

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

PROJECT ROSE, INCORPORATED

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 PROJECT ROSE, INCORPORATED 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: August 5, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Shirley J. Clark

1992 JUL 20 08 55

CERTIFICATE OF AMENDMENT
PROJECT ROSE, INCORPORATED

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PROJECT ROSE, INCORPORATED, a Corporation formed under the laws of the State of Idaho.

The undersigned, the President and the Secretary of Project Rose, Incorporated certify that at a membership meeting held on July 21, 1992, and which was called for the purpose of amending the Articles of Incorporation of Project Rose, Incorporated, an appropriate majority of the voting members entitled to vote authorized the following amendments of Articles II, III and VII of the Articles of Incorporation:

ARTICLE II

NON-PROFIT CORPORATION: That this organization is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

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 1986 (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 1986 (or corresponding provision of any future

United States Internal Revenue law).

ARTICLE III

DURATION: The period of existence and duration of the life of this corporaiton shall be perpetual. Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. First recipient named shall be Idaho Council on Domestic Violence, a body created by the Idaho State Legislature under Idaho Code. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this organization shall be distributed to a fund, foundation or organization operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code.

ARTICLE VII

REGISTERED AGENT: The name and address of the registered agent of the above named non-profit corporation is:

Diane Hill 4 City Hall, Weiser, ID 83672
55 W. Main St

DATED July 21, 1992

PROJECT ROSE, INCORPORATED

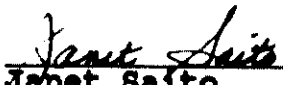
BY: Diane Hill, President
Diane Hill, President

Clare Howland, Secretary
Clare Howland, Secretary

VERIFICATION

STATE OF IDAHO)
) ss.
COUNTY OF WASHINGTON)

I, Janet Saito, a Notary Public, do hereby certify that on this 21st day of July, 1992, personally appeared before me Diane Hill and Clare Howland, who, being by me first duly sworn, declared that they are the President and Secretary respectively of Project ROSE, Inc., that they signed the foregoing document as President and Secretary respectively of the corporation, and that the statements therein contained are true.



Janet Saito
Notary Public for Idaho
Residing at Weiser, ID
Commission expires 11/29/94