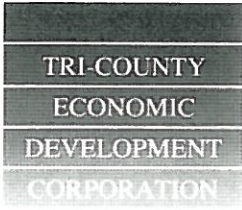


40676674



3120 Cohasset Rd
Suite 5
Chico, CA 95973

Tel: 530-893-8732
Fax: 530-893-0820

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

APR 08 2008

BUTTE • GLENN • TEHAMA

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
TRI-COUNTY ECONOMIC DEVELOPMENT CORPORATION**

The undersigned, LORRI PRIDE and TOD KIMMELSHUE, certify that:

1. They are the **president** and the **secretary**, respectively, of TRI-COUNTY ECONOMIC DEVELOPMENT CORPORATION, a California nonprofit public benefit corporation.

2. Article III of the Articles of Incorporation of this corporation is amended to read as follows:

The specific purpose of this corporation is to be an intermediary for public and private investments that foster a stable and diversified local economy, to improve social economic, and employment conditions through collaborative partnerships and to implement a sound, long-term strategy that can address identified community needs through the private, public, and non-profit organizations principally located within Butte, Glenn, and Tehama counties.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.

4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 2/21/2008

Lorri Pride, President

Tod Kimmelshue, Secretary





1166 E. Lassen
PO Box 6250
Chico CA 95927

Tel: 916 • 893 • 3732
Fax: 916 • 893 • 0820

A408158

FILED
In the office of the Secretary of State
of the State of California

1281689

SEP 3 1991

March Fong Eu
MARCH FONG EU, Secretary of State

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
TRI-COUNTY ECONOMIC DEVELOPMENT CORPORATION**

The undersigned, GARY FREEMAN and DAVID RAVEN, certify:

1. That they are the President and Secretary, respectively, of TRI-COUNTY ECONOMIC DEVELOPMENT CORPORATION, a California nonprofit public benefit corporation.
2. That the board of directors of the corporation by Unanimous Written Consent dated August 22nd, 1991, adopted the following resolution:

"RESOLVED, that the Articles of Incorporation of this corporation shall be amended in their entirety to read as follows:

I

The name of this corporation is Tri-County Economic Development Corporation.

II

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

III

The specific purpose of this corporation is to plan and implement a sound, long-term Economic Development Program designed to encourage new employment opportunities and to foster a stable and diversified local economy and improve local conditions so as to alleviate the substantial and persistent unemployment and underemployment within Butte, Glenn, and Tehama Counties, California.

IV

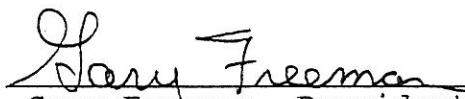
This corporation is organized and operated exclusively for public benefit purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

No substantial part of the activities of this corporation shall consist of carrying on propoganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including, the publishing or distribution of statements) on behalf of any candidate for public office.


V

The property of this corporation is irrevocably dedicated to public benefit purposes and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code."

3. The corporation has no members and therefore the board of directors has approved the foregoing amendment to the Articles of Incorporation of this corporation.



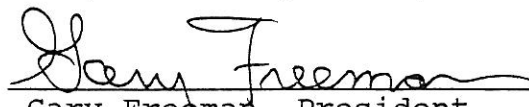
Gary Freeman, President



David Raven, Secretary

The undersigned declare that under penalty of perjury that the matters set forth in the foregoing Certificate are true and correct.

Executed at Chico, California, dated August 28, 1991.



Gary Freeman, President



David Raven, Secretary

ARTICLES OF INCORPORATION

OF

TRI-COUNTY ECONOMIC DEVELOPMENT CORPORATION

ENDORSED
FILED
In the office of the Secretary of State
of the State of California
JUL 29 1985
MARCH FONG EU, Secretary of State
Gloria J. Carroll
Deputy

I

The name of this corporation is: Tri-County Economic Development Corporation

II

- A. This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.
- B. The specific purpose of this corporation is to plan and implement a sound, long-term Economic Development Program designed to encourage new employment opportunities and to foster a stable and diversified local economy and improve local conditions so as to alleviate the substantial and persistent unemployment and underemployment with Butte, Glenn and Tehama Counties, California.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

GARY R. FREEMAN
275 Fairchild, Suite 104, Chico, CA 95926

IV

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of this corporation.

DATED: July 24, 1985

Gary R. Freeman

President
Tri-County Economic Development Corporation