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SECRETARY OF STATE  
STATE OF IDAHO

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
LEWIS-CLARK COALITION FOR FAMILIES AND YOUTH, INC.**

Pursuant to Idaho Code §§ 30-3-90, 30-3-91, 30-3-93 and 30-3-94, the members and directors of the Lewis Clark Coalition for at Risk Youth, Inc., an Idaho nonprofit corporation ("Corporation"), hereby take the following action at a regular membership meeting called upon proper notice on December 1, 1997:

BE IT RESOLVED THAT effective December 1, 1997, the Articles of Incorporation of the Lewis Clark Coalition for at Risk Youth, Inc., are hereby amended and restated by this action. Article I, Corporate Name, is amended and rewritten as set forth in the Amended and Restated Articles of Incorporation which follow. Article XIII, Indemnification, is an addition to the former Articles of Incorporation. Except for the designated amendment of Article I and addition of Article XIII, the Restated Articles of Incorporation which follow correctly set forth without change the corresponding provisions of the Articles of Incorporation as heretofore adopted and amended.

Approval by the members is required to adopt the foregoing amendments. There is only one class of members entitled to vote. The number of memberships outstanding is 26, and the number of votes entitled to be cast is 26. The number of votes actually cast is 26 and the number of votes cast for the amendments is 26. This is a sufficient number of votes for approval by the members.

The Restated Articles of Incorporation together with the amendments to Articles I and the addition of Article IX, supersede the original Articles of Incorporation and all previous amendments thereto and are set forth fully and completely as follows.

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The undersigned, acting as the incorporators of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

## **ARTICLE I CORPORATE NAME**

The name of this Corporation shall be changed to:

**LEWIS-CLARK COALITION FOR FAMILIES AND YOUTH, INC.**

## **ARTICLE II NONPROFIT STATUS**

The Corporation is a nonprofit corporation.

## **ARTICLE III PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

## **ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT**

The location of this Corporation is in the City of Lewiston, County of Nez Perce, State of Idaho. The address of the initial registered office is 1132 Linden Drive, Lewiston, Idaho 83501-5326, and the name of the initial registered agent at this address is Raymond J. Rosch.

## **ARTICLE V PURPOSES**

The purposes for which the Corporation is organized and will be operated are as follows:

A. To educate the public about critical conditions affecting a significant number of youth. More specifically, the Corporation is committed to increasing community awareness

regarding the consequences associated with poverty, inadequate family and community support, negative peer pressure and unfulfilled educational needs. The Corporation will initiate action and provide opportunities for citizens/organizations to cooperatively develop and implement viable, long-term solutions, as well as specific strategies to assist at-risk youth and their families presently faced with these conditions.

B. For charitable, religious, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).

C. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

## **ARTICLE VI LIMITATIONS**

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not

participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

#### **ARTICLE VII MEMBERS**

The Corporation shall have members who shall have such rights as are provided in the Act and are consistent with the management authority granted to the Board of Directors of the Corporation by these Articles and the Bylaws. Any person may become a member of the Corporation upon compliance with the membership requirements set forth in the Bylaws and upon payment of the annual dues fixed by the Board of Directors.

#### **ARTICLE VIII BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) individuals, each of whom, at all times, shall be a member of the Corporation. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the members or by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

**NAME****ADDRESS**

Jay J. Ney

University of Idaho Extension Office  
1239 Idaho Street  
Lewiston, Idaho 83501

Carrie Gurgel

Asotin County Development and  
Residential Services  
1603 Dustin Loop  
Clarkston, Washington 99403

Raymond J. Rosch

1132 Linden Drive  
Lewiston, Idaho 83501

Jack Baldwin

Lewiston Police Department  
1224 F Street  
Lewiston, Idaho 83501

Dennis Smith

Whitman Elementary School  
1840 Ninth Avenue  
Lewiston, Idaho 83501

Marcia Banta

313 D Street, Suite 104  
Lewiston, Idaho 83501**ARTICLE IX  
MEMBERSHIP DUES**

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions based upon different types of members or classes of membership, and some types of members or classes of membership may be made exempt from membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

**ARTICLES X  
DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

**ARTICLE XI  
INCORPORATORS**

The name and street address of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Jay J. Ney	University of Idaho Extension Office 1239 Idaho Street Lewiston, Idaho 83501
Carrie Gurgel	Asotin County Development and Residential Services 1603 Dustin Loop Clarkston, Washington 99403
Raymond J. Rosch	1132 Linden Drive Lewiston, Idaho 83501
Jack Baldwin	Lewiston Police Department 1224 F Street Lewiston, Idaho 83501

Dennis Smith

Whitman Elementary School  
1840 Ninth Avenue  
Lewiston, Idaho 83501

Marcia Banta

313 D Street, Suite 104  
Lewiston, Idaho 83501

## **ARTICLE XII BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

## **ARTICLE XIII INDEMNIFICATION**

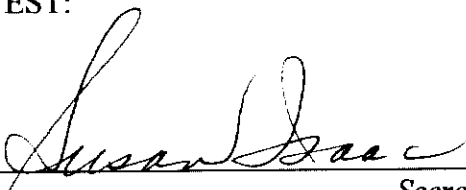
The Corporation will indemnify any director, officer, employee, or agent of the corporation made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than one by or in the right of the corporation to procure a judgment in its favor, brought to impose a liability on such person for an act alleged to have been committed by such person in his or her capacity as director or officer of the Corporation, or as director, officer, employee or agent of any other entity when he or she served at the request of the Corporation), by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise. Indemnification shall include judgments, amounts paid in settlement and reasonable expenses, including attorney fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal therein. Indemnification shall occur if such person is either successful in his or her defense or if the

proceeding is terminated by settlement, and if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. In criminal actions or proceedings, indemnification shall occur only if such person had reasonable grounds for belief that such action was lawful.

DATED to be effective December 1, 1997.

By   
Martin Bochenek, Its ~~President~~

ATTEST:

By   
\_\_\_\_\_, Secretary



STATE OF IDAHO                    )  
  : ss.  
County of Nez Perce            )

On this 11<sup>th</sup> day of December, 1997, before me, the undersigned, a notary public in and for said state, personally appeared Martin Bochenek and Susan Isaac, known or identified to me to be the President and Secretary, respectively, of Lewis-Clark Coalition for Families and Youth, Inc., an Idaho nonprofit corporation, the corporation that executed the within instrument, and acknowledged to me that they executed the same for and on behalf of said corporation.

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

Maureen Hammond  
Notary Public in and for said State,  
residing at or employed in Lewiston.  
My Commission Expires: 10-13-98  
(SEAL)