



ARTICLES OF AMENDMENT (Non-profit)

FILED EFFECTIVE

To the Secretary of State of the State of Idaho
Pursuant to Title 30, Chapter 3, Idaho Code, the undersigned
non-profit corporation amends its articles of incorporation as
follows:

TO NOV 29 AM 8:25

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is:

INDEPENDENCE HILL INC

If the corporation has been administratively dissolved and the corporate name is no longer
available for use, the amendment(s) below must include a change of corporate name.

2. The text of each amendment is as follows:

Amended and Restated Articles attached.

Summary:

- 1- Article VII, Board of Directors: removed the listing of the
names and addresses of the initial Board of Directors.
2- Article X, Name and Address of Incorporator: removed
this Article.

3. The date of adoption of the amendment(s) was: 3-12-10

4. Manner of adoption (check one):

- ☐ Each amendment consists exclusively of matters which do not require member approval pursuant to
section 30-3-90, Idaho Code, and was, therefore, adopted by the board of directors. (Please fill spaces below)
- a. The number of directors entitled to vote was: _____
- b. The number of directors that voted for each amendment was: _____
- c. The number of directors that voted against each amendment was: _____

- ☒ The amendment consists of matters other than those described in section 30-3-90, Idaho Code, and was,
therefore adopted by the members. (Please fill spaces below)

a. The number of members entitled to vote
was: 1

b. The number of members that voted for each
amendment was: 1

c. The number of members that voted against
each amendment was: 0

Dated: 4-1-10

Signature: Patricia O'Roark

Typed Name: PATRICIA O'Roark

Capacity: Secretary

Customer Acct #:

(If using pre-paid account)

Secretary of State use only

g:\corporations\articlesofamendment_npo.mxd
Revised 10/2003

IDAHO SECRETARY OF STATE
11/29/2010 05:00
CK: 77412 CT: 62987 BH: 1248667
1 @ 30.00 = 30.00 NON PROF A # 2

Web Form

C154967

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
INDEPENDENCE HILL, INC.**

The following Articles of Incorporation of Independence Hill, Inc. have been revised and restated to include the following changes:

1. Article VII, Board of Directors: removed the listing of the names and addresses of the initial Board of Directors.
2. Article X, Name and Address of Incorporator: removed this Article.

The undersigned, pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), hereby adopt these Articles of Incorporation as follows:

**ARTICLE I
NAME**

The name of the Corporation is Independence Hill, Inc., referred to as "the Corporation."

**ARTICLE II
EXISTENCE**

The existence of this Corporation will be perpetual.

**ARTICLE III
AGENT FOR SERVICE**

The agent for service of process of the Corporation is Corporation Service Company, whose address is 1401 Shoreline Drive, Suite 2, Boise, Idaho 83702.

**ARTICLE IV
PURPOSES**

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

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

(a) This Corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or to the Secretary of Housing and Urban Development for the time being exclusively for a public purpose. In

pursuance of the foregoing purposes, the Corporation shall have the power to provide low-income elderly persons and handicapped persons, specifically targeting persons with developmental disabilities, with housing facilities and services specially designed to meet their physical, social, and psychological needs, and to promote their health, security, happiness, and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis; and

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes.

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

(d) Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be earned on (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future United States internal revenue law.

ARTICLE V

POWERS

The Corporation is empowered:

(a) To buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article II hereof, but solely in connection with the project assisted under Section 811 of the National Affordable Housing Act.

(b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.

(c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of capital advances or project rental assistance under Section 811. Such Regulatory Agreement and other instruments and undertaking shall remain binding upon the Corporation, its successors and assigns so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.

(d) In the event that this Corporation shall be dissolved or wound up at any time, then all of the properties, monies, and assets of this Corporation remaining after provision has been made for payment of its known debts and liabilities as provided by law, shall become the exclusive property of Mercy Housing, Inc. or other entity that is designated by Mercy Housing, Inc. and is an exempt organization under Section 501(c)(3) of the Internal Revenue Code. In the event that Mercy Housing, Inc. no longer exists, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes, selected and designated by the Board of Directors and the Member of this corporation, within the meaning of Article II(a) hereof, other than for religious purposes, all of the foregoing within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or shall be distributed to the Secretary of Housing and Urban Development exclusively for a public purpose, provided that, prior to taking any action to permit or cause the voluntary or involuntary dissolution of this Corporation, the Board of Directors shall obtain all approvals required of the Member. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI

MEMBERSHIP

This Corporation shall have only one member who is entitled to vote on matters relating to this Corporation and that member shall be Mercy Housing Idaho, Inc., hereinafter "Member," an Idaho nonprofit public benefit corporation. The powers, duties and rights reserved to the Member shall be identified in the Bylaws of the Corporation, but include all voting rights in the corporation.

ARTICLE VII

BOARD OF DIRECTORS

The number of Directors of the Corporation, qualifications, term, method of appointment and removal shall be set forth in the Bylaws of the Corporation. The Directors shall serve without compensation.

ARTICLE VIII

ADOPTION OF BYLAWS

By-Laws of the Corporation may be adopted by the Directors, subject to the approval of the Member, at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article IV hereof.

ARTICLE IX
REVISION OF ARTICLES OF INCORPORATION

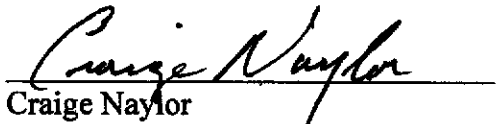
These Articles of Incorporation may be amended upon receiving the affirmative vote of a majority of the Directors in office and the approval of the Member. So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development or the Use Agreement remains in effect, these Articles may not be amended without the prior written approval of the said Secretary.

IN WITNESS THEREOF, the undersigned have executed these Articles of Incorporation on this 12th day of March 2010.



Jane Graf
President, Independence Hill, Inc.

APPROVED BY MERCY HOUSING IDAHO
An Idaho nonprofit Corporation



Craig Naylor
Vice President, Mercy Housing Idaho

3/12/2010

Date