

KIRTON & McCONKIE
A PROFESSIONAL CORPORATION

834685

WILFORD W. KIRTON, JR.
OSCAR W. McCONKIE
ANTHONY I. BENTLEY, JR.
RICHARD R. NESLEN
MYRON L. SORESEN
ROBERT W. EDWARDS
B. LLOYD POELMAN
RAEBURN G. KENNARD
JERRY W. DEARINGER
R. BRUCE FINDLAY
CHARLES W. DAHLQUIST, II
LEE FORD HUNTER +
RICHARD G. JOHNSON, JR. ±
DAVID M. McCONKIE
DENIS R. MORRILL
READ R. HELLEWELL
ROLF H. BERGER
OSCAR W. McCONKIE, III
MARC N. MASCARO
DAVID A. WESTERBY
LORIN C. BARKER
DAVID M. WAHLQUIST
ROBERT S. PRINCE
WALLACE O. FELSTED

MERRILL F. NELSON
PAUL H. MATTHEWS
FRED D. ESSIG
WILLIAM A. MEADERS, JR.
CLARK B. FETZER*
THOMAS L. MONSON
SAMUEL D. McVEY†
ERIC C. OLSON
DALE E. HULSE**
BERNE S. BROADBENT*
GREGORY M. SIMONSEN§
VON G. KEETCH
DANIEL S. McCONKIE
STUART F. WOOD
THOMAS D. WALK
JAMES E. ELLSWORTH‡
TODD E. ZENGER*
DAVID J. HARDY
JILL A. ZENDER
RANDY T. AUSTIN
JON E. WADDUPS
KEITH L. HARGROVE††*
MICHAEL F. KRIEGER*
ROBERT T. SMITHA*†‡

ALEXANDER DUSHKU†
DAVID S. DOTY
STEVEN L. WHITEHEAD
DORANY RODRIGUEZ-BALTAZAR**
BRYAN H. BOOTH
RANDALL C. ALLEN
MICHAEL M. CONGER*
MATTHEW K. RICHARDS
AMY S. THOMAS
SCOTT C. KRIEGER*

† ALSO ADMITTED IN CALIFORNIA
‡ ALSO ADMITTED IN DISTRICT OF COLUMBIA
Δ ALSO ADMITTED IN ILLINOIS
• ALSO ADMITTED IN NEW MEXICO
§ ALSO ADMITTED IN MARYLAND
§ ALSO ADMITTED IN TEXAS
§ ALSO ADMITTED IN WYOMING
± ALSO ADMITTED IN ARIZONA
* ALSO ADMITTED IN MINNESOTA
∞ ADMITTED IN PUERTO RICO ONLY
† ADMITTED IN THESE STATES ONLY
+ LEAVE OF ABSENCE
• REGISTERED PATENT ATTORNEY

ATTORNEYS AT LAW
1800 EAGLE GATE TOWER
60 EAST SOUTH TEMPLE
P.O. BOX 45120
SALT LAKE CITY, UTAH 84145-0120
UTAH COUNTY (801) 223-9666
CACHE VALLEY (801) 755-6500
FAX (801) 321-4893
TELEPHONE (801) 328-3600

OF COUNSEL
RAYMOND W. GEE

July 16, 1999

300002935643--0
-07/20/99--01008--001
*****35.00 *****35.00

AMENDMENT SECTION
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE FL 32314

RE: **Application by Foreign Not For Profit Corporation to File Amendment to
Application for Conducting Affairs in Florida**

Dear Reader:

Enclosed you will find a completed application as referenced above for LDS Social Services. Also enclosed is verification of the amendment from the incorporating state, Utah, and a check in the amount of \$35.00 to cover the filing fee.

If you have any questions about this application, I may be contacted at the address listed above or called at (801) 321-4876. Thank you for your help in this matter.

Very truly yours,

KIRTON & McCONKIE

Kristin Burton

Kristin Burton, Legal Assistant to
David M. McConkie, Esq.

FILED
99 JUL 20 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2

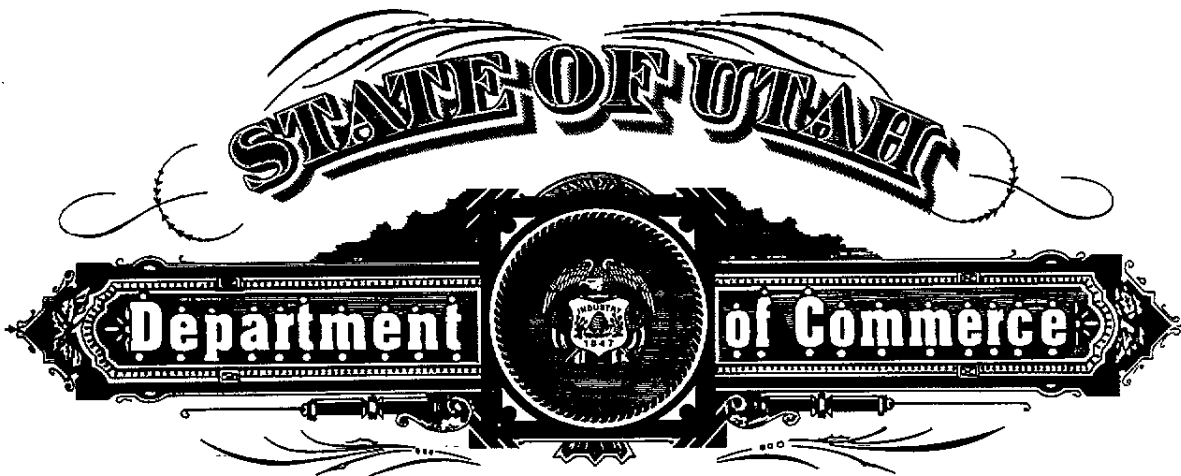
kb
Enclosures

T. LEWIS JUL 23 1999

(Pursuant to s. 617.1504, F.S.)

FILED
99 JUL 20 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
197
Affairs in Florida

- Secretary _____
Title _____



CERTIFICATION OF EXISTENCE AND GOOD STANDING STATUS

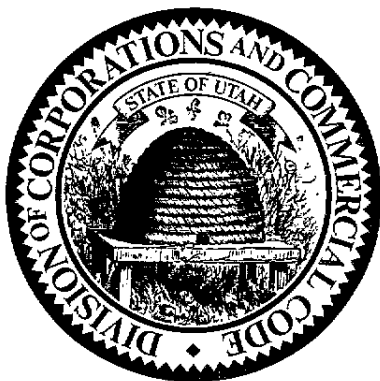
THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL
CODE HEREBY CERTIFIES THAT

LDS FAMILY SERVICES

is a Utah corporation and is qualified to transact business in the State of Utah, and that its most recent annual report required by Utah Code Annotated Section 16-10a-1607 has been filed, and Articles of Dissolution have not been filed. The Corporation was duly incorporated in Utah pursuant to Utah Code Annotated Section 16-10a-203 on *FEBRUARY 13, 1970* and is currently in good standing, as appears in the records of the Division.

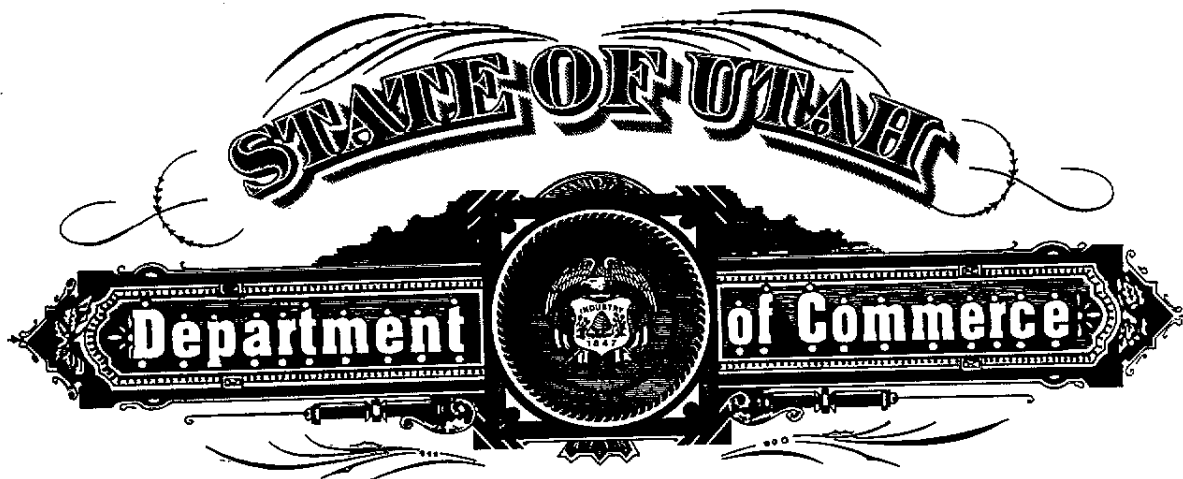
This certification is not intended to reflect the financial condition, business activity or practices of this corporation.

File Number: *CO 051521*



Dated this 14TH day
of July, 19 99.


Lorena P. Rizzo
Division Director of
Corporations and Commercial Code



CERTIFICATION OF ARTICLES OF AMENDMENT ENACTING CHANGE OF NAME

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL
CODE HEREBY CERTIFIES THAT the attached is a true, correct,
and complete copy of the Articles of Amendment submitted by

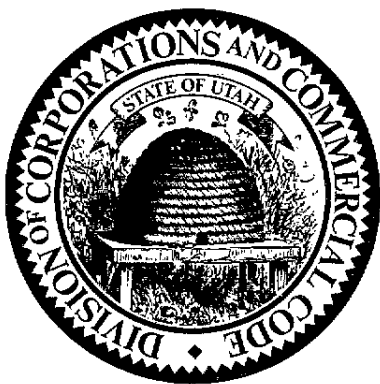
LDS SOCIAL SERVICES

for approval and filing by this office on *JUNE 28, 1999*, and that the
corporation name is changed thereby to

LDS FAMILY SERVICES

AS APPEARS OF RECORD IN THE OFFICES OF THE DIVISION.

File Number: *CO 051521*



Dated this 14TH day
of July, 19 99.


Lorena P. Rizzo
Division Director of
Corporations and Commercial Code

State of Utah
Department of Commerce
Division of Corporations and Commercial Code

I hereby certify that the foregoing has been filed
and approved on the 28 day of June, 1999
in the office of this Division and hereby issue
this Certificate thereof.

Examiner

KGM Date 6/29/99



LORENA R. RIFFO
DIVISION DIRECTOR

ARTICLES OF AMENDMENT TO THE ARTICLES
OF INCORPORATION OF LDS SOCIAL SERVICES

06-28-99 16:42 RCVD



C0 051521



RECEIVED

JUN 28 1999

Utah Div. of Corp. & Comm. Code

Pursuant to the Utah Nonprofit Corporation and Cooperative Association Act (Section
16-6-50. et seq., Utah Code Annotated 1953, as amended), the undersigned Corporation
adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation at the time of the adoption of these Articles
of Amendment is LDS Social Services, which name is to be amended, as hereinafter provided,
to LDS Family Services. This amendment will be effective upon the issuance of the Certificate
of Amendment by the Utah Division of Corporations and Commercial Code.

SECOND: The Board of Trustees of the Corporation amended the Articles of
Incorporation in the manner prescribed by the Utah Nonprofit Corporation and Cooperative
Association Act, so as to read in their entirety as follows:

ARTICLE I

Name

The name of this corporation shall be LDS Family Services.

ARTICLE II

Duration

The period of existence of the Corporation shall be perpetual.

917900052

ARTICLE III

Purposes

LDS Social Services is a religious organization created for the purpose of providing professional pastoral counseling and other religious social services to members of The Church of Jesus Christ of Latter-day Saints (the "Church") and others to enable them to pursue lives in harmony with the religious principles of the gospel of Jesus Christ. The activities of the Corporation shall be restricted to activities permitted under §501(c)(3) of the Internal Revenue Code of 1986 or its successor provision in any subsequent code ("§501(c)(3)"), and consistent therewith no part of the net earnings of this Corporation shall inure to the benefit of any trustee, incorporator or officer of the Corporation or to any private individual. Within such limitation, the activities of the Corporation shall include the following:

- (A) Providing professional pastoral counseling to members of the Church, and others, enabling them to pursue lives in harmony with the principles of the gospel of Jesus Christ;
- (B) Providing a legally qualified and licensed organization through which children may be adopted by parents who qualify under religious guidelines to participate with the children in religious ordinances and ceremonies that shall enable the children to pursue lives in harmony with the principles of the gospel of Jesus Christ;
- (C) Consulting with ordained ministers and ecclesiastical leaders of the Church to assist them in fulfilling their religious ministries;

(D) Assisting ordained ministers of the Church to fulfill their religious ministries by providing professional pastoral counseling to individuals and families referred to the Corporation by said ministers.

(E) Engaging in any lawful activity within the limits of §501(c)(3) which in the opinion of the Corporation shall promote the religious objectives of the Corporation, and conducting the Corporation's affairs in every state, country, province or other jurisdiction in which the Corporation may from time to time be legally qualified to act.

ARTICLE IV

Members

The Corporation shall have no members.

ARTICLE V

Shares

The Corporation shall not have the power to issue any shares of stock whatsoever.

ARTICLE VI

Trustees

Except as otherwise provided herein, the corporate powers shall be exercised by a Board of Trustees, consisting of not less than three (3) Trustees, who shall be nominated and appointed by the First Presidency of The Church of Jesus Christ of Latter-day Saints, to serve

indefinitely until their successors shall be appointed and qualified. Trustees may be released or removed at any time and for any reason by said First Presidency.

The initial governing board of the Corporation consisted of six (6) persons, whose names and street addresses were as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Marvin Pugh, Chairman	2999 East 5800 South Salt Lake City, Utah
Edgar M. Denny, Vice-Chairman	305 North 100 East Bountiful, Utah
Russell M. Nelson, Member	1347 Normandie Circle Salt Lake City, Utah
John L. Nicholas, Member	146 West 190 South Granger, Utah
Richard P. Lindsay, Member	1886 West 4805 South Granger, Utah
Fred A. Schwendiman, Member	671 South 560 East Orem, Utah

ARTICLE VII

Officers

The officers of the Corporation shall be appointed by the Board of Trustees and shall include a chief executive officer, one or more secondary executive officers and additional corporate officers as provided in the By-laws. The Board may also provide for the

appointment of such additional officers as it may determine are reasonable or necessary. The offices of Secretary and Treasurer may be held by the same individual.

ARTICLE VIII

Incorporators

The names and street addresses of the incorporators were:

NAME	STREET ADDRESS
Marion G. Romney	47 East South Temple Salt Lake City, Utah
Marvin J. Ashton	47 East South Temple Salt Lake City, Utah
Earl S. Spafford	2188 Highland Drive Salt Lake City, Utah

ARTICLE IX

Initial Office

The location and street address of the initial principal office of the Corporation was:
401-12th Avenue, Salt Lake City, Utah, 84103.

ARTICLE X

Dissolution

The property of the Corporation is hereby forever and irrevocably dedicated to religious purposes, and in the event of liquidation, dissolution, or cessation of the activities of the Corporation, or the abandonment of any property owned by it, such property shall not

inure to the benefit of any private person but shall be transferred to the Church if the Church is then exempt under §501(c)(3). Otherwise, the property shall be transferred to a fund, foundation or corporation which is organized and operated exclusively for religious and/or charitable purposes and which has established its tax exempt status under §501(c)(3).

ARTICLE XI

Amendment

These Articles of Incorporation may be amended in any particular as provided by the laws of the State of Utah. In the event any provisions of these Articles, or any amendments now or hereafter adopted, shall be adjudged ultra vires or otherwise invalid, the remaining provisions, clauses and powers shall be deemed valid and in full force and effect as far as the same may be separated.

THIRD: There are no members of this Corporation. The foregoing amendments to the Articles of Incorporation were adopted by unanimous action of the Board of Trustees of the Corporation, the 12th day of February, 1999.

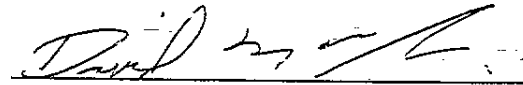
IN WITNESS WHEREOF these Articles of Amendment to the Articles of Incorporation are executed by the Corporation this 28 day of June, 1999

LDS SOCIAL SERVICES

BY: 
David M. McConkie, Secretary

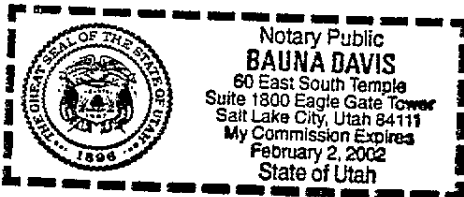
STATE OF UTAH)
 :SS
COUNTY OF SALT LAKE)

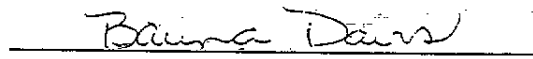
David M. McConkie, being first duly sworn on oath, deposes and says: That he is the Secretary of LDS SOCIAL SERVICES, that he signed the foregoing Articles of Amendment as the Secretary of the Corporation, and that the statements made therein contained are true.



David M. McConkie

SUBSCRIBED AND SWORN to before me this 28th day of June, 1999.





Notary Public

Residing at: Salt Lake Co., Utah

My Commission Expires:
2/2/2002