

State of Idaho

Department of State

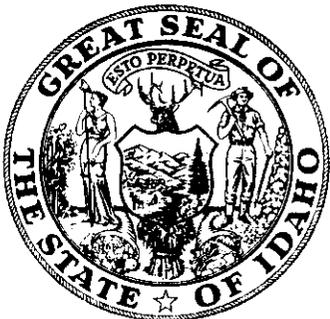
CERTIFICATE OF AMENDMENT
OF

CHILDREN'S HOME SOCIETY OF IDAHO
File Number C 5701

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 CHILDREN'S HOME SOCIETY OF IDAHO, duly signed 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: November 7, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sonya Herald*

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CHILDREN'S HOME SOCIETY OF IDAHO
AS AMENDED TO OCTOBER 15, 1996**

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On May 2, 1908 the Children's Home Finding and Aid Society of Idaho (the "Corporation") was incorporated as an Idaho not-for-profit corporation;

On October 27, 1971 the Corporation's Articles were amended to, among other things, change the name of the Corporation to the Children's Home Society of Idaho;

On October 15, 1996, the Corporation's Articles were amended and restated, in their entirety, to among other things, eliminate members from the Corporation. A total of fourteen (14) Members of the Board of Directors and Members of the Corporation, representing a quorum as required by these Articles of Incorporation, and duly authorized to vote upon matters of the Corporation, were present at the annual meeting on October 15, 1996, and unanimously approved the following amended and restated Articles of Incorporation of the Corporation, in their entirety, in accordance with and under and pursuant to the Idaho Nonprofit Corporation Act, and therefore, do hereby amend and restate all of the Articles within these Articles of Incorporation of Children's Home Society of Idaho, an Idaho nonprofit corporation, as follows:

ARTICLE I. NAME.

The name of the Corporation is "Children's Home Society of Idaho"

ARTICLE II. NONPROFIT STATUS.

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION.

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.

The address of the initial registered office of the corporation is 740 Warm Springs Avenue, Boise, Idaho 83712. The name of the initial registered agent at this address is Kara Craig.

ARTICLE V. PURPOSES.

The purposes for which the Corporation is exclusively organized and will be operated are as follows:

A. To promote the well-being of all children and their families through quality mental health services, education and training.

B. Charitable, religious, educational, and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).

C. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI. LIMITATIONS.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under time, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding section of any future federal tax code.

ARTICLE VII. MEMBERS.

The Corporation shall have no members.

ARTICLE VIII. BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than eleven (11) nor more than twenty-five (25) individuals. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the current Board of Directors are:

OFFICERS:

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
PRESIDENT:	<u>DORMAN</u> , Marilyn	1919 Lake Heron Lane Boise ID 83706
VICE PRES:	<u>ALDEN</u> , Tim	5400 Fairview Ave. Boise ID 83706
TREASURER:	<u>SCHOELER</u> , Robert	3118 Edson Terrace Boise ID 83705
SECRETARY:	<u>CRAIG</u> , Kara	7903 W Queen Court Boise ID 83704
MEMBER:	<u>PAYNE</u> , Frank	2050 Table Rock Road Boise ID 83712
PAST PRES:	<u>McCLURE</u> , Sally	9440 W Pebblebrook Boise ID 83703

BOARD MEMBERS:

<u>NAME</u>	<u>ADDRESS</u>
<u>AHRENS</u> , Ed	1221 W Idaho, Ste 601 Boise ID 83702
<u>AHRENS</u> , Pam	c/o Diane Garcia, Dept. of Administration 650 W State St, Rm 100 Boise ID 83720
<u>ALDEN</u> , Tim	5400 Fairview Ave Boise ID 83706
<u>BALUKOFF</u> , A.J.	4621 Hillcrest View Boise ID 83705
<u>BAUMHOFF</u> , Oscar	5150 Montecito Place Boise ID 83704

BOARD MEMBERS:

<u>NAME</u>	<u>ADDRESS</u>
<u>BRANDON</u>, Brent	Morrison Knudsen P.O. Box 73 Boise ID 83729
<u>DORMAN</u>, Marilyn	1919 Lake Heron Lane Boise ID 83706
<u>DORMAN</u>, Rex	1919 Lake Heron Lane Boise ID 83706
<u>GRAHAM</u>, James	6000 N Meridian Rd. Meridian, ID 83642
<u>HENDERSON</u>, Al	Senate Resource Center 304 N 8th St, Rm 147 Boise ID 83702
<u>HIATT</u>, Pamula	P.O. Box 1653 Boise ID 83701
<u>LITTLE</u>, Teresa	P.O. Box 205 Emmett ID 83617
<u>McCLURE</u>, Sally	9440 W Pebblebrook Lane Boise ID 83703
<u>NELSON</u>, Karin	2813 E Stone Point Drive Boise ID 83712
<u>PAYNE</u>, Frank	2050 Table Rock Road Boise ID 83712
<u>PAYNE SMITH</u>, Linda	Senior Vice President West One Bank P.O. Box 8247 Boise ID 83733
<u>SCHOELER</u>, Robert	3118 Edson Terrace Boise ID 83705
<u>SMITH</u>, Char Spanjian	3465 Mistywoods St Boise ID 83706

BOARD MEMBERS:

<u>NAME</u>	<u>ADDRESS</u>
<u>SULLIVAN</u> , Willis E. III	118 N Walnut Boise ID 83712
<u>TROTT</u> , Stephen	United States Courthouse Room 666 550 W Fort Street Boise ID 82724
<u>WHITSON</u> , Marilyn	P.O. Box 770 Cascade ID 83611

ARTICLE IX. DISTRIBUTION ON DISSOLUTION.

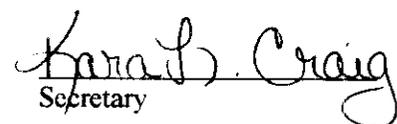
Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding section of any future federal tax code, in such manner as the Board of Directors shall determine, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE X. BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

In witness whereof, I have hereunto subscribed my name this 15th day of October,
1996.


President


Secretary

