

FILED EFFECTIVE



ARTICLES OF AMENDMENT (Non-profit)

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

2003 JUN -9 AM 8:50
SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is:

Southeastern Idaho Community Action Agency, Inc.

2. The text of each amendment is as follows:

See attached: Second Articles of Amendment of Southeastern Idaho community Action Agency, Inc
Resolution of the Board of Directors
Resolution of the Members

3. The date of adoption of the amendment(s) was: 5/21/03

4. Manner of adoption (check one):

☐ Each amendment consists exclusively of matters which do not require member approval pursuant to section 30-3-90, Idaho Code, and was, therefore, adopted by the board of directors. (Please fill spaces below)

- a. The number of directors entitled to vote was: _____
b. The number of directors that voted for each amendment was: _____
c. The number of directors that voted against each amendment was: _____

☐ The amendment consists of matters other than those described in section 30-3-90, Idaho Code, and was, therefore adopted by the members. (Please fill spaces below)

- a. The number of members entitled to vote
was: 15
b. The number of members that voted for each
amendment was: 10
c. The number of members that voted against
each amendment was: -0-

Dated: 5/23/03

Signature: *Carl Raymond*

Typed Name: Carl Raymond

Capacity: Board of Directors Chairman

Customer Acct #:

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State use only

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Revised 07/2002

Web Form

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2003 JUN -9 AM 8: 51

SECRETARY OF STATE
STATE OF IDAHO

**SECOND
ARTICLES OF AMENDMENT
of**

SECRETARY OF STATE
STATE OF IDAHO

SOUTHEASTERN IDAHO COMMUNITY ACTION AGENCY, INC.

Amendment of the Articles of Incorporation of the Southeastern Idaho Community Action Agency, Inc., a nonprofit corporation organized under the laws of the state of Idaho (I.C. § 30-301 et. seq.), executed by Carl Raymond, P.O. Box 489, Pocatello, Idaho 83204, County of Bannock, corporation Chairperson, and Francoise Cleveland, 801 E. Sherman #193, Pocatello, Idaho 83201, County of Bannock, corporation Secretary.

RECITALS

1. The corporation was organized on June 19, 1969.
2. The Board of Directors of the corporation amended the Articles of Incorporation, September 21, 1982, substituting the amended Articles for the original Articles of incorporation. A Certificate of Amendment was issued by the Secretary of State of the state of Idaho on September 30, 1982.
3. The Board of Directors of the corporation, by a resolution duly adopted at a meeting on May 21, 2003, directed that the amendments set forth herein be submitted to a vote by the members of the corporation.
4. The amendments set forth herein were adopted by a majority vote of the members of the corporation present at a regular monthly meeting of the members, a quorum being present, held on May 21, 2003, notice of said meeting given as provided by law.
5. The corporation does hereby, by Carl Raymond, Chairperson, and Francoise Cleveland, Secretary, execute and acknowledge that the following amendments to the Articles of Incorporation were duly approved:

The Articles of Incorporation are hereby amended as follows:

ARTICLE 1

1.01 The name of this corporation shall be the SOUTHEASTERN IDAHO COMMUNITY ACTION AGENCY, INC.

1.02 The existence of the corporation shall be perpetual.

1.03 The principal office of the corporation is SEICAA Administration Office, 641 N. 8th Avenue, Pocatello, Idaho 83201.

1.04 The resident agent of the corporation shall be the Chief Executive Officer, known as the Executive Director, hired by the Board of Directors of the corporation. Such registered agent shall be identified in the annual report filed with the Secretary of State for the state of Idaho.

ARTICLE 2

2.01 The corporation is organized for exclusively charitable and educational purposes. Notwithstanding any other provisions of the Articles, the corporation shall not carry on any other activities not permitted to be carried on by the corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law.)

2.02 The purposes of this corporation shall be to reduce the extent of poverty and to alleviate the effects of poverty on the poor and to help all senior citizens to achieve their potential for independent living, including the provision to elderly persons and mobility-impaired persons of housing facilities and services especially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness and usefulness in longer living, the charges for such facilities and services to predicated upon the provision, maintenance and operation thereof on a nonprofit basis.

2.03 The corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of, any individual.

ARTICLE 3

The corporation is empowered:

3.01 To buy, own, sell, assign, mortgage or lease any interest in real estate or personal property and to construct, maintain and operate improvements thereon necessary or incident to accomplishment of the purpose set forth in Article 2 hereof.

3.02 To borrow money and issue evidence of indebtedness in furtherance of any or all of the subjects of its business, and to secure the same by mortgage, pledge or other lien on the corporation's property.

3.03 To do and perform all acts reasonably necessary to accomplish the purposes of the corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of other such instruments and undertaking as may be necessary to enable the corporation to secure the benefits financing under Section 202 of the Housing Act of 1959. Such Regulatory Agreement and other instruments shall remain binding upon the corporation, its successors and assigns, so long as a mortgage on the corporation's property is being held by the Secretary of Housing and Urban Development.

ARTICLE 4

The corporation shall have one or more classes of members. The designation of such class or classes, the manner of election or appointment, and the qualifications and right of the member of each class shall be set forth in the Bylaws of the corporation.

ARTICLE 5

The number of directors of this corporation shall be not less than five nor more than fifty-one, each of whom shall be a member of this corporation, and the number, qualifications, and terms of office, manner of election, time and place of calling meetings, and powers and duties of the directors, shall be prescribed in the Bylaws of the corporation. The Board of Directors shall have power to conduct all of the affairs of the corporation. The directors of the corporation shall serve without compensation.

ARTICLE 6

The officers of the corporation shall be the Chairperson, Vice-Chairperson, Secretary and Treasurer, and such other officers as the Board of Directors shall deem necessary. Each of the officers shall have such powers as are conferred in the Bylaws of the corporation. Officers shall be chosen by and shall hold office during the pleasure of the Board of Directors.

ARTICLE 7

An annual meeting of the membership of the corporation shall be held upon a date provided for in the Bylaws of the corporation.

ARTICLE 8

8.01 In the event of dissolution of this corporation, the disposal of assets or property shall be determined at the time of such dissolution by the directors, provided that such assets or property after paying or adequately providing for the debts and obligations of the corporation may be

transferred only to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable and educational purposes and which has established its tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code; provided further, that in no event shall any of the assets or property of this corporation, or the proceeds of any said assets or property, the event of the dissolution thereof, go or be distributed to members, either for the reimbursement of any sum subscribed, donated or contributed by such member or for any other such purpose, it being the intent that in the dissolution of this corporation, or upon its ceasing to carry out the objects and purposes herein set forth, the property and assets then owned by the corporation shall be devoted to the carrying on of the function and the purposes of the corporation as the directors shall determine and direct: provided however, that the corporation shall at all times have the power to convey any and all of its property to the Secretary of Housing and Urban Development or other entities who hold legal right or mortgages for repayment from the corporation.

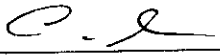
8.02 Bylaws of the corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or of the Regulatory Agreement between the corporation and the Secretary of Housing and Urban Development pursuant to Article 3 thereof.

8.03 So long as a mortgage on the corporation's property is held by the Secretary of Housing and Urban Development, these Articles may not be amended without the prior written approval of Housing and Urban Development.

ARTICLE 9


These Articles of Incorporation may be amended after approval by the Board of Directors by a simple majority of the voting members of the corporation at a special meeting called for the purpose or at a regular meeting upon notice to each member of at least ten (10) days prior to such regular or special meeting of the intention to consider such amendment.

DATED this 21 day of May, 2003.



Carl Raymond, Chairperson

DATED this 21 day of May, 2003.



Francoise Cleveland, Secretary

2003 JUN -9 AM 8: 51


SECRETARY OF STATE
STATE OF IDAHO

**RESOLUTION OF THE BOARD OF DIRECTORS
OF
SOUTHEASTERN IDAHO COMMUNITY ACTION AGENCY, INC.**

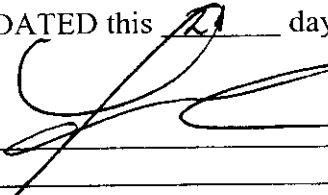
UPON DULY MADE MOTION:

It is hereby resolved that the Second Amended Articles of Incorporation are hereby adopted, and the Board of Directors of Southeastern Idaho Community Action Agency, Inc. ("SEICCA") recommends approval of such Second Amended Articles of Incorporation by the members of the corporation. Upon the approval and resolution of the members of the corporation, the Second Amended Articles of Incorporation shall be executed by the chairperson and secretary and forwarded to the Idaho Secretary of State's office for filing.

DATED this 21 day of May, 2003.


_____, Chairperson

DATED this 21 day of May, 2003.


_____, Secretary

2003 JUN -9 AM 8:51

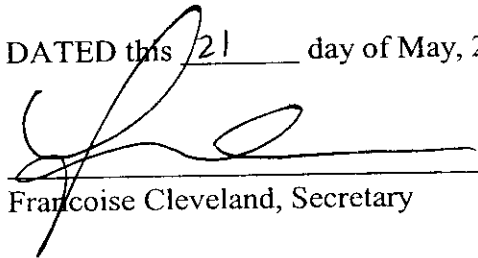
SECRETARY OF STATE
STATE OF IDAHO

**RESOLUTION OF THE MEMBERS
OF
SOUTHEASTERN IDAHO COMMUNITY ACTION AGENCY, INC.**

UPON DULY MADE MOTION brought before the Members of Southeastern Idaho Community Action Agency, Inc. ("SEICCA"), it is hereby resolved as follows:

1. That the Second Amended Articles of Incorporation which have been recommended for adoption by the Board of Directors are hereby adopted and approved by the Members of the corporation with the direction that the same be executed by the chairperson and secretary of the corporation and forwarded to the Idaho Secretary of State's office for filing.

DATED this 21 day of May, 2003.



Francoise Cleveland, Secretary

RESOLUTION