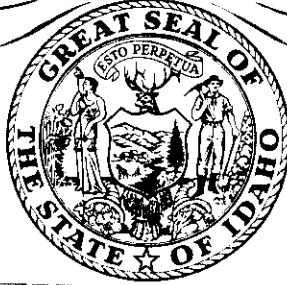


State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

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

POCATELLO COUNCIL OF CAMPFIRE GIRLS, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **4th** day of **February**, 19 **65**, original articles of amendment, as provided by Sections 30-146, 30-147 & 30-1103, Idaho Code, Amending **ARTICLE II**, purposes; & **ARTICLE III**, Board of Directors.

and that the said articles of amendment contain the statement of facts required by law, and are **will 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 **4th** day of **February**, A. D., 19 **65**.

Secretary of State

ARTICLES OF AMENDMENT AMENDING ARTICLES
OF INCORPORATION OF
POCATELLO COUNCIL OF CAMP FIRE GIRLS, INC.

Frank G. Kleffner, President, and Dorothy Kleffner, Secretary of the above named corporation respectfully submit that:

1. The above named corporation was authorized under the laws of the State of Idaho and was issued a Certificate of Incorporation by the Secretary of State, State of Idaho, dated September 10, 1948, with its registered office and principal place of business in this state located in the County of Bannock, State of Idaho, and that said articles contain the statement of facts required by Section 29-103, Idaho Code, Annotated.

2. That the undersigned, the duly elected and qualified President and Secretary of the said corporation hereby certify that the Articles of Incorporation were amended in the manner set out below at a regular meeting of the members of such corporation by a vote of the majority of a quorum attending such meeting, and that this meeting in which the amendments were approved followed a public notice of the intention to amend the articles of incorporation given by publication at least once a week for four weeks in a newspaper published in Bannock County, Idaho, wherein such meeting was held, such notice designating the regular meeting at which it was intended to vote upon the proposition of amending the articles of incorporation and state the manner in which it was intended to amend the articles of incorporation.

3. The President and Secretary above set out hereby further certify the amendment of the articles of incorporation occurred as provided by Chapter 11, Title 30, Idaho Code, for the type of corporation herein involved.

4. One resolution so offered and so adopted and passed amended Article II of the Articles of Incorporation of said corporation to read as follows:

ARTICLE II

PURPOSES

A. The purposes for which it is formed are to do any or all of the things hereinafter set forth to the same extent as natural persons might or could do, namely:

- (a) To promote welfare, charitable, benevolent and recreational activities among girls and promoting, supervising and administering the program of Camp Fire Girls, Inc., a National membership corporation, not for profit, within the territory covered by the Charter granted by the National Council of Camp Fire Girls, Inc., to the corporation;
- (b) To provide leadership, extend membership, maintain standards, protect an official insignia against use by those not properly registered as Camp Fire Girls, obtain adequate financing, and otherwise promote the general welfare of a girls program and insuring permanence of Camp Fire Girls activities in the community;
- (c) To acquire, own, encumber, hold, transfer, sell, mortgage, and use real and personal property by purchase, devise, gift, lease or otherwise; to enter into and perform contracts and agreements, and to do any and all acts legally permitted to such a corporation which will benefit and aid the said corporation; to borrow money with or without security; to raise money; to improve any real property which it may own or possess and to erect, construct and alter buildings or structures and to make any and all other kinds of improvements thereto;
- (d) To invest its funds in mortgages, bonds, debentures, shares of preferred or common stock, and such other securities as may be legally permissible, and to buy, sell, transfer and exchange any such investments and securities;
- (e) To do and perform any and all acts beneficial to said corporation and any and all acts and things necessary, proper and requisite to carry out the objects and provisions of this corporation to the fullest extent permitted by law to such a corporation; and to enjoy and exercise all the rights, powers and provisions granted or conferred by the laws of this state to or upon corporations of this kind.
- (f) The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the exercise of all powers of this corporation in promoting, administering and supervising adherence to the purposes and program of Camp Fire Girls, Inc.

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B. As a means of accomplishing the foregoing purposes, the corporation shall have all necessary powers incidental thereto or necessary or proper to accomplish the objectives or for any of its objects and purposes including the power to borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and to other obligations of the corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regards to all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.

To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to the further limitation and condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended and by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

No revenue or income shall be expended except as permitted under the Idaho law governing non-profit corporations.

No part of the activities of this corporation or funds of the corporation shall be expended to influence legislation by propaganda or otherwise, and the corporation will not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

C. The property of this corporation is irrevocably dedicated to charitable and benevolent purposes, and upon liquidation, dissolution or abandonment of the owner, said property will not inure to the benefit of any private person, but shall be distributed to a fund, foundation or corporation organized and operated for religious, charitable or benevolent purposes with preference, if possible, to the promotion of the program of Camp Fire Girls, Inc., in the community.

The private property of the members of this corporation shall not be liable for its corporate debts.

And then a resolution was so offered and so adopted and passed that Article III be amended and the Board of Directors enlarged so that that clause of Article III commencing with the words "Article III" and ending with the words, in the first clause before the semicolon, "duly elected and qualified;" be amended to read as follows:

ARTICLE III

BOARD OF DIRECTORS

The promotion, operation and management of the affairs of this corporation shall be vested in a Board of Directors to consist of not less than fifteen members nor more than thirty members, to be elected in form and manner prescribed by the by-laws of this corporation, and those heretofore elected pursuant to notice heretofore given shall constitute the Board of Directors until their successors are duly elected and qualified;

And that the said First Clause of said Article III was so amended.

5. Further your petitioners certify that they have complied in all respects with the laws in the State of Idaho and amendments thereto to amend the articles of incorporation of Pocatello Council of Camp Fire Girls, Inc.

WHEREFORE, we pray that the said Articles of Incorporation of Pocatello Council of Camp Fire Girls, Inc., be so amended.

DATED AND SIGNED this fifteenth day of January, 1965.

POCATELLO COUNCIL OF CAMP
FIRE GIRLS, INC.

by Frank G. Keffner
President

ATTEST:

Arthur Keffner
Secretary

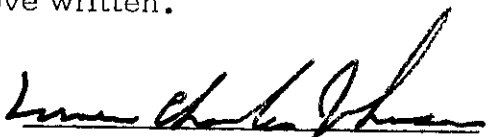
(CORPORATE SEAL)

STATE OF IDAHO)
) ss.
County of Bannock)

On this fifteenth day of January, 1965, before me, the undersigned
Notary Public in aforesaid state, personally appeared Frank G. Kleffner, President,
and Dorothy Kleffner, Secretary, known to me to be the President and Secretary
of the Corporation that executed the foregoing instrument and acknowledged to
me that the Corporation executed the same.

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

(SEAL)


Notary Public in and for Idaho
Residence: Pocatello, Idaho