

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

BOISE, IDAHO CHAPTER OF SOCIETY FOR THE PRESERVATION AND
ENCOURAGEMENT OF BARBER SHOP QUARTET SINGING IN AMERICA, 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 BOISE, IDAHO CHAPTER OF THE SOCIETY FOR THE PRESERVATION AND ENCOURAGEMENT OF BARBER SHOP QUARTET SINGING IN AMERICA, 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: December 8, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Long J. Clark
Corporation Clerk

BOISE, IDAHO CHAPTER OF THE SOCIETY FOR
THE PRESERVATION AND ENCOURAGEMENT
OF BARBER SHOP QUARTET SINGING IN AMERICA, INC.

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STATE OF IDAHO

AMENDED AND RESTATED ARTICLES OF INCORPORATION (NONPROFIT CORPORATION)

In accordance with the provisions of Corporate Laws of the State of Idaho 1986 Section 30-327, the members at large of the Boise, Idaho Chapter of the Society for the Preservation and Encouragement of Barber Shop Quartet Singing In America, Inc. met on November 18, 1991 at Hillview Methodist Church; 8525 Ustick Road; Boise, Idaho and with a quorum present, voted unanimously to adopt the following amendments and additions as indicated by underlined text in the restated Articles that follow. Articles X, XI, and XIII are new and the former Article X reappears as amended Article XII. Dissolution matters have been removed from Article V and reappear in amended Article XIII. The original (September 6th, 1965) incorporator signatures and notarization of same is replaced as provided by Idaho Code 30-327 by current officer signatures and notarized verifications.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

BOISE, IDAHO CHAPTER OF THE SOCIETY FOR THE PRESERVATION AND ENCOURAGEMENT OF BARBER SHOP QUARTET SINGING IN AMERICA, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are natural persons of full age and citizens of the United States, in order to form a non-profit cooperative association for the purposes hereinafter stated, under and pursuant to the provisions relating to non-profit cooperative associations in the State of Idaho, being Title 30, Chapter 3 (Sections 30-301 through 30-332), Idaho Code, and the acts amendatory thereof and supplemental thereto, do hereby certify as follow, to-wit:

I

That the name of this corporation shall be "BOISE, IDAHO CHAPTER OF THE SOCIETY FOR THE PRESERVATION AND ENCOURAGEMENT OF BARBER SHOP QUARTET SINGING IN AMERICA, INC. (the latter hereinafter called "SPEBSOSA, Inc.")."

II

That this corporation is not formed for pecuniary profit; and that the purposes and objects for which this corporation is formed are as follows:

(1) To perpetuate the old American institution, the barbershop quartet, and to promote and encourage vocal harmony and good fellowship among its members; to encourage and promote the education of its members and the public in music appreciation, to initiate, promote and participate in charitable projects, primarily directed toward (but not necessarily limited to) the detection, remedial training and rehabilitation (including surgery and prostheses) associated with speech and/or hearing impairments in infants and juveniles, and to promote public appreciation of barbershop harmony.

(2) To cooperate with other organizations and authorities engaged in furthering the foregoing or similar objectives.

(3) To provide for the creations, regulation, and termination of membership in this corporate association, and to issue, alter, and cancel membership certificates.

(4) To buy, sell, lease, let, mortgage, exchange, or otherwise acquire or dispose of lands, buildings, and any real property,

hereditaments, and appurtenances of all kinds and wheresoever situated, necessary or desirable in connection with the business of the association, and to buy, sell, acquire, hold, own, mortgage, pledge, lease, assign, transfer, and trade in and with all kinds of personal property, goods, wares, and merchandise of every kind, nature, and description in connection with the business, objects, and purposes of this corporation.

(5) To make, perform, and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, either public or private, or with any government of agency thereof.

(6) To borrow money, to draw, make, accept, endorse, guarantee, transfer, assign, execute, and issue notes and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage, or pledge all or any part of the property or assets of any kind owned or held by this corporation, upon such terms and conditions as the board of directors shall authorize or as may be permitted by the law.

(7) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, desirable, and proper for the accomplishment of any of its purposes, or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation or which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, either alone or in connection with any person, firm, or corporation.

(8) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the corporation laws of the State of Idaho or any act amendatory thereof or supplemental thereto or substituted therefor, except such as are inconsistent with the provisions of Sections 30-301 to 30-332, Idaho Code, and any act amendatory or supplemental thereto.

The foregoing clauses are to be construed both as objects and powers and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to do any act, carry on any business, or exercise any power which a corporation formed under the non-profit cooperative association act, hereinbefore referred to, or any amendment thereof or supplement thereto or substitute therefore, may not at the time lawfully carry on or do.

III

That the period of existence of the corporation is perpetual from and after date of its complete incorporation.

IV

That the location and postoffice address of the registered office of this corporation, and where the principal business of said corporation is to be transacted is Boise city, Ada County, State of Idaho. Successor registered offices may be designated via Idaho Corporation Annual Report Form(s).

V

That, inasmuch as this corporation is a non-profit association, there shall be no capital stock, but membership certificates are issued in such form and manner and subject to such regulation as the standard SPEBSOSA, Inc. Chapter By-laws (here-in-after called by-laws) under which this corporation operates, may prescribe. The voting requirements, and the constitution of the quorum for all meetings shall be subject to regulation by the by-laws. Its revenue shall be from initiation fees, annual membership dues, contributions, performance proceeds and income from other business transactions consistent with its stated purposes and legally allowed activities. The rights and interests of all members shall be equal and no member can have or acquire a greater interest therein than any other member.

VI

The names and postoffice addresses of the incorporators are as follows:

JOHN R. WOODWORTH	514 Starcrest Drive	Boise, Idaho
E. KLISS BROWN	3018 Almo Road	Boise, Idaho
WAYNE DILLINGHAM	3504 Tulara Drive	Boise, Idaho
VIRGIL BRODD	723 North Liberty	Boise, Idaho
JACK E. LOUGHREY	901 Highland	Boise, Idaho

VII

The number of directors of the corporation shall be specified in the by-laws and such number may from time to time be increased or decreased in such manner as may be prescribed in the by-laws, provided that the number shall not be less than seven. Vacancies arising among serving officers or board members at large shall be filled by vote of the directors then in office, and the directors so elected shall hold office until the next annual meeting of the membership, and until their successors are elected and qualified.

VIII

The executive officers of the corporation who are also directors, shall include a president, three vice-presidents, a secretary and a treasurer.

The duties of these officers and others deemed necessary to conduct the affairs of the corporation shall be as set forth in the by-laws.

The officers and directors shall be elected by the members for terms as provided by the by-laws.

Vacancies among officers-elect or directors-elect occurring between election and taking of office will be filled by special election as provided by the by-laws.

IX

Membership in the corporation shall be granted, conditioned, withdrawn and regulated as provided for in the by-laws. Each member in good standing shall be entitled to one vote in person on all matters coming before the membership for decision.

X

The corporation is a chapter affiliated with the International Society for the Preservation and Encouragement of Barber Shop Quartet Singing in America, Inc. a non-stock, non-profit corporation, incorporated under the laws of the State of Wisconsin, and is a member of the Evergreen District association of the chapters of SPEBSQSA, Inc.

XI

In addition to the by-laws the corporation may be governed by a Code of Regulations covering such operating procedures as are not specifically set out in the by-laws.

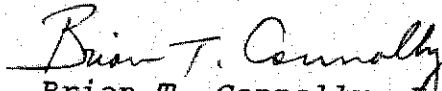
XII

The corporation reserves the right to amend, alter, adopt, change, add to, or repeal any provision contained in these articles of incorporation, its by-laws, or its Code of Regulations in the manner now or hereafter prescribed by law by a two-thirds vote of the members present at any regular meeting of the membership, or at any special meeting duly called for that purpose, provided a quorum as specified in the by-laws be present.

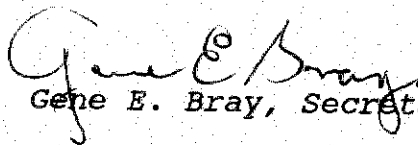
XIII

Dissolution of this corporation will be governed by the by-laws consistent with Idaho Code Title 30 with the purpose that no residual asset shall inure to any individual, but be set over to the district association of chapters of which it is a member for devotion to similar purposes of this corporation.

Approved pursuant to Board of Directors resolution dated October 9, 1991 and special membership meeting held November 18, 1991.


Brian T. Connolly, President

December 2nd, 1991

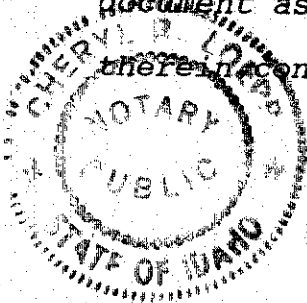

Gene E. Bray, Secretary

November 29th, 1991

VERIFICATIONS

STATE OF IDAHO)
) SS
COUNTY OF ADA)

I, Cheryl R. Loepp, a notary public, do hereby
certify that on this 2nd day of Dec. 1991,
personally appeared before me Brian T. Connolly, who, being by me
first duly sworn, declared that he is the President of The Boise,
Idaho Chapter of SPEBSQSA, Inc., that he signed the foregoing
document as President of the corporation, and that the statements
therein contained are true



Cheryl R. Loepp
Notary Public for Idaho
Residing at: Boise, Idaho
My Commission Expires: 7-2-97

STATE OF IDAHO)
) SS
COUNTY OF ADA)

I, MARY McCHRISTIAN, a notary public, do hereby
certify that on this 29th day of November 1991,
personally appeared before me Gene E. Bray, who, being by me first
duly sworn, declared that he is the Secretary of The Boise, Idaho
Chapter of SPEBSQSA, Inc., that he signed the foregoing document as
secretary of the corporation, and that the statements therein
contained are true

Mary McChristian
Notary Public for Idaho
Residing at: MERIDIAN
My Commission Expires: 3-25-94