

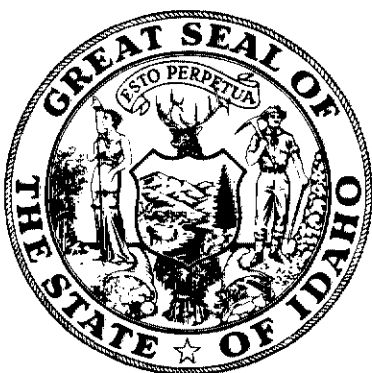
CERTIFICATE OF AMENDMENT
OF

IDAHO WOMEN'S NETWORK, 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 _____
IDAHO WOMEN'S NETWORK EDUCATION AND RESEARCH FUND, INCORPORATED
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 _____ November 3, 19 89.



Pete T. Cenarrusa

SECRETARY OF STATE

Larry J. Clark
Corporation Clerk

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF THE
IDAHO WOMEN'S NETWORK, INCORPORATED

APR 3 4 07 PM '89
SECRETARY OF STATE

These Amended and Restated Articles of Incorporation are signed in duplicate, verified and acknowledged by the President and Secretary of this Association for the purpose of Amending and Restating the Articles of Incorporation adopted and Registered on August 16, 1988, in the name of **Idaho Women's Network, Inc.** which was changed by resolution to **Idaho Women's Network Research and Education Fund, Incorporated** on October 14, 1989, and later Amendments to those Articles (if any) as provided under Idaho Code Section 30-323 and 30-327. All Articles are amended.

1. The name of the corporation is the IDAHO WOMEN'S NETWORK RESEARCH AND EDUCATION FUND, INCORPORATED.

2. The corporation is a non-profit corporation.

3. The period of duration is perpetual.

4. The purposes for which this corporation is organized are as follows:

a. To provide financial support for the activities carried on by the non-profit corporation, Idaho Women's Network, Inc., formed on October 14, 1989, which are charitable, educational and scientific purposes as defined by section 501 (c)(3) of the Internal Revenue Code. IDAHO WOMEN'S NETWORK RESEARCH AND EDUCATION FUND, INCORPORATED is limited to benefit such activities of Idaho Women's Network, Inc. which are permitted under Section 501 (c)(3) of the Internal Revenue Code.

b. To Exercise all powers granted by law necessary and proper to carry out the above stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any interest therein, wherever situated, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business for profit, to exercise any power, or to do any act which a corporation formed under Chapter 3 Title 30, Idaho Code or any amendment thereto or substitute for, may not at that time lawfully carry on or do.

5. The corporation is to have no members. The name and post office address of the corporation which has the authority to elect the directors pursuant to subsection (b) or (e) of 30-314, Idaho Code is the Idaho Women's Network, Inc., P.O. Box 1385, Boise, Idaho 83702.

6. The Board of Directors of the Idaho Women's Network Research and Education Fund, Incorporated, a non-profit, Idaho Corporation may be elected by another corporation as provided under Section 30-314(e), Idaho Code, since the Idaho Women's Network Research and Education Fund, Incorporated, corporation has no members.

7. Provisions for the regulation of the internal affairs of the corporation, except as provided in this document, shall be determined by the By-Laws adopted by the Board of Directors. At all times, notwithstanding any change of name, merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary or by operation of law, or any other provisions hereof:

a. The Corporation shall not possess or exercise any power or authority either expressly, by interpretation, or by operation of law that will prevent it at any time from

qualifying, and continuing to qualify, as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, (hereinafter referred to as "the code"), contributions to which are deductible for federal income tax purposes; nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.

b. No part of the assets or net earnings of the corporation shall be used, nor shall the corporation ever be organized or operated, for purposes that are not exclusively charitable or educational within the meaning of Section 501(c)(3) of the Code.

c. The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

d. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation as those transactions are defined by law; nor shall it participate in political campaign on behalf of any candidate for public office, whether by publishing or distributing statements, or otherwise.

e. At no time shall the corporation engage in any activities which are unlawful under the laws of the United State of America, the State of Idaho, or any other jurisdiction where its activities are carried on; nor shall it engage in any transaction defined at the time as "prohibited" under Section 503 of the Code.

f. No compensation, loan, or other payment shall be paid or made to any officer, board member, creator, or organizer of the corporation, or substantial contributor to it, except as reasonable compensation for services rendered and/or as a reasonable allowance for authorized expenditures incurred on behalf of the corporation; and no part of the assets or net earnings, current or accumulated, of the corporation shall ever be distributed to or divided among such persons, or inure to, be used for, accrued to, or benefit any such person or private individual under the prohibition contained in Section 501(c)(3) of the Code.

g. No solicitation of contributions to the corporation shall be made, and no gifts, bequests, or devise to the corporation shall be accepted, upon any condition or limitation which, in the opinion of the corporation, may cause the corporation to lose its federal income tax exemption.

8. In the event of termination, dissolution, or winding up of the corporation in any manner for any reason whatsoever, the directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of the remaining assets of the corporation to such organization or organizations as shall be designated by the Board of Directors of the corporation which are exempt organizations under 501(c)(3) of the Internal Revenue Code of 1954, as amended, (or the corresponding provisions of any future Internal Revenue Law), to be used for charitable and public purposes. If the Board of Directors shall fail to make such designation, all of the remaining assets shall be disposed of to any private or public non-profit organization to be used for public and charitable purposes.

9. The location of this corporation is in the City of Boise, County of Ada, State of Idaho. The post office address of the registered corporation shall be P.O. Box 1385, Boise, Idaho 83701. The Street address shall be 104 S. Capitol Blvd., Boise, Idaho 83702. The name of the registered agent at this address is Susan M. Graham.

10. The number of directors constituting the initial Board of Directors of the Corporation is five. The Board of Directors shall consist of members duly appointed by

the Board of Directors of the Idaho Women's Network, Inc.. The Directors shall serve a two year term with the term of at least two of the Board members expiring each year. The names and address of the directors constituting the initial board are:


BETSY DUNKLIN, 2500 Parkside, Boise, Idaho 83712
BONNIE SHARP, 880 Sage Circle, Mountain Home, Idaho 83647
SUSAN GRAHAM, 104 S. Capitol Blvd., Boise, Idaho 83702
SHARON VAN SLYKE, Rt. 1, Wilder, Idaho 83676
BETTY VAN GHELUWE, 1010 N. Orchard, Boise, Idaho 83706

11. The name and street address of the incorporator is:

BETSY DUNKLIN, 2500 Parkside, Boise, Idaho 83712, as President of the Idaho Women's Network, Inc.

These Restated Articles were adopted on October 14, 1989, at a meeting of the Board of Directors, a quorum was present at such a meeting and such amended, Restated Articles received at least a majority of the votes of the Board of Directors present at such meeting in person or by proxy, as well as the vote taken of the Board, as provided under the bylaws. There are no members and no members have been admitted to this non-profit Corporation.

Dated this 2nd day of November, 1989.


Betsy Dunklin, President


Betty Van Gheluwe, Secretary

STATE OF IDAHO)
 :SS.
County of Ada)

Betsy Dunklin and Betty Van Gheluwe, being first duly sworn, deposes and says:
That she is an officer of the above corporation, each has read the above and foregoing and knows the contents thereof to be true and believes the facts stated therein to be true.


Betsy Dunklin, President


Betty Van Gheluwe, Secretary

STATE OF IDAHO)
 ss
County of Ada)

I, Nancy J. Katich, a notary public, do hereby certify that on this 2nd day of November 1989, personally appeared before me BETSY DUNKLIN, who, being by me first sworn, declared that she is the President of Idaho Women's Network Research and Education Fund, Incorporated, that she signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Nancy J. Katich

Notary Public for Idaho
Residing at: Boise
My Commission Expires: 8-27-94

STATE OF IDAHO)
 ss
County of Ada)

I, Nancy J. Katich, a notary public, do hereby certify that on this 2nd day of November 1989, personally appeared before me BETTY VAN GHELUWE, who, being by me first sworn, declared that she is the Secretary of Idaho Women's Network Research and Education Fund, Incorporated, that she signed the foregoing document as Secretary of the corporation, and that the statements therein contained are true.

Nancy J. Katich

Notary Public for Idaho
Residing at: Boise
My Commission Expires: 8-27-94