

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
OF
DEPAUL SERVICES, INC.**

The undersigned, constituting the members of the Board of Directors of DePaul Services, Inc., an Oregon nonprofit public benefit corporation (the “Company”), hereby unanimously take the following actions and adopt the following resolutions:

Articles of Amendment

1. RESOLVED, that the Board of Directors does hereby approve the Articles of Amendment, substantially in the form attached hereto as Exhibit A.

First Amendment to Amended and Restated Bylaws

2. RESOLVED, that the Board of Directors does hereby approve the First Amendment to Amended and Restated Bylaws, substantially in the form attached hereto as Exhibit B.

Board of Directors

3. RESOLVED, that, effective upon the filing of the Articles of Amendment, the Board of Directors hereby authorizes and sets the number of directors of the Company at three to five members, to be appointed by the Board of The DPI Group.

General Authorization

4. RESOLVED, that the Board of Directors does hereby authorize and direct the officers of the Company to do all things and take any and all such further actions as they may determine to be necessary or appropriate to carry out the purposes of the foregoing resolutions, including any necessary filing with the Oregon Secretary of State and Oregon Department of Justice.
5. RESOLVED, that any prior actions of the officers related to the foregoing are hereby ratified and approved.

[Signatures follow]

DATED and EFFECTIVE, as of the date when executed by all of the members of the Board of Directors. This consent may be executed in counterparts and signatures delivered by fax or PDF, all of which counterparts together shall constitute one and the same original.

Board of Directors:

_____ Kelly Rupp <i>[Signature]</i> _____ Date	_____ Kevin White _____ Date
_____ Jim Kehoe <i>[Signature]</i> 6/24/19 _____ Date	_____ Silvia Dorado _____ Date
_____ Amina Fisher _____ Date	_____ Jim Higgs _____ Date
_____ Bill Keenan _____ Date	_____ Dennis Doherty _____ Date

DATED and EFFECTIVE, as of the date when executed by all of the members of the Board of Directors. This consent may be executed in counterparts and signatures delivered by fax or PDF, all of which counterparts together shall constitute one and the same original.

Board of Directors:

Kelly Rupp *Date*

Kevin White *Date*

Jim Kehoe *Date*

Silvia Dorado *Date*

Amina Fisher *Date*

Jim Higgs *Date*

Bill Keenan *Date*

Dennis Doherty 6.24.19

Dennis Doherty *Date*

EXHIBIT A
Articles of Amendment



Articles of Amendment - Nonprofit

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - http://www.FilingInOregon.com - Phone: (503) 986-2200

REGISTRY NUMBER: 220761-94

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink.

1) ENTITY NAME: DePaul Services, Inc.

2) STATE THE ARTICLE NUMBER(S): and set forth the article(s) as it is amended to read. (Attach a separate sheet if necessary.)

Article 6, Board of Directors, shall be amended in its entirety to read as follows:

"The affairs of the Corporation shall be managed and regulated by its board of directors as provided in the Corporation's Bylaws.

The terms and manner of appointment of the members of the board of directors shall be as provided in the Corporation's Bylaws."

3) THE AMENDMENT WAS ADOPTED ON: 6.24.2019

(if more than one amendment was adopted, identify the date of adoption of each amendment.)

4) CHECK THE APPROPRIATE STATEMENT:

[X] Membership approval was not required. The amendment(s) was approved by a sufficient vote of the board of directors or incorporators.

[] Membership approval was required.

The membership vote was as follows:

Table with 5 columns: Class(es) entitled to vote, Number of members entitled to vote, Number of votes entitled to be cast, Number of votes cast FOR, Number of votes cast AGAINST.

5) EXECUTION: (Must be signed by at least one officer or director.)

By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature:

[Handwritten signature of Jim Kehoe]

Printed Name:

Jim Kehoe

Title:

Secretary

CONTACT NAME: (To resolve questions with this filing.)

Kathrine Daughn

PHONE NUMBER: (Include area code.)

503-281-1289

Fees section containing: Required Processing Fee \$50, No Fee for Nonprofit Type Change, Processing Fees are nonrefundable. Please make check payable to 'Corporation Division.', Free copies are available at FilingInOregon.com using the Business Name Search program.

EXHIBIT B

First Amendment to Amended and Restated Bylaws

**FIRST AMENDMENT TO
AMENDED AND RESTATED BYLAWS
OF
DEPAUL SERVICES, INC.
(an Oregon nonprofit public benefit corporation)**

The following sets forth an amendment to the Amended and Restated Bylaws of DePaul Services, Inc., an Oregon nonprofit public benefit corporation, which amendment was adopted and became effective as of _____, 2019.

The Amended and Restated Bylaws of DePaul Services, Inc. are hereby amended by replacing Sections 3.2 through 3.5 in their entirety as follows:

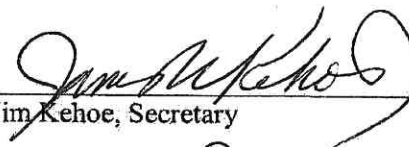
3.2 Number. The number of directors may vary between a minimum of three (3) and a maximum of five (5), from time to time, as determined by The DPI Group, Inc. ("The DPI Group"), an Oregon nonprofit public benefit corporation.

3.3 Election and Term of Office. Directors shall be appointed and elected by The DPI Group. Each director shall hold office until a successor is duly elected or until the director's resignation, death or removal.

3.4 Removal. A director may be removed, with or without cause, by The DPI Group.

3.5 Vacancies. Any vacancy occurring in the board of directors for any reason, including a vacancy resulting from an increase in the number of directors, may be filled by The DPI Group."

Except as amended hereby, the Amended and Restated Bylaws of DePaul Services, Inc. remain in full force and effect.


Jim Kehoe, Secretary
Adopted: 24 June, 2019