

Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

PETE T. CENARRUSA
I, **ARNOLD WILLIAMS**, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

THE SOUTHERN IDAHO CONFERENCE ASSOCIATION OF SEVENTH DAY ADVENTISTS

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **12th** day of **May** 19**71**, original articles of amendment, as provided by Section **8** of Chapter 11, Title 30, Idaho Code, restating articles of incorporation in their entirety, including the changing of name to **THE SOUTHERN IDAHO CORPORATION OF SEVENTH-DAY ADVENTISTS**

and that the said articles of amendment contain the statement of facts required by law, and are ~~to be~~ recorded on Film No. ~~microfilm~~ of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **18th** day of **May**, A. D., 19**71**.

Secretary of State

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF THE
SOUTHERN IDAHO CONFERENCE ASSOCIATION OF
SEVENTH DAY ADVENTISTS

Pursuant to due and lawful notice, a regular meeting of the members of the Southern Idaho Conference Association of Seventh Day Adventists, an Idaho corporation (hereinafter referred to as the "Corporation"), was held on the 18th day of April, 1971, at which meeting the Articles of Incorporation of the Corporation were amended to restate in their entirety said Articles of Incorporation to read as follows:

"ARTICLES OF INCORPORATION

"OF

"THE SOUTHERN IDAHO CORPORATION OF SEVENTH-DAY ADVENTISTS

"KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being natural persons of full age, citizens of the United States, and duly elected delegates to the Southern Idaho Conference of Seventh Day Adventists (also known as the Southern Idaho Conference Association of Seventh-day Adventists), in order to continue the Corporation, the original Articles of Incorporation of which were filed in the office of the Secretary of State of the State of Idaho on September 20, 1907, and recorded in Book "W" of Domestic Corporations, Records of the State of Idaho, and in order to restate the Articles of Incorporation of the corporation pursuant to the provisions of Chapter 11, Title 30, Idaho Code, do hereby certify as follows:

"FIRST

"The name of the corporation is The Southern Idaho Corporation of Seventh-day Adventists, the same corporation which was formerly

known as, 'Southern Idaho Conference Association of Seventh Day Adventists'.

"SECOND

"This corporation is not formed for pecuniary profit, and no part of the revenue or income of the corporation shall inure to the benefit of any member thereof or to any individual, or be applied or used for any purpose other than to further the objects and purposes of the corporation, which are as follows:

"(a) To diffuse moral and religious knowledge throughout the entire world by owning and operating suitable facilities for the purpose of public worship, religious training and charitable activities under the supervision of the policies and discipline of the Seventh-day Adventist denomination;

"(b) To own and operate schools for religious and secular training, or either of them; to own and operate libraries, hospitals, sanitariums, youth camps, recreational centers, campgrounds and auditoriums for religious purposes; to own and operate orphanages, convalescent, senior-citizen or retirement homes and other benevolent enterprises; to own and operate publishing houses, bookstores, and production and distribution facilities for religious materials; to engage in the research, production and sale of food products for aiding the practice of health principles as advocated by the Seventh-day Adventist Church;

"(c) In general to do whatever pertains to the spiritual or temporal interests, or both, of the members of the corporation and the churches and other institutions under its jurisdiction, or one or more of them;

"(d) To buy, sell, acquire, hold, own, dispose of, convey, mortgage, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, franchises, privileges, rights, goods, wares, and merchandise of every kind, nature and description;

"(e) To buy, sell, convey, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, buildings and real property, hereditaments and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do, and without limit as to amount;

"(f) To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge, or otherwise dispose of, any shares of capital stock, scrip, bonds, mortgages, securities, or evidences of indebtedness, issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder or owner thereof to possess and exercise in respect thereof any and all rights, powers and privileges of ownership; including the right to vote thereon;

"(g) 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 territory or government, or any agency thereof;

"(h) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation, upon such terms and conditions as the Board of Trustees shall authorize, and as may be permitted by law;

"(i) To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;

"(j) 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, convenient or proper for the accomplishment of any of the 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, and 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, as principals, agents, contractors, trustees, or otherwise, and either alone or in connection with any person, firm, association, or corporation;

"(k) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho, such as in Chapter 11, Title 30, Idaho Code, or under any Act amendatory thereof or supplemental thereto or substituted therefor, and generally to do and carry on all business directly or indirectly connected with or appertaining to any of the foregoing purposes specified in these Articles or Incorporation;

"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 carry on any business or to exercise any power or to do any act which a corporation formed under the Act hereinbefore referred to, or any amendment thereof or supplement thereto, or substitute therefor, may not at the time lawfully carry on or do.

It is the intention that the purposes, objects and powers specified in each of the subparagraphs (a) to (k) inclusive, of paragraph Second of these Articles of Incorporation, shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to, or inference from, the terms of any other subparagraph, clause or paragraph of these Articles of Incorporation.

"THIRD

"The corporation is to have perpetual existence.

"FOURTH

"The location and post office address of the registered office of the corporation is 7777 Fairview Avenue, P.O. Box 7667, Boise, Idaho 83707.

"FIFTH

"The members of this corporation, without limit as to numbers, shall be those persons who, from time to time, are members of the Board of Trustees of the corporation, which Board of Trustees shall be selected in the manner provided in the By-laws of this corporation. A person who serves on the Board of Trustees of the corporation shall automatically become a member of the corporation when he becomes a member of the Board of Trustees, and he shall automatically cease to be a member of the corporation when he ceases to be a member of the Board of Trustees of the corporation.

"SIXTH

"The names and post office addresses of the incorporators shall remain as set forth in the Articles of Incorporation of the corporation as said Articles existed prior to the amendment of April 18, 1971.

"SEVENTH

"The private property of the members of the corporation shall not be subject to the payment of corporate debts to any extent whatever. The property of this corporation is irrevocably dedicated to religious or charitable purposes, and upon liquidation, dissolution or abandonment of this corporation, the property of this corporation will not inure to the benefit of any private person but shall be distributed to a fund, foundation or corporation organized and operated exclusively for religious or charitable purposes by the Seventh-day Adventist denomination.

"EIGHTH

"The number of Trustees of the corporation shall be as 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 the number of Trustees of the corporation shall not be fewer than three nor more than 100. In case of any increase in the number of Trustees, the additional Trustees may be elected by the Trustees then in office, and the Trustees so elected shall hold office until the next annual meeting of the members and until their successors are elected and qualified.

"NINTH

"A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the Board of Trustees upon such terms and conditions as it may deem expedient and for the best interests of the corporation.

"TENTH

"No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the trustees of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any trustee individually, or any firm of which any trustee may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Trustees or a majority thereof; and any trustee of the corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Trustees of the corporation which shall authorize any such contract or such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

"ELEVENTH

"The Board of Trustees is expressly authorized to adopt, amend, or repeal any or all By-laws of the corporation, but no such adoption, amendment or repeal shall take effect prior to the approval thereof by the duly elected delegates to the Southern Idaho Conference Association of Seventh-day Adventists or by such person or persons as said delegates may authorize to approve or reject such an adoption, amendment or repeal. The corporation reserves the right to amend any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, by a majority vote of the members represented in person or by proxy, at any annual meeting of the members or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide. No such amendment to these Articles of Incorporation shall take effect prior to the approval thereof by the duly elected delegates to the Southern Idaho Conference Association of Seventh-day Adventists.

"TWELFTH

"The first Board of Trustees to serve following the amendment to the Articles of Incorporation of the corporation on April 18, 1971, shall consist of the following named persons, who shall serve in said capacity until their successors shall be elected and qualified:

F. W. Bieber

William W. Ring

D. P. Huey

Eugene Carroll, M. D.

R. W. Numbers

C. H. Hamel

"The foregoing Trustees were elected at a regular meeting of the members of the corporation held at 2:00 o'clock p.m. on the 18th day of April, 1971, at the Gem State Academy schoolgrounds, Caldwell, Idaho, and a majority of the members of the corporation were present at the meeting and voted, and the foregoing persons were elected as Trustees of the corporation. Each of said Trustees, by executing these Articles of Incorporation, verifies the facts herein contained and hereby certifies that prior to the election of Trustees notice of the time and place of holding such election was given by publication for a period of four (4) weeks in The News-Tribune, a newspaper of general circulation published in Caldwell, County of Canyon, State of Idaho, and also by posting a like notice in a conspicuous place on the building where such election was held.

"IN WITNESS WHEREOF, we have hereunto set our hands this 18th day of April, 1971.


"TRUSTEES

F. W. Bieber
D. P. Huey
R. W. Numbers
C. H. Hamel
William W. Ring
Eugene Carroll, M. D.

"STATE OF IDAHO)
) ss.
"County of Payette)

"On this 26th day of April, 1971, before me, the undersigned, a Notary Public in and for said State, personally appeared Eugene Carroll, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same, and that he was a person over the age of twenty-one years and a citizen of the United States of America.

"IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first in this certificate written.


Notary Public for Idaho
Residing at Payette, Idaho
Commission expires: 3-1-72

"STATE OF IDAHO)
) ss.
"County of ADA)

"On this 18th day of April, 1971, before me, the undersigned, a Notary Public in and for said State, personally appeared
F. W. Bieber, R. W. Numbers, William W. Ring,
D. P. Huey, C. H. Hamel,
and _____, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same, and that they were persons over the age of twenty-one years and citizens of the United States of America.

"IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first in this certificate written.

" Douglas A. Sayles
Notary Public for Idaho
Residing at Boise, Idaho
Commission expires: November 27, 1972

"STATE OF IDAHO)
) ss.
"County of _____)

" I, D. P. Huey, being first duly sworn, upon oath, deposes and says:

"That I was the secretary of the meeting at which the within and foregoing Articles of Incorporation were amended and restated and the Trustees named therein were elected. I hereby certify that the facts set forth in the within and foregoing Articles of Incorporation are true and correct.

" D. P. Huey
Secretary of the meeting
and of the corporation

"Subscribed and sworn to before me this 20th day of April, 1971.

" Douglas A. Sayles
Notary Public for Idaho
Residing at Boise, Idaho
Commission expires: November 27, 1972

IN WITNESS WHEREOF, these Articles of Amendment have been executed, and are hereby verified, by the President and Secretary of the corporation, the latter of whom acted as secretary of the meeting at which said Articles of Amendment were adopted on the 18th day of April, 1971.

F. W. Bieber
President

ATTEST:

D. P. Huey
Secretary

AFFIDAVIT OF ADOPTION

STATE OF IDAHO)
) ss.
County of ADA)

first F. W. Bieber and D. P. Huey, being
duly sworn, depose and say:

1. That F. W. Bieber is the duly elected, qualified and acting President of the corporation referred to in the foregoing Articles of Amendment, and D. P. Huey is the duly elected, qualified and acting Secretary of said corporation, a corporation organized under and by virtue of the laws of the State of Idaho.

2. That F. W. Bieber and D. P. Huey served as chairman and secretary, respectively, of the meeting of members of said corporation referred to in the foregoing Articles of Amendment, at which meeting more than two-thirds (2/3) of the members who were present at the meeting voted in favor of the adoption of said Articles of Amendment, and as chairman and secretary, respectively, of the Board of Trustees which called the meeting.

3. That the statements contained in the foregoing Articles of Amendment are true and correct.

F. W. Bieber
President
D. P. Huey
Secretary

Subscribed and sworn to before me this 20th day of April, 1971.

Douglas H. Sayle
Notary Public for Idaho
Residing at Boise, Idaho
Commission expires: November 27, 1972