

**ARTICLES OF INCORPORATION
OF
MINI-CASSIA HABITAT FOR HUMANITY, INC.**

FILED
98 JUL 20 PM 12:03
SECRETARY OF STATE
STATE OF IDAHO

This corporation is organized as a nonprofit corporation under the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code, and as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986.

Article 1. Name: The name of the corporation is Mini-Cassia Habitat for Humanity, Inc.

Article 2. Nonprofit Status: This corporation is a nonprofit corporation.

Article 3. Period of duration: The corporation shall have perpetual duration.

Article 4. Members: The corporation shall have no members.

Article 5. Purposes: The purposes for which the Corporation is organized and will be operated are as follow:

(a) To witness to and implement the gospel of Jesus Christ in Idaho, and throughout the United States and the world, by working with economically disadvantaged people to help them to create a better human habitat in which to live and work;

(b) To cooperate with other charitable organizations, through grants and otherwise, which are working to develop a better human habitat for economically disadvantaged people;

(c) To communicate the gospel of Jesus Christ by means of the spoken and written word;

(d) To receive, maintain, and accept as assets of the corporation, any property, whether real, personal, or mixed, by way of gift, bequest, devise, or purchase from any person, firm, trust, or corporation, to be held, administered, and disposed of exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, and in accordance with and pursuant to the provisions of these articles of incorporation; but no gift, bequest, devise, or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than a "charitable organization" or for any purposes other than "charitable purposes" which would jeopardize the status of the corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code of 1986, as amended from time to time; and

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(e) To exclusively promote and carry on any other religious, charitable, educational or scientific purposes and activities for which corporations may be organized and operated within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, and under the Idaho Nonprofit Corporation Act, including, for such purposes, the making of distributions to organization that qualify as exempt under such Section 501(c)(3).

(f) To exercise all powers granted by law necessary and proper to carry out the foregoing purposes. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Idaho Nonprofit Corporation Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

Article 6. Powers: Except as hereinafter provided, the corporation shall have all powers necessary or convenient to carry out its purposes, including the powers now or hereafter enumerated in the Idaho Nonprofit Corporation Act.

Article 7. Limitations on Powers: The powers and activities of the corporation shall be limited as follows:

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any of its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles of incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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.

(b) Anything contained in these articles of incorporation to the contrary notwithstanding, the corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by:

(i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or any corresponding section of any future tax code;

(ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended from time to time, or any corresponding section of any future tax code; or,

(iii) a corporation organized and existing under the Idaho Nonprofit Corporation Act.

Article 8. Dissolution: In the event of the dissolution and liquidation of this corporation, after paying or making provision for the payment of all liabilities of the Corporation, and to the extent allowed or permitted under applicable laws, the property and assets of the corporation shall be, as determined by the Board of Directors, distributed to or sold and the proceeds of such sales distributed to:

(a) HFH International, Inc., a GA Nonprofit Corporation and a corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, as amended; or

(b) any other organization(s) organized and operating for the same purposes for which the corporation is organized and operating or any organization(s), foundation(s), fund(s), or corporation(s) organized and operating exclusively for religious, charitable, scientific, educational, or other purposes permitted by Section 501(c)(3) of the Internal Revenue Code, as amended, all of which such organizations, foundations, funds, or corporations shall be exempt under Section 501(c)(3) of the Internal Revenue Code, as amended. In the event that any assets are not disposed of in accordance with the provisions of these articles of incorporation or that the corporation shall fail to act within a reasonable time in the manner provided in these articles of incorporation, the District Court of Cassia County, Idaho shall, upon application of one or more persons having a real interest in the corporation or its assets, make such distributions exclusively for the purposes or to such organizations as the Court shall determine to be consistent with the purposes of the Corporation, as provided in these articles of incorporation.

Article 9. Board of Directors:

(a) The affairs of the Corporation shall be managed by its Board of Directors. The number of directors of the corporation and the method of their election shall be as provided in the bylaws. Other than the Directors constituting the initial Board of Directors, designated below in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

(b) The number of directors constituting the initial Board of Directors shall be five. The names and addresses of the persons who shall serve as directors until their successors shall be elected and qualified are as follow:

Name	Address
1. Charles F. Meyer	2888 Janis Drive, Burley, Idaho 83318
2. Steve Wardrum	106 East Lincoln, P.O. Box 578, Paul, Idaho 83374

3. Sheila Adams 516 Riverside Drive, Burley, Idaho 83318
4. Marvis Brice 600 South 50 West, Rupert, Idaho 83350
5. Lloyd Smith 714 Sharon Street, Rupert, Idaho 83350

Article 10. Registered Office and Agent: The location of the Corporation is in the City of Burley, County of Cassia, State of Idaho. The street address of the Corporation's initial registered office is 2000 Overland, Burley, Idaho, 83318 and the name of its initial registered agent at that address is Sheila Adams.

Article 11. Initial Incorporator: The name and address of the initial incorporator is Charles F. Meyer, 2888 Janis Drive, Burley, Idaho 83318.

Article 12. Liability of Directors: Directors of the corporation shall not personally be liable to the corporation for monetary damages for breach of any duties to the corporation, except to the extent that such liability arises:

- (a) for any breach of the director's duty of loyalty to the corporation;
- (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) for any transaction from which a director derived an improper personal economic benefit; or,
- (d) as otherwise provided by the Idaho Nonprofit Corporation Act.

Article 13: Bylaws: Provisions for the regulation of the internal affairs of the Corporation shall be as are set forth in the Bylaws of the Corporation. The Board of Directors of the Corporation shall be authorized to amend the Corporations's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

In testimony whereof, we, the initial incorporator and the initial Directors, organized under and pursuant to the Idaho Nonprofit Corporation Act, hereby adopt the foregoing Articles of Incorporation, and have hereunto set our hands this 15th day of June, 1998.


Charles F. Meyer, Incorporator and Initial Director


Steve Wardrum, Initial Director

Sheila Adams
Sheila Adams, Initial Director

Marvis Brice
Marvis Brice, Initial Director

Lloyd Smith
Lloyd Smith, Initial Director

STATE OF IDAHO)
 : ss.
County of Cassia)

On this 15 day of June, 1998, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Charles F. Meyer, known or identified to me to be the person whose name is subscribed to the within and foregoing instrument, and who acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, the day and year in this certificate first above written.

Michael D. Chabot
NOTARY PUBLIC for Idaho
Residing at: Burley
Commission Expires: 3-18-99

STATE OF IDAHO)
 : ss.
County of Cassia)

On this 15 day of June, 1998, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Steve Wardrum, known or identified to me to be the person whose name is subscribed to the within and foregoing instrument, and who acknowledged to me that he executed the same.


IN WITNESS WHEREOF, I have hereunto set my hand and seal, the day and year in this certificate first above written.

Michael D. Chabot
NOTARY PUBLIC for Idaho
Residing at: Burley
Commission Expires: 3-18-99

STATE OF IDAHO)
 : ss.
County of Cassia)

On this 15 day of June, 1998, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Sheila Adams, known or identified to me to be the person whose name is subscribed to the within and foregoing instrument, and who acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, the day and year in this certificate first above written.




NOTARY PUBLIC for Idaho
Residing at: Burley
Commission Expires: 3-18-99

STATE OF IDAHO)
 : ss.
County of Cassia)

On this 15 day of June, 1998, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Marvis Brice, known or identified to me to be the person whose name is subscribed to the within and foregoing instrument, and who acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, the day and year in this certificate first above written.



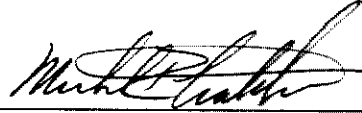
NOTARY PUBLIC for Idaho
Residing at: Burley
Commission Expires: 3-18-99

STATE OF IDAHO)
 : ss.
County of Cassia)

On this 15 day of June, 1998, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Lloyd Smith, known or identified to me to be the person whose name is subscribed to the within and foregoing

instrument, and who acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, the day and year in this certificate first above written.



NOTARY PUBLIC for Idaho

Residing at: Burley

Commission Expires: 3-18-99