

State of Idaho

Department of State.

CERTIFICATE OF AMENDMENT OF

YELLOWSTONE BOYS RANCH, INC.

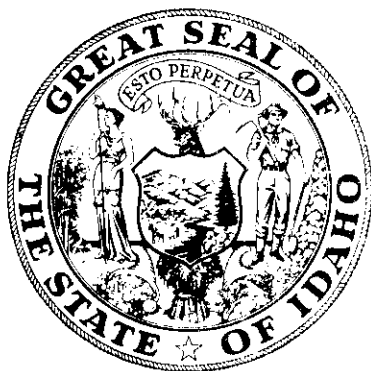
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

YELLOWSTONE BOYS RANCH, 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 April 8, 19 83.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

AMENDED ARTICLES OF INCORPORATION
OF
YELLOWSTONE BOYS RANCH, INC.

KNOWN ALL MEN BY THESE PRESENTS: That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under Chapter 3, Title 30, Idaho Code, and we hereby certify:

ARTICLE I.

That the name of the corporation shall be the YELLOWSTONE BOYS RANCH, INC.

ARTICLE II.

That the purposes for which this corporation are formed are as follows:

1. To give boys the opportunity to work.
2. To develop social integration and self esteem among boys.
3. To enhance citizenship and respect for family and country.
4. To provide functional experiences of life situations and conditions whereby youth, through an orientation of the whole self (physical, mental, spiritual, and social) may achieve a well-balanced personality and character.
5. To provide an environment and program of educational living which will develop within the individual a

sense of honesty, responsibility, kindness, service to God, country, and fellow man.

6. To take by purchase, gift, grant, devise, or bequest, and to hold for the use and purposes of this corporation, any real or personal property whatsoever, and to sell, convey, mortgage, lease, or otherwise use the same as may be considered most conducive to the interests and purposes of this corporation.

7. To be organized exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

8. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section (501)(c)(3) of the Internal Revenue Code.

ARTICLE III.

That the principal place of business activity shall be located in Fremont County, Idaho, and the registered office and agent of the corporation shall be Wayne Richey, whose mailing address is Route #2, Box 114J, Rexburg, Idaho, 83440.

ARTICLE IV.

That the period of existence and the duration of this corporation is and shall be perpetual.

ARTICLE V.

That this corporation and its objects and purposes do not contemplate pecuniary gain or profit to any person or group of persons.

ARTICLE VI.

That this corporation shall have a not less than five nor more than thirty-one Directors in whom shall be vested the corporation powers.

ARTICLE VII.

That the names and addresses of the persons who are to act in the capacity of the initial Board of Directors until the selection of their successors are:

NAME	ADDRESS
Reid T. Richey	P.O. Box 265 Ashton, Idaho
Wayne J. Richey	Rt 2 Box 1143 Rexburg, Idaho
Dee Thueson	60 K Street Rexburg, Idaho
Robert G. Bradford	6779 Olive St. Salt Lake City, Utah
Bill Mulvay	P.O. Box 423 Roy, Utah

as per Joan

ARTICLE VIII.

The by-laws of this corporation shall be adopted by the Directors named in these Articles of Incorporation. That there is hereby conferred upon the Directors of this corporation the power to repeal and amend the by-laws and adopt new by-laws.

ARTICLE IX.

This corporation shall have no stock.

ARTICLE X.

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF the persons who are to act in the capacity of the first Board of Directors of this corporation have hereinto set their hands this 19th day of February, 1983.

Reid T. Richey
Reid T. Richey

Wayne J. Richey
Wayne J. Richey

Dee R. Thueson
Dee Thueson

Robert G. Bradford
Robert G. Bradford

William H. Mulvay (Bill)
Bill Mulvay

STATE OF IDAHO,)
 (SS.
County of Madison.)

On this 19th day of February, 1983, before me, a
Notary Public in and for said State, personally appeared REID T.
RICHEY, known to me to be the person whose name is subscribed to
the within instrument, and acknowledged to me that he executed
the same.

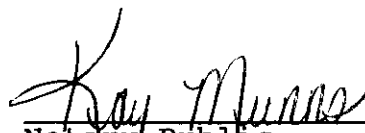


Notary Public
Residing at:
My commission expires:

(Seal)

STATE OF IDAHO,)
 (SS.
County of Madison.)

On this 18th day of February, 1983, before me, a
Notary Public in and for said State, personally appeared WAYNE
J. RICHEY, known to me to be the person whose name is subscribed
to the within instrument, and acknowledged to me that he
executed the same.

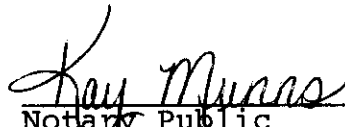


Notary Public
Residing at Rexburg, Idaho
My Commission expires: Life

(Seal)

STATE OF)
(SS.
County of)

On this 19th day of February, 1983, before me, a Notary Public in and for said State, personally appeared DEE THUESON, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

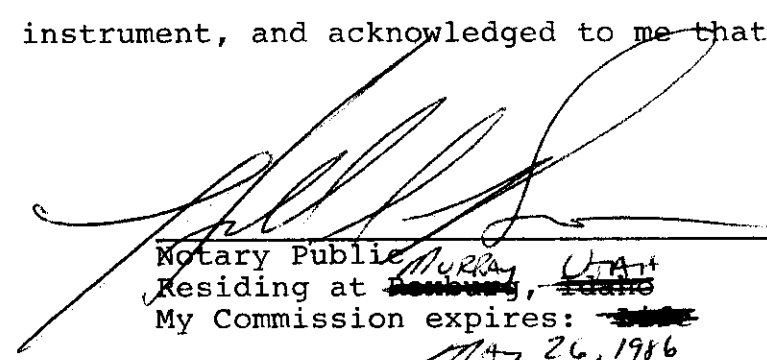


Notary Public
Residing at Rexburg, Idaho
My Commission expires: Life

(Seal)

STATE OF UTAH)
(SS.
County of SALT LAKE)

On this 22nd day of February, 1983, before me, a Notary Public in and for said State, personally appeared ROBERT G. BRADFORD, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.


Notary Public MURRAY, UTAH
Residing at Rexburg, Idaho
My Commission expires: 11-47-26, 1986

(Seal)

STATE OF Utah)
County of Salt Lake) (SS.

MARCH

On this 16TH day of ~~February~~, 1983, before me, a
Notary Public in and for said State, personally appeared BILL
~~MULVAY~~ ^{AKA WILLIAM A. MULVAY}
MULVAY, known to me to be the person whose name is subscribed to
the within instrument, and acknowledged to me that he executed
the same.

Virginia M. Angles
Notary Public Salt Lake City, Utah
Residing at Riverview, Idaho
My Commission expires: ~~June 22, 1983~~ June 22, 1983

(Seal)

AFFIDAVIT

STATE OF IDAHO)
 (SS.
County of Madison.)

Wayne Richey, being first duly sworn, deposes and says:

1. That he is the president of Yellowstone Boys Ranch, Inc.
2. That the proposed Articles of Amendment shall alter the original Articles filed by adding the three (3) additional paragraphs which are attached to this affidavit as Exhibit "A". The three (3) additional paragraphs shall be added as additional purposes under Article II of the original Articles of Incorporation and as an additional paragraph under new Article X.
3. The Articles of Incorporation, as amended, are attached hereto as Exhibit "B". These amended articles were approved at a regular meeting of the Board of Directors of the Corporation held on February 19, 1983.
4. These Articles of Amendment are being made pursuant to Idaho Code, Sec. 30-327.

Dated this 19th day of February, 1983.

Wayne J. Richey
Wayne Richey

SUBSCRIBED AND SWORN to before me this 19th day of February, 1983.

(Seal)

Kay Muras
Notary Public
Residing at Rexburg, Idaho
My Commission expires: Life

ACCEPTED BY:
YELLOWSTONE BOYS RANCH, INC.

BY: Wayne J. Richey
Its President

ATTESTED BY:

BY: Annette Mills
Its Secretary

I hereby certify that Wayne Richey is the President of Yellowstone Boys Ranch, Inc. and that the foregoing is a true and correct copy of the Minutes of the Special Meeting of the Board of Directors and the personal verified affidavit of the corporate president on behalf of the corporation.

Dated this 19th day of February, 1983.

Annette Mills
Secretary

MINUTES OF THE SPECIAL MEETING OF BOARD OF DIRECTORS
OF YELLOWSTONE BOYS RANCH, INC.

A special meeting of the Board of Directors of Yellowstone Boys Ranch, Inc., was held on Saturday, February 19, 1983, at Ashton, Idaho. All of the board members were present or represented by proxy. The purpose for the meeting was to consider amendments which would alter the original Articles of Incorporation. The proposed Articles of Amendment are attached as Exhibit "A".

The reason for the proposed Articles of Amendment is that the Internal Revenue Service, Exempt Organizations Division, in Seattle, Washington, requires that these three (3) additional paragraphs be added to the original Articles in order to meet the organizational test for tax exemption under IRS Code, Sec 501(c)(3).

Based upon the recommendation of the corporation attorney, the Board of Directors unanimously agreed to approve the articles of amendment as proposed.

Dated this 19th day of February, 1983.

BOARD OF DIRECTORS
YELLOWSTONE BOYS RANCH, INC.

Wayne J. Richey

Robert G. Bradford

Reid T. Richey

Lee R. Thurman

William A. Mulvaney (Bill)

APPROVED AS TO FORM AND CONTENT

Wayne J. Richey FEB 19, 1983
Corporate President (date)

Annette Mills 2-19-83
Corporate Secretary (date)

EXHIBIT "A"

PROPOSED ARTICLES OF AMENDMENT

ADD TO ARTICLE II -- PURPOSES

This corporation is organized exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ADD NEW ARTICLE RE: DISSOLUTION
ARTICLE X.

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.