

FILED EFFECTIVE

RESTATED
ARTICLES OF INCORPORATION
of
BOISE CHRISTIAN HOMES, INC.
(As of February 19, 2002)

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STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned,
all citizens of the United States, of legal age, desiring to continue a charitable
corporation, do hereby make, sign, and execute the following Restated Articles:

ARTICLE I

The name of the corporation is: BOISE CHRISTIAN HOMES, INC.
hereafter referred to as the Corporation.

ARTICLE II

This Corporation shall be a non-profit Corporation. The organization is
not organized for profit, and no part of the net earnings shall inure to the benefit
of any private shareholder or member.

ARTICLE III

The period of duration of this Corporation shall be perpetual.

ARTICLE IV

The purposes for which said Corporation is formed are:

A. The following list of purposes shall be the sole and only
purposes for which said Corporation is formed, and these Articles and the
following list of purposes shall comprise the limits on the activities of the
Corporation, which said Corporation shall not have the power, authority,
or ability to operate outside said purposes. Notwithstanding any other
provisions of these Articles, the Corporation shall not carry on any other
activities not permitted to be carried on by an organization exempt from

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Federal Income Tax under § 501 (c) (3) et seq. of the Internal Revenue Code of 1986, as amended, and in particular the individual code sections referenced herein.

B. The Corporation is constituted so as to attract substantial support from a representative number of persons and entities in both the community in which it operates and elsewhere. No substantial part of the activities of the Corporation shall be the carrying on of political propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

C. The purposes for which the Corporation is formed are for all purposes within the meaning of § 501 (c) (3) et seq. of the Internal Revenue Code. To said ends, the Corporation may cooperate with other associations not created for political propaganda purposes to advance such purposes as are within the foregoing Code sections, to the extent not in conflict with said Internal Revenue Code sections and attendant law or regulations, including carrying on of nonpartisan legislative activities to further the above goals. The Corporation may do everything necessary, suitable, or proper for the accomplishment, attainment, or furtherance of, or do every other act or thing incidental, appurtenant, growing out of, or connected with, the purposes, objectives, or powers set forth in these Articles, whether alone, or in association with others, and shall possess all the rights, powers, and privileges now or hereafter conferred by the laws of Idaho. PROVIDED, HOWEVER, that nothing herein shall be

construed as authorizing the Corporation to possess any purposes, object, or power, or to do any act or things:

1. Forbidden by law to a non-for-profit corporation organized under the laws of the State of Idaho; or,
2. Which, either expressly or by interpretation or by operation of law, would prevent it from qualifying and continuing to qualify as a Corporation described in § 501 (c)(3) et seq. of the Internal Revenue Code of 1986, as amended, or to engage directly or indirectly in any activity which would cause the loss of such qualification.

D. The principal purpose and objectives of the Corporation are:

Objectives

1. The seeking out, receiving, aiding, caring for, placing out for adoption and consenting to the adoption, or improving the condition of orphaned, homeless, neglected or abused children; receiving, controlling, training, educating, aiding, caring for, disposing of, placing out for adoption, consenting to the adoption of, and the procuring of suitable and proper homes for any and all such children, under the age of eighteen years, and extending temporary aid to children of needy or unfit parents.
2. To provide, as the circumstances and conditions warrant, care, shelter, food, guidance, or any other service the Corporation may be able to render to senior citizens, handicapped persons, or such other needy people.

3. This Corporation is not an auxiliary of or subordinate to any ecclesiastical system or any other corporation or association, but is free and independent in all of its transactions, and must retain that status throughout its existence. In its teachings and work with youth under its jurisdiction the purposes are (a) to uphold the standards of the Churches of Christ/Christian Churches as revealed in the New Testament Scriptures; (b) to contend for the Inspiration of the Scriptures and the Deity of Christ, (which includes the Virgin Birth, His Miraculous Life, The Blood Atonement, His Bodily Resurrection from the grave, His ascension into heaven and His personal coming again); (c) to teach the plan of salvation as recorded in the Book of Acts (New Testament Bible) which includes God's grace, faith, repentance, confession, baptism, and a godly life, and (d) to contend for the restoration of the early Church, in life teaching, name, organization and purpose.

4. The buying, leasing, owning, selling, or exchanging of any and all kinds of property, both real and personal, to the extent and in the manner provided for by the laws of the State of Idaho.

5. To cooperate with any and all corporations, associations, and societies having similar purposes and objectives, and the doing of all acts and things necessary or convenient to be done in carrying out said objectives and purposes or any of them.

E. The Board of Directors, by majority vote, shall administer the above purposes and objectives.

F. The Corporation may do any and all things necessary and incidental in carrying out the aforesaid objectives, or any of them, and exercise the usual powers of corporate bodies.

G. The Corporation may sue and be sued, complain and defend in any law or equity.

H. The Corporation may elect such officers and appoint such agents as the business of the Corporation shall require and allow them suitable compensation.

I. The Corporation may make bylaws not inconsistent with the Constitution or laws of the United States and/or of this State, for the management of its property and the regulation and government of its affairs.

J. The Corporation may wind up and dissolve itself, or be wound up and dissolved in the manner provided by the statutes of this State. Upon the winding up and dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the Corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine and which organizations shall uphold similar objectives as the objectives of this corporation as specifically stated in part (D) of this Article.

K. This Corporation is organized exclusively for purposes within the

meaning of §501 (c) (3) et. seq. 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 said section of the Internal Revenue Code.

L. The Corporation may accept donations from other persons and/or entities in support of the above purposes.

ARTICLE V

At the time of this Restatement of Articles of Incorporation, the affairs of the Corporation are under the control of the Board of Directors who shall, as Directors, manage the affairs of the Corporation until their successors are duly elected and qualified. The current Directors are:

Group I

Vicki Worley
Bob Fleenor
Deric Jones
1- vacancy

Group II

Gary Anderson
Larry McGhee
Stan Fuller
Bob Nichols

Group III

Sue Froshiesar
Tim Strouse
Dave Butizer
1-vacancy

The directors of said corporation shall be divided into three groups, as above specified; the first group to serve two years, the second group to serve one year, and the third group to serve until replaced by an election at the annual meeting wherein these Restated Articles are adopted; and in such election and all elections the time of service shall be for the full term of

three years and until their successors are elected and qualified. At the annual meeting following the adoption of the Restated Articles, and at each annual meeting thereafter, one group of new Directors will be elected in accordance with the provisions of the Bylaws of the Association and the laws of the State of Idaho. The officers of the Corporation shall be a President, and such other officers and agents as the interest of the Corporation may from time to time require, all of which said officers, shall be elected by the Board of Directors. The property, affairs, and business of such Corporation shall be under the care of, and managed by a board of not less than seven and no more than twelve directors, who shall be from the active members of the congregations of independent Churches of Christ/Christian Churches which uphold the objectives of the Corporation as stated above in Article IV (D) 3 of these Articles of Incorporation. Provided, further, that by a majority vote of any regular or special meeting of the Corporation, the office of any director, of the Corporation may be declared vacant, and thereupon some other person shall be elected as successor to his/her office.

ARTICLE VI

The membership of the Corporation shall be individuals who fulfill two criteria. Members of the Corporation must:

- A. Be members of a Church of Christ or Christian Church with the same objectives and purposes expressed in Article IV (D)(3) of the Articles of Incorporation of Boise Christian Homes, Inc. and which said church has contributed a minimum of \$100.00 the previous fiscal year to support the mission of the Corporation; and
- B. Attend the annual meeting of the Corporation or sign and present an application for membership to the Board of Directors within the twelve (12) months immediately prior to the date of the annual meeting.

ARTICLE VII

Members right to vote at any annual or special meeting of the Corporation shall be limited to the first twenty (20) members of any "supporting church" who are registered or signed in, with members in attendance in person to be registered or signed in prior to any member voting by proxy.

Voting shall be allowed on the basis of one vote per voting member with cumulative voting will not be allowed.

ARTICLE VIII

That at all meetings of the members of the Corporation twenty-five (25) voting members attending in person or represented by proxy, shall constitute a quorum at said meeting for the transaction of any business.

ARTICLE IX

Annual and special meetings of such Corporation may be held at such time and in such manner as may be prescribed by the Bylaws.

ARTICLE X

This Corporation shall have no capital stock. Membership in the Corporation shall be evidenced by the records of the Corporation, as further provided in the Bylaws of the Corporation.

ARTICLE XI

Membership in this Corporation shall not be transferable except upon the approval of the Board of Directors.

ARTICLE XII

These Articles may be amended as provided for by the Idaho Non-Profit Corporation Act, Idaho Code §§ 30-3-01, et seq.


ARTICLE XIII

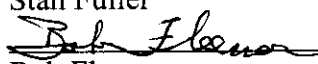
The Bylaws of the Corporation for the management of its affairs shall be adopted by the Directors of said Corporation, and said Directors will be empowered to amend or repeal said Bylaws in accordance with the provisions thereof.

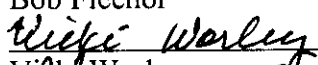
ARTICLE XIV


The current registered agent for this Corporation is Stan Fuller, c/o Boise Christian Homes, Inc., at 3223 No. 36th Street, Boise, Idaho.

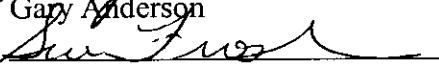
IN WITNESS WHEREOF, the Directors do hereby make, sign, and knowledge these Restated Articles of Incorporation this 7 day of March, 2002.



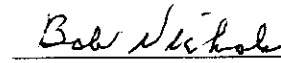
Stan Fuller



Bob Fleenor


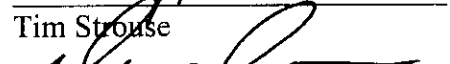
Vicki Worley



Gary Anderson


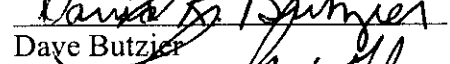
Sue Froshiesar



Bob Nichols



Tim Strouse



Deric Jones


Daye Butzier


Larry McChes

THE UNDERSIGNED hereby certifies that the undersigned is an officer and director of Boise Christian Homes, Inc., and that the above Restated Articles of Incorporation were duly adopted by the Corporation at a meeting of the members of the Corporation thereof, by a vote of 542 yes, 2 no, on February 19, 2002.



President


Secretary

ARTICLES OF RESTATEMENT
(Non-Profit)

02 NOV -6 AM 11:32

CLERK OF STATE
STATE OF IDAHO

To: The Secretary of State of the State of Idaho
Pursuant to Title 30, Chapter 3, Idaho Code,
the undersigned non-profit corporation restates and amends
its Article of incorporation as follows:

1. The name of the corporation submitting these amendments and restatement is
Boise Christian Homes, Inc., an Idaho Corporation.

2. The text of the amendments and restatement are:

RESOLVED, Articles I through XI of the Articles of Incorporation which consist of each
and every Article of Incorporation shall be amended to conform to Articles I through XIV as set
forth in the Restated Articles of Incorporation, Boise Christian Homes, Inc. (February 19, 2002).

A conformed copy of Restated Articles of Incorporation, Boise Christian Homes, Inc.
(February 19, 2002) is attached hereto as Exhibit "A".

3. The date of the adoption of the amendment and restated articles was on February
19, 2002, on which date a meeting was held at the Christian Children's Ranch, 2423 W. Duck
Alley Road., Eagle, Ada County, Idaho at the hour of 8:00 p.m. pursuant to notice, a copy of
which is in the minute book of the corporation.

4. Manner of Adoption:

The amendment contained in the Restate Articles consists of matters other than
those described in section 30-3-90, Idaho Code, and was, therefore adopted by the members.

a. The total number of members entitled to vote was: 544.

b. The total numbers of members present in person or proxy was: 544.

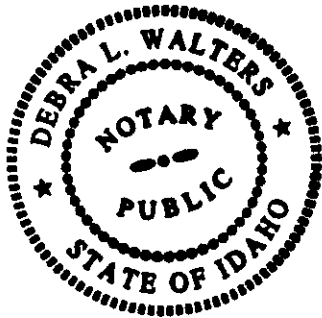
- c. The number of members that voted for the amendment was: 542.
- d. The number of members that voted for against the amendment was: 2.


IN WITNESS WHEREOF, We have hereunto set our hands and seals this 6 day of
November, 2002.


Sue Ann Froshiesar, Secretary

STATE OF IDAHO)
)ss.
County of Ada)

I, Debra L. Walters, a notary public, do hereby certified that on this 6th day of
November, 2002, personally appeared before me, Sue Ann Froshiesar, who, being by me first
duly sworn, declared that she is the Secretary of Boise Christian Homes, Inc., that she signed the
foregoing document as Secretary of the corporation, and that the statements therein contained are
true.




Notary Public for the State of Idaho
Residing at Boise, Idaho
Whose Commission Expires: 10/18/06