

RESTATED ARTICLES OF INCORPORATION (NON-PROFIT)

To the Secretary of State of the State of Idaho

The undersigned, in order to restate their Articles of incorporation currently on file, Submits the following restated articles of Incorporation pursuant to Title 30, Chapter 3, Idaho Code.

Article 1: The name of the corporation is and shall continue to be "North End Neighborhood Association, Inc. (referred to herein as "NENA").

Article 2: The purpose for which NENA is organized is to preserve and enhance the character of the north end neighborhood's livability, charm, historical roots, and warmth provided by the unique residential fabric, encompassed within the neighborhood's boundaries, as defined in the NENA Bylaws, in the interest of furthering the welfare of its present and future residents by democratic processes.

Article 3: These restated articles of incorporation shall supersede, in their entirety, those North End Neighborhood Association, Inc. articles of incorporation currently on file with the office of the Secretary of State of the State of Idaho.

Article 4: The street address of the registered office is: 1510 N. 11th St, Boise, Idaho 83702 and the registered agent at such address is: Todd Maguire.

Article 5: The board of directors shall consist of no fewer than fifteen (15) people unless at times where there are vacancies. The names and addresses of the directors are: See Attachment 1.

Article 6: The mailing address of NENA shall be: Box 1235, Boise, Idaho 83701.

Article 7: The Corporation does have voting members.

Article 8: Upon dissolution of NENA for any cause, all of the assets and property, both real and personal, then owned or controlled by NENA shall revert to and become the property of an eleemosynary institution accorded tax exempt status under 501(c)(4) of the Internal Revenue Code of the United States to be designated by the NENA board of directors; provided, however, that the just debts and liabilities of NENA shall first be paid. Upon dissolution, none of the assets or property of NENA shall devolve to the benefit of any officer, director, employee or member of NENA.

Manner of Adoption: Pursuant to Article IX of the original articles of incorporation, these restated articles of incorporation were approved by a two-thirds majority vote of all members present at a special meeting conducted on November 27, 2000 pursuant to previous notice given to all members consistent with Idaho Code § 30-3-50. Nineteen NENA members were present at the special meeting. Nineteen NENA members voted in favor of approving these Restated Articles of Incorporation.

Dated _____, 2000

Signed by: _____
Secretary, North End Neighborhood Association, Inc.

December , 2000

Pete Cenarrusa
Idaho Secretary of State
700 West Jefferson
Room 203
P.O. Box 83720
Boise, Idaho 83720-0080

*Layne has
final signed
copy of Articles*

Dear Secretary of State:

The North End Neighborhood Association, Inc. ("NENA") hereby submits restated articles of incorporation pursuant to Idaho Code §30-3-94. Article IX of the NENA articles of incorporation currently on file with your office state that those articles may be amended "at any regular meeting of the membership of the Corporation, or at a special meeting called for that purpose, by a two-thirds majority of the members present."

On November 27, 2000, a special meeting was conducted pursuant to Idaho Code § 30-3-94 and in conformance with the NENA Bylaws for the purpose of conducting a vote whether to approve the restated articles included with this letter. _____ members attended that meeting and voted. _____ of those members voted to approve the restated articles. Consequently, the two-thirds majority was obtained. Pursuant to Idaho Code § 30-3-94(9), the approved restated articles of incorporation shall be deemed to supersede in their entirety, the NENA articles of incorporation currently on file with your office.

Also enclosed with this letter is the required \$30 filing fee. Thank you for your assistance in this matter.

Very truly yours,

Secretary, North End Neighborhood
Association, Inc.