

State of Idaho

Department of State.

CERTIFICATE OF AMENDMENT OF

WISH UPON A STAR FOUNDATION, INC.

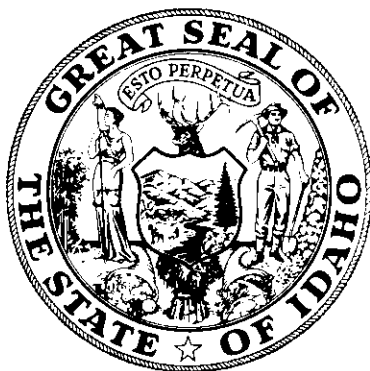
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

WISH UPON A STAR FOUNDATION, INC.

duly signed and verified pursuant to the provisions of the Idaho Business 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 March 25, 19 85.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

ARTICLES OF AMENDEMENT

WISH UPON A STAR FOUNDATION, INC. - NON-PROFIT

Amendement of Articles of Incorporation of WISH UPON A STAR FOUNDATION, INC., a non-profit corporation, organized under the laws of the State of Idaho, executed by Bev Sharrai of 1737 Brooklawn, Boise, Idaho 83709, its President and Darla Larson of 320 Elder, Nampa, Idaho 83651, its Secretary.

The name of the corporation is WISH UPON A STAR FOUNDATION, INC.

The corporation, by majority vote of its members, does hereby amend its Articles of Incorporation as follows:

1. Articles 4 through 9 are deleted in their entirety and replaced with the following Articles 4 through 11:

ARTICLE 4

The purposes of the corporation are: To provide charitable contributions to the children and families of chronically and terminally ill children; to solicit contributions from the public and from private entities, corporations and foundations in furtherance of the charitable purposes of the corporation; to do and carry out all things necessary for achievement of the corporation's charitable objectives and to strengthen general community support of these chronically ill children and their families.

ARTICLE 5

This corporation is organized exclusively for charitable purposes within the meaning of section 501 (C) (3) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE 6

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under section 501 (C) (3) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE 7

Upon the winding up and dissolution of the corporation, after paying or adequately providing the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund foundation or corporation which has established its tax exempt status under section 501 (C) (3) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE 8

This organization is not organized for profit, and no part of the net earnings shall inure to the benefit of any private shareholder.

ARTICLE 9

The street address of the corporation's initial registered office in the State of Idaho is 1681 North Laurel, #129, Boise, Idaho 83706, and the name of the initial registered agent at such address is Bev Sharrai. Current address of registered agent is now 1737 Brooklawn, Boise, Idaho 83709.

ARTICLE 10

The number of the initial Board of Directors of the corporation shall be four (4). Their names and addresses are:

Bev Sharrai
1737 Brooklawn
Boise, Idaho 83709

Cindy Calligan
361 Dicky Drive
Eagle, Idaho 83616

Michael J. Calligan
361 Dicky Drive
Eagle, Idaho 83616

Barbara Kuchenriter
10826 Ashburton Drive
Boise, Idaho 83709

ARTICLE 11

The names and street addresses of each incorporator of this corporation are:

Bev Sharrai
1737 Brooklawn
Boise, Idaho 83709

Cindy Calligan
361 Dicky Drive
Eagle, Idaho 83616

Michael J. Calligan
361 Dicky Drive
Eagle, Idaho 83616

Barbara Kuchenriter
10826 Ashburton Drive
Boise, Idaho 83709

2. The above amendements were adopted by a majority of the members thereon at a special meeting held on the 21 day of March, 1985, at which a quorum of members were present, all as required by the laws of the State of Idaho.

3. In all other respects, the Articles of Incorporation shall remain unaltered and unamended.

DONE AND DATED THIS 21 day of March, 1985.

BEV SHARRAI
PRESIDENT

ATTEST:

DARLA LARSON
SECRETARY

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

BEV SHARRAI and DARLA LARSON, Being first duly sworn upon oath, depose and say:

That they are the President and Secretary, respectively, of WISH UPON A STAR FOUNDATION, INC.; that they have read the above and foregoing Articles of Amendment, know the contents thereof, and that the facts therein stated are true and verily believe.

Bev Sharrai
BEV SHARRAI

Darla Larson
DARLA LARSON

SUBSCRIBED AND SWORN To before me this 21 day of
March, 1985.

Suzie Moeck
Notary Public for Idaho
Residing at Boise, Idaho
My commission expires: June 26, 1986