

**AMENDMENT TO
ARTICLES OF INCORPORATION**

97 OCT -9 AM 10:18
SECRETARY OF STATE
STATE OF IDAHO

OF

MODIE PARK CONSERVANCY, INC.

KNOW ALL PERSONS BY THESE PRESENTS: That we, the undersigned, being persons of full age, citizens of the United States of America and residents of the State of Idaho, do hereby amend the Articles of Incorporation as follows:

I.

NAME

The name of the corporation is MODIE PARK CONSERVANCY, INC.

II.

AMENDMENT TO ARTICLES

The incorporators hereby amend Section VII to the Articles of Incorporation by substituting the following new Section VII set forth as follows:

In the event of the dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business property and assets of the corporation shall go and be distributed to the City of Lewiston, Idaho, for the limited purpose of the development and maintenance of the Ruth Rowell Modie Wildlife Park. In the event at the time of the dissolution of this corporation, the City of Lewiston, Idaho, has not yet developed the Ruth Rowell Modie Wildlife Park or declines to continue maintenance of said park, the business property and assets of this corporation shall go and be distributed to the Idaho Foundation for Parks and Lands for the purpose of public park development within the State of Idaho.

IDAHO SECRETARY OF STATE

10/09/1997 09:00
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In the event that contributions to the City of Lewiston, Idaho, or the Idaho Foundation for Parks and Lands do not meet Section 170(c)(2) of the Internal Revenue Code, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code), or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

III.

DATE OF ADOPTION OF AMENDMENT

This amendment was adopted on the 12th day of September, 1997.

IV.

MANNER OF ADOPTION

The number of members entitled to vote was: 23

The number of members voting for the amendment was: 18

The number of members voting against the amendment was: 0

DATED this 7 day of OCTOBER, 1997.

MODIE CONSERVANCY, INC.

By: 

Title: VICE PRESIDENT

STATE OF IDAHO)

: ss.

County of Nez Perce)

On this 7 day of October, 1997, before me, the undersigned, a Notary Public in and for said State, personally appeared PHILIP A. SHINN, known to me to be the Vice-President of the corporation that executed the instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

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

Jonda L. Wilson
Notary Public in and for the
State of Idaho, residing at
Genesee therein.
My Commission Expires: 2-15-99