

**Boise Christian Homes, Inc.
Amended and Restated
Articles of Incorporation**

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Effective upon filing by the Idaho Secretary of State, the articles (“**Articles**”) of Boise Christian Homes, Inc., an Idaho nonprofit corporation (“**Corporation**”), are hereby amended and restated in their entirety as follows:

1. **Name.** The Corporation’s name is Boise Christian Homes, Inc.
2. **Purpose.** The Corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or any successor statute (“**Code**”). In particular, the Corporation is primarily dedicated to: (1) help at-risk children; and (2) to help retired pastors or missionaries with inadequate retirement income.
3. **Limitation on Activities.** The Corporation shall not conduct activities not permitted to be conducted by an organization which is tax exempt under Code Section 501(c)(3). No part of the income or net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director, or officer of the corporation or any other private individual. No member, director or officer of the Corporation, or any other private individual may share in any distribution of the Corporation’s assets. No substantial part of the Corporation’s activities shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. No part of the assets of the corporation shall inure to the benefit of or be distributable to any organization whose income or net earnings inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.
4. **Directors.** All corporate powers are exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, the Corporation’s Board of Directors (“**Board**”). The directors are elected by the members in the manner and for the terms provided in the Corporation’s bylaws (“**Bylaws**”).
5. **Membership.**
 - 5.1 The Corporation has members. The Bylaws set forth the rights, qualifications, and other terms of membership in the Corporation.
 - 5.2 Voting members of the Corporation shall be active members of a Christian Church/Church of Christ
6. **Limitation of Liability and Indemnification.**
 - 6.1 **Limitation of Liability.** To the fullest extent permitted by law, no director of the Corporation will be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director.

B0652-1517 10/14/2021 2:04 PM Received by ID Secretary of State Lawrence Denney

6.2 **Indemnification.** The Corporation shall indemnify and advance expenses to any director, officer, or other person to the fullest extent of the law for any act or omission as a director, officer, or agent of the Corporation.

6.3 **Interpretation.** The Corporation shall not indemnify or advance expenses to any person if the Board determines that the payment is likely to violate, or result in a tax, penalty, or other sanction under, any tax law, regulation, or rule. If this Section 6.3 or any of the laws that limit the liability of directors or permit indemnification of directors and other persons are repealed or modified, the repeal or modification will not increase any person’s liability or limit any person’s right to indemnification and advancement of expenses for events that occurred before the repeal or modification.

7. **Dissolution.** Upon dissolution of the Corporation, the Board shall cause all assets to be distributed to exempt organizations of the kind described in Code Section 501(c)(3) or to the federal government, or to a state or local government, for public purposes.

8. **Amendments.** These Articles of Incorporation may be amended with the affirmative vote of the majority of the Members.

Boise Christian Homes, Inc.

Certificate of Amendment and Restatement of Articles of Incorporation

- 1. **Name.** The name of the corporation is Boise Christian Homes, Inc.
- 2. **Text of Amendment.** The articles of incorporation are amended and restated in their entirety. The text of the amended and restated articles of incorporation is attached to this Certificate of Amendment and Restatement.
- 3. **Date of Adoption.** The amendment was adopted on October 4, 2021.
- 4. **Manner of Approval.** Under the Idaho Nonprofit Corporation Act, the amendment requires the approval of the corporation’s members. The corporation has only 1 class of membership and each membership has the right to 1 vote on the amendment. The corporation has 136 memberships outstanding. The number of votes indisputably voting on the amendment was 74. The total number of votes cast for the amendment was 57, which was sufficient for approval.
- 5. **Signature.**

BOISE CHRISTIAN HOMES, INC.

Date: 10/13/21

By: 
Name: Michelle Steward
Its: Secretary

B0652-1519 10/14/2021 2:04 PM Received by ID Secretary of State Lawrence Denney