, INC. SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS, that at a special meeting held on the 24th day of February, 1984, pursuant to Waiver of Notice and Consent of all of the Directors and Stockholders of the corporation, the following Resolution was unanimously adopted by vote of approval of all of the Stockholders of the Corporation as follows, to-wit:

BE IT RESOLVED, that the Articles of Incorporation of The America's Children, Inc., be and the same are hereby amended and modified in order to become a non-profit Corporation under the provisions of the Idaho Non-Profit Corporation Act, by deleting all provisions contained in the prior Articles and substituting in lieu thereof the following:

Article 1. Name. The name of the corporation is The America's Children, Inc.

Article 2. Purposes and Object. The purpose and objects for which this corporation is organized are: to engage in the transaction of any and all lawful business regarding the adoption and placing of children and other business as the board of directors may from time to time determine.

Article 3. Duration. The corporation is to have perpetual existence.

Article 4. Registered Office and Agent. The post office address of the initial registered office of the Corporation is P.O. Box 1000, Boise, Idaho 83701, and the street address of the initial registered office is 405 South 8th Street, Suite 250, Boise, Idaho. The initial registered

agent of the corporation shall be Thomas A. DeShazo who conducts business at the above address.

Article 5. Members.

(a) Membership. Membership in this corporation shall be open to all interested and concerned individuals, corporations, organizations and agencies supportive of the purposes of this corporation.

(b) Certificates of Membership. Certificates of membership evidencing membership in this corporation shall be issued to each qualified member of said corporation. The right and interests of all qualified members shall be equal and each qualified member shall be eligible for and entitled to one (1) vote.

(c) Qualified Member. A qualified member is a member who fulfills the requirements for qualification as set forth in the By-laws of this corporation.

Article 6. Incorporator. The name and post office address of the incorporator is as follows:

<u>Name</u>	<u>Post Office Address</u>
Thomas A. DeShazo	P.O. Box 1000 Boise, Idaho 83701

Article 7. Initial Directors. The number of directors constituting the initial board of directors of the corporation shall be and is five. The names and post office addresses of the initial directors, who are to serve until the first annual meeting of the members and until their successors are elected and shall qualify, are as follows:

<u>Name</u>	<u>Post Office Address</u>
Thomas A. Deshazo	P.O. Box 1000 Boise, Idaho 83701
James D. Reed	6565 Emerald Street Boise, Idaho 83704
Antonio Teruel	4a Calle 49-12 Zona 11 Col. Molino Delas Flores Guatemala, Guatemala, C.A.

Leah M. Comstock

405 South 8th Street
Suite 250
Boise, Idaho 83702

Dr. Donald Sinkey

912 Pimlico Drive
Eagle, Idaho 83616

Article 8. Dividends Prohibited. This corporation is not organized for pecuniary profit, and shall have no capital stock and shall declare no dividends. No part of the net earnings of the corporation shall inure to the benefit of any member. The corporation may compensate its members, officers, directors, and employees reasonably and justly for services rendered, goods furnished, or expenses incurred.

It is the intent of the incorporator that this organization shall be incorporated as a tax-exempt organization to which deductible gifts may be made pursuant to the terms of the Internal Revenue Code of 1954 as amended, and any rules and regulations duly and properly promulgated and the application and interpretation of said Code with which compliance is required for qualification as a tax-exempt organization under Section 501, Internal Revenue Code, or any amendment thereto.

Article 9. Dissolution. In the event of the dissolution of this corporation, or in the event that it should cease to carry out its purposes as herein set forth, all funds and property remaining after paying or adequately providing for the debts and obligations of the corporation shall be held in trust for the use or benefit of, or distribution to, another non-profit corporation organized and existing for the general purposes and objectives of this corporation as hereinabove stated. This specifically shall not apply to the use of any governmental funds, which in the case of dissolution would revert back to the source.

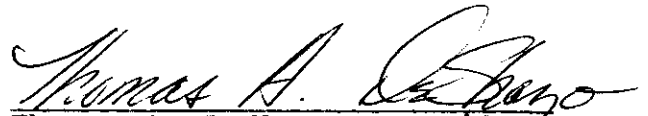
Article 10. Amendment of Articles. These articles may be amended in accordance with Section 30-326, Idaho Code, upon a vote of the majority of the entire qualified membership of this corporation at an annual or special meeting called for the purpose of amending these articles of incorporation and provided notice setting forth the proposed amendment or a summary of the changes to be effected thereby, has been mailed to each qualified member of this corporation at least ten (10) days prior to such meeting.

Article 11. Classification of Directors. When the board of directors shall consists of nine or more members,

said directors shall be divided into two (2) classes, each class to be as nearly equal in number as possible. The term of office of directors of the first class shall expire at the first annual meeting after their election and that of the second class shall expire at the second annual meeting after their election; all directors subsequently elected shall hold office for a term of two years and until their successors are elected and qualify. No classification of directors shall be effective prior to the first annual meeting of members.

DATED This 24th day of February, 1984.

THE AMERICA'S CHILDREN, INC.



Thomas A. DeShazo, President

Attest:


James D. Reed, Secretary

STATE OF IDAHO)
 : ss
County of Ada)

I, the undersigned, a notary public, do hereby certify that on this 24th day of February, 1984, personally appeared before me, who being by me first duly sworn, declared that they are the President and Secretary of The America's Children, Inc., that they signed the foregoing documents as President and Secretary of the Corporation and that the statements therein contained are true.


Notary Public for Idaho
Residing at Boise, Idaho