

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
DEVELOPMENT WORKSHOP, INC.
A Non-Profit Corporation

2013 OCT 11 AM 9:16

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, pursuant to Chapter 3, Title 30 of the Idaho Code, hereby submit these Amended and Restated Articles of Incorporation as follows:

ARTICLE I

The name of the corporation shall be DEVELOPMENT WORKSHOP, INC.

ARTICLE II

This corporation is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Such charitable and educational purposes are included in the following:

1. To provide rehabilitation services, training, employment, and opportunities for personal growth for individuals with disabilities or the disadvantaged with a view to assist such individuals to become self-supporting by providing training and education and preparing them for employment in the general labor market and by providing employment to such persons as indicated on the basis of the need of the individual.
2. To provide facilities for educational, health, recreational, and vocational services.
3. To cooperate with the various and several organizations providing education, health, recreational, and vocational services such as, but not restricted to, mental health associations, rehabilitation associations, day care centers, school districts, churches, city, county, state and federal, education, health and vocational agencies, and any other agency dealing with educational, health, recreational or vocational services.
4. To assist individuals with a disability to reach the fullest development of which they choose and are capable through the skillful use of recognized techniques of rehabilitation, social work, life guidance, evaluations, training, and employment.

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ARTICLE III

The registered agent is the Chief Executive Officer of the Corporation, whose business office address is 555 West 25 Street, Idaho Falls, County of Bonneville, and State of Idaho.

ARTICLE IV

No part of the net earnings 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 III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation. For purposes of these Articles, the word substantial is defined to mean 20% or more, relating to the activities of the corporation.

ARTICLE V

Upon dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify for as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, as the board of directors may determine. Any such assets not so disposed shall be disposed of by the District Court of the State Judicial District of the county in which the principal office of the corporation is then located, exclusively for the purpose of or to such organization or organizations, as said court may determine, which are organized and operated exclusively for such purpose.

ARTICLE VI

The corporation shall not have members. Any action that would otherwise by law require approval by a majority of all members or approval by the members shall require only the approval of the Board of Directors. All rights that would otherwise by law vest in the members shall vest in the Board of Directors. Nothing in Article VI shall be construed to limit the Corporation's right to refer to persons associated with it as "members" even though such persons are not members, and no such reference by the Corporation shall render anyone a member within the meaning of Section 30-3-34 of the Idaho Nonprofit Corporation Act. Such individuals may originate and take part in the discussion of any subject that may properly come before any meeting of the Board of Directors, but may not vote.

ARTICLE VII

The number of the directors of this corporation shall not be less than nine nor more than twenty-one and within said limits the number of directors shall be established by the by-laws with a portion of the directors to be elected annually to a three year term.

ARTICLE VIII

These articles may be amended at a meeting of the board of directors, duly called upon notice of the specific purpose, by a vote of the majority of the board of directors present at that meeting.

ARTICLE IX

The by-laws of this corporation may be altered, amended, or new by-laws adopted at a regular meeting or at any special meeting of the board of directors, called for that purpose, by the affirmative vote of the majority of the board of directors present at such meeting; provided that a quorum as specified by the by-laws is present.

ARTICLE X

The directors of this corporation shall have no personal liability whatsoever to the corporation, its directors, and/or any person or entity claiming through it or them, for monetary damages for breach of fiduciary duty as a director, except in the following cases:

- a. For any breach of the director's duty of loyalty to the corporation or its directors;
- b. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- c. For acts for which liability is prescribed by law;
- d. For any transaction from which the director derived any improper personal benefit

ARTICLE XI

Pursuant to Section 30-3-90(2) of the Idaho Nonprofit Corporation Act, a majority of members of the Corporation approved these Amended and Restated Articles of Incorporation effective as of October 1, 2013.

Dated: 10/01/2013



MIKE O'BLENESS
President/CEO