

**SECOND AMENDMENT TO ARTICLES OF INCORPORATION
OF
PROJECT MANAGEMENT INSTITUTE OF CENTRAL IOWA CHAPTER, INC.**

TO: THE SECRETARY OF STATE OF THE STATE OF IOWA:

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Pursuant to Section 504A.36 of the Iowa Nonprofit Corporation Act, the undersigned corporation adopts the following amendment to the Corporation's Articles of Incorporation.

1. The name of the corporation is Project Management Institute of Central Iowa Chapter, Inc.

2. The Corporation shall amend the By-Laws at paragraph 11 to read as follows:

In the event of dissolution, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of the residual assets by distribution to one or more organizations which themselves are exempt organizations described in Section 501(c)(6) and Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law, or to the federal, state, or local governments for exclusive purpose.

3. The date of adoption of the amendment was December 12, 2001.

4. The amendment was adopted by the Board of Directors at a Special Meeting held December 12, 2001, all the directors of the corporation were present at the meeting and all directors entitled to vote unanimously adopted the amendment, thus receiving a vote of the majority of the directors in office. A copy of said Minutes of Special Meeting is attached hereto marked as Exhibit "A" and by this references incorporated herein.

Dated this 12th day of December, 2001.

Project Management Institute of
Central Iowa Chapter, Inc.

Shelly A. Brotherton
[Signature]

Shelly A. Brotherton,
[Print Name & Title]

President

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**MINUTES OF SPECIAL MEETING
OF
PROJECT MANAGEMENT INSTITUTE OF CENTRAL IOWA CHAPTER, INC.**

Held December 12, 2001

Pursuant to the By-Laws of Project Management Institute of Central Iowa Chapter, Inc., a special meeting was held of the Directors at 2536 73rd Street, Urbandale, Iowa 50322 on 12th day of Dec, 2001. All of the Directors of the corporation were present at the meeting.

At the request of the Chairman, the Secretary of the meeting submitted one (1) proposed change to the Articles of Incorporation to the corporation which properly reflect that the organization was formed as a not for profit religious organization. It was discussed that there existed a need to amend the Articles of Incorporation to properly reflect that purpose. After discussion, the following resolutions were duly made, seconded and unanimously carried:

RESOLVED, that the Articles of Corporation be amended by the Secretary of this corporation and submitted to the Iowa Secretary of State for recording as shown by the attached.

There be no further business to come before the meeting, upon the consent and approval of the Directors, the meeting was duly adjourned.


Secretary of Meeting

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