

Department of State

**CERTIFICATE OF AMENDMENT
OF**

WOOD RIVER YOUTH RANCH, INC.

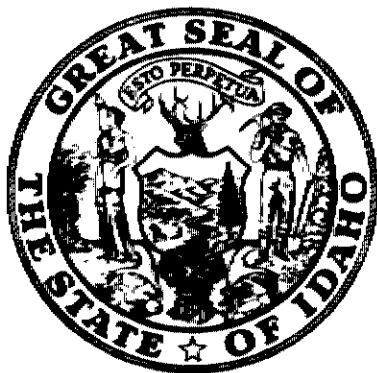
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

WOOD RIVER YOUTH RANCH, INC.

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 _____ October 26, 19 88.



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]
Corporation Clerk

AMENDMENT TO ARTICLES OF INCORPORATION

OCT 26 3 55 PM '88

OF

SECRETARY OF STATE

WOOD RIVER YOUTH RANCH, INC.

1. The name of the corporation is Wood River Youth Ranch, Inc.
2. Article III of the Articles of Incorporation is amended to read as follows:

This organization is organized exclusively for charitable and education purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The specific and primary charitable purposes for which this nonprofit corporation is formed are: to provide a structured environment to disadvantaged boys and girls ages 15 to 20 years through ownership and operation of a working ranch; which provides placement for orphaned youth, victims of abuse; and youth from dysfunctional families; to create and maintain an emancipation program, designed to work with youth who have received prior treatment and need additional assistance to make the transition to becoming independent adults. This corporation shall direct its services and functions toward the people of the State of Idaho, but may extend its services and opportunities to all who otherwise qualify. No part of any net earnings shall inure to the benefit of any private member, except that said nonprofit corporation shall not be precluded from disbursing its funds in the form of awards, grants, loans, etc., to any person its Board of Directors shall deem advisable in furtherance of its charitable purposes.

3. Article X d. of the Articles of Incorporation is amended to read as follows:

d. To have and to exercise all the powers conferred by the laws of the State of Idaho upon corporations and nonprofit corporations formed under the laws of this State, and pursuant to and under which this nonprofit corporation is formed, as such laws are now in effect, or may at any time hereafter be amended. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United

States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

4. Article X h. of the Articles of Incorporation is amended to read as follows:

h. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

5. These amendments to the Articles of Incorporation were adopted by a consent in writing signed by all members entitled to vote with respect thereto.

IN WITNESS WHEREOF, the undersigned have executed these amendments to Articles of Incorporation, this 25th day of October, 1988.

John P. Taylor, President
John Taylor, President

Jenny Carson
Jenny Carson, Secretary

STATE OF IDAHO)
) ss.
County of Blaine)

I, Susan D Carlson, a notary public in and for the State of Idaho, do hereby certify that on this 25th day of October, 1988, personally appeared before me John Taylor, who, being by me first duly sworn, declared that he is the President of the Wood River Youth Ranch, Inc., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Susan D Carlson
Notary Public for Idaho
Residing at: Hailey, Idaho
My commission expires: 3/23/93