

PETE T. CENARRUSA
SECRETARY OF STATE
STATE CAPITAL
BOISE, IDAHO

State of Idaho

Department of State.

COPY

CERTIFICATE OF AMENDMENT OF

SOUTH EASTERN IDAHO COMMUNITY ACTION AGENCY, INC.

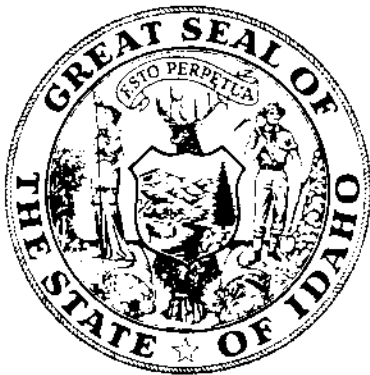
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

SOUTH EASTERN IDAHO COMMUNITY ACTION AGENCY, 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 September 30, 19 82.



Pete T. Cenarrusa

SECRETARY OF STATE

Debra Samuel

Corporation Clerk

ARTICLES OF AMENDMENT

SOUTHEASTERN IDAHO COMMUNITY ACTION AGENCY, INC.

Amendment of the Articles of Incorporation of the Southeastern Idaho Community Action Agency, Inc., a nonprofit corporation organized under the laws of the State of Idaho (I.C. §30-301 et. seq.), executed by Jerry Taylor of 332 North Seventh Avenue, City of Pocatello, County of Bannock, corporation president and Jeananne Whitmer of 156 South Third Avenue, City of Pocatello, County of Bannock, corporation secretary.

1. The corporation was organized on June 19, 1969.

2. The Board of Directors of the corporation, by a resolution duly adopted at a meeting on September 21, 1982, directed that the amendments set forth herein be submitted to a vote by the members of the corporation.

3. The amendments set forth herein were adopted by a majority vote of the members of the corporation present at a special meeting of the members, a quorum being present, held on September 21, 1982, upon notice of said meeting given as provided by law.

4. The corporation does hereby, by Jerry Taylor, president, and Jeananne Whitmer, secretary, execute and acknowledge that the following amendments to the Articles of Incorporation were duly approved:

(1) By deleting Article 1 and substituting the following:

ARTICLE 1

(a) The name of this corporation shall be the SOUTHEASTERN IDAHO

COMMUNITY ACTION AGENCY, INC.

- (b) The existence of the corporation shall be perpetual.
- (c) The principal office of the corporation is Club Haven - Ross Park, Pocatello, Idaho, 83204.
- (d) The resident agent of the corporation is Janis Perry.

(2) By deleting Article 2 and substituting the following:

ARTICLE 2

- (a) The corporation is organized for exclusively charitable and educational purposes. Notwithstanding any other provisions 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 (or the corresponding provision of any future United States Internal Revenue law).
- (b) The purposes of this corporation shall be to reduce the extent of poverty and to alleviate the effects of poverty on the poor and to help all senior citizens to achieve their potential for independent living, including the provision to elderly persons and handicapped persons of housing facilities and services especially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness and usefulness in longer living, the charges for such facilities and services to be predicted upon the provision, maintenance and operation thereof on a non-profit basis.
- (c) The corporation is irrevocably dedicated to and operated exclusively

for, non-profit purposes; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of, any individual.

- (3) By deleting Article 3 and substituting the following:

ARTICLE 3

The corporation is empowered:

- (a) To buy, own, sell, assign, mortgage or lease any interest in real estate or personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article 2 hereof.
- (b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the subjects of its business, and to secure the same by mortgage, pledge or other lien on the corporation's property
- (c) To do and perform all acts reasonably necessary to accomplish the purposes of the corporation, including the execution of a Regulator Agreement with the Secretary of Housing and Urban Development, and of other such instruments and undertakings as may be necessary to enable the corporation to secure the benefits of financing under Section 202 of the Housing Act of 1959. Such Regulatory Agreement and other instruments shall remain binding upon the corporation, its successors and assigns, so long as a mortgage on the corporation's property is being held by the Secretary of Housing and Urban Development.

- (4) By deleting Article 4 and substituting the following:

ARTICLE 4

The corporation shall have one or more classes of members. The

designation of such class or classes, the manner of election or appointment, and the qualifications and rights of the members of each class shall be set forth in the by-laws of the corporation.

- (5) By adding at the end of the existing Article 5 the following paragraph:

The directors of the corporation shall serve without compensation.

- (6) By deleting Article 8 and substituting the following:

ARTICLE 8

In the event of dissolution of this corporation, the disposal of assets or property shall be determined at the time of such dissolution by the directors, provided that such assets or property after paying or adequately providing for the debts and obligations of the corporation may be transferred only to a non-profit fund, foundation or corporation, which is organized and operated exclusively for charitable and educational purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code; provided further that in no event shall any of the assets or property of this corporation, or the proceeds of any said assets or property, in the event of the dissolution thereof, go or be distributed to members, either for the reimbursement of any sum subscribed, donated, or contributed by such members or for any other such purpose, it being the intent that in the dissolution of this corporation, or upon its ceasing to carry out the objects and purposes herein set forth, the property and assets then owned by the corporation shall be devoted to the carrying on of the function and the purposes

of the corporation as the directors shall determine and direct: Provided, however, that the corporation shall at all times have the power to convey any and all of its property to the Secretary of Housing and Urban Development.

(7) By deleting Article 9 and substituting the following:

ARTICLE 9

- (a) By-laws of the corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or of the Regulatory Agreement between the corporation and the Secretary of Housing and Urban Development pursuant to Article 3 hereof.
- (b) So long as a mortgage on the corporation's property is held by the Secretary of Housing and Urban Development, these Articles may not be amended without the prior written approval of the said Secretary.

9-14-82
Date

Jerry Taylor
Jerry Taylor, Corporation Pres.

9/24/82
Date

Jeananne Whitmer
Jeananne Whitmer, Corporation Sec.

STATE OF IDAHO)
)
) : ss.
COUNTY OF BANNOCK)

I, Diana Lanere, a Notary Public, do hereby certify that on this 24 day of September, 1982, personally appeared before me JERRY TAYLOR and JEANANNE WHITMER, who, being by me first duly sworn, declared that they are the Corporation President and Corporation Secretary of the SOUTHEASTERN IDAHO COMMUNITY ACTION AGENCY, INC., and that they signed the foregoing document as members of the corporation, and that the statements therein contained are true.

Diana Lanere
NOTARY PUBLIC FOR IDAHO
Residing at: P.O. Box 940, Pocatello
My Commission expires: 11/85

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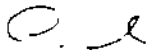
RESOLUTION OF THE BOARD OF DIRECTORS
OF
SOUTHEASTERN IDAHO COMMUNITY ACTION AGENCY, INC.

UPON DULY MADE MOTION:

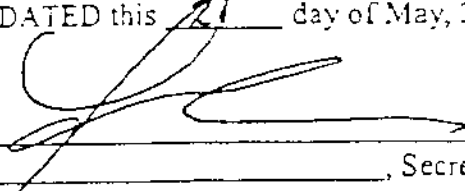
It is hereby resolved that the Second Amended Articles of Incorporation are hereby adopted, and the Board of Directors of Southeastern Idaho Community Action Agency, Inc. ("SEICCA") recommends approval of such Second Amended Articles of Incorporation by the members of the corporation. Upon the approval and resolution of the members of the corporation, the Second Amended Articles of Incorporation shall be executed by the chairperson and secretary and forwarded to the Idaho Secretary of State's office for filing.

DATED this 21 day of May, 2003.

DATED this 21 day of May, 2003.



_____, Chairperson



_____, Secretary

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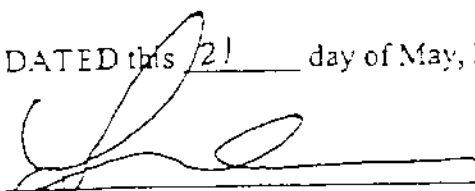
SECRETARY OF STATE
STATE OF IDAHO

RESOLUTION OF THE MEMBERS
OF
SOUTHEASTERN IDAHO COMMUNITY ACTION AGENCY, INC.

UPON DULY MADE MOTION brought before the Members of Southeastern Idaho Community Action Agency, Inc. ("SEICCA"), it is hereby resolved as follows:

1. That the Second Amended Articles of Incorporation which have been recommended for adoption by the Board of Directors are hereby adopted and approved by the Members of the corporation with the direction that the same be executed by the chairperson and secretary of the corporation and forwarded to the Idaho Secretary of State's office for filing.

DATED this 21 day of May, 2003.



Françoise Cleveland, Secretary

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