

State of Idaho

Department of State

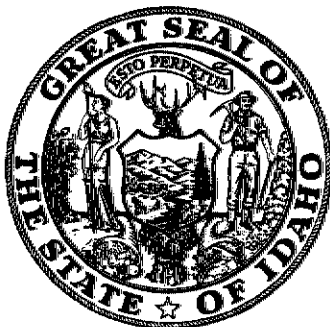
CERTIFICATE OF AMENDMENT OF

SYRINGA PLAZA, INC.
File Number C 104270

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of SYRINGA PLAZA, INC., duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: October 17, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Larry I. Clark*

OCT 17 5 20 AM '95
SECRETARY OF STATE
STILLWATER

ARTICLES OF RESTATEMENT
TO THE
ARTICLES OF INCORPORATION
OF
SYRINGA PLAZA, INC.

IDAHO SECRETARY OF STATE

9/18/95 9:00:00 AM

CUSTOMER # 45562

140350014210 16394

CORPORATION NON PROFIT AMENDMENT

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The undersigned Corporation, for the purpose of restating its Articles of Incorporation and pursuant to the provisions of the Nonprofit Corporation Law of the State of Idaho, executes the following Articles of Restatement:

1. The name of this Corporation is Syringa Plaza, Inc.
2. At a duly called and convened meeting of the members of the Corporation held on July 26, 1995, the following amendments were adopted by an affirmative vote of more than two-thirds of the members, notice of said amendments having been mailed to each member at least twenty-five (25) days before the meeting.
3. All articles of the Articles of Incorporation are revised and restated to read as follows:

Articles of Incorporation

ARTICLE ONE

- a. The name of the Corporation is Syringa Plaza, Inc., hereinafter referred to as "the Corporation".
- b. The existence of the Corporation will be perpetual.
- c. The Principal Office of the Corporation will be located at 1401 Oakley Avenue, in the City of Burley, Idaho 83318.
- d. The current Registered Agent of the Corporation is The Prentice-Hall Corporation System, Inc. whose Post Office address is 877 Main Street in the City of Boise, Idaho 83702-5858.
- e. The Corporation has members.

ARTICLE TWO

This is a public benefit corporation.

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

a. This Corporation is organized, irrevocably dedicated to and operated exclusively for charitable and/or educational 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 engage exclusively in the performance of the charitable functions of providing support to older persons and persons with disabilities, without regard to the beneficiaries' ability to pay, 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.

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. No substantial part of the activities of the Corporation shall consist of 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. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried 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 the corresponding section of any future United States internal revenue law.

c. The Corporation may engage in any lawful, charitable activity for which corporations may be organized under the Idaho Nonprofit Corporation Law.

ARTICLE THREE

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 charitable purposes set forth in Article Two hereof, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended.

b. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and 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 charitable 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 202. Such Regulatory Agreement and other instruments and undertakings 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. The assets of the Corporation are pledged for the performance of the Corporation's charitable function. Upon the dissolution of the Corporation, 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 within the meaning of Article Two (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. 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.

e. The Corporation shall have the power to indemnify its officers and directors only by insurance.

ARTICLE FOUR

a. The current number of Directors of the Corporation shall be nine (9). The number of Directors shall not number less than seven (7), nor more than fifteen (15), the exact number of which shall be fixed by resolution of the Board of Directors from time to time. The current Directors and the term for which each will serve are set below.

<u>Name</u>	<u>Address (City, State, Zip)</u>	<u>Term</u>
Leman Messley, Pres.	1962 Occidental, Burley, ID 83318	2 years
Susan McCall, Sec.	Rt. 2, Box 468, Rupert, ID 83350	2 years
Harlan Baker	553 Washington, Twin Falls, ID 83301	1 year
Herbert Kerbs	2954 Overland Ave., Burley, ID 83318	3 years
Dean Draper	2436 Hansen, Burley, ID 83318	1 year
Donald D. Vincent, Vice Pres.	1926 Normal Ave., Burley, ID 83318	2 years
Virginia Rogers, Treas.	340 North Miller, Burley, ID 83318	2 years
Arlene Kerbs	2954 Overland Ave., Burley, ID 83318	3 years
Gertrude Webster	RR #2, Box 2276, Paul, ID 83347	1 year

b. The Directors shall serve without compensation.

c. The Corporation has members. The members of the Corporation shall, at all times, be limited to individuals who have the approval of the Board of Trustees of The National Benevolent Association of the Christian Church (Disciples of Christ), for a specific term of membership. If the aforesaid approval is withdrawn, then such shall constitute automatic resignation as a member and a Director of the Corporation.

d. The officers of the Corporation, as provided by the Bylaws of the Corporation, shall be elected by the Directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The Directors shall elect the regular officers of the Corporation at the annual meeting, for terms of one year. The secretary and treasurer may be one and the same person.

c. The annual meeting shall be held on the first Tuesday in the month of March each year.

ARTICLE FIVE

Bylaws of the Corporation may be adopted by the Directors at any regular meeting or any special meeting called for that purpose, so long as said Bylaws 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 Two hereof.

ARTICLE SIX

The Articles of the Corporation may be altered or amended by a two-thirds (2/3) vote of the members of the Corporation at a regular meeting or at a special meeting called for that purpose, notice of such proposed alteration or amendment having been given, in writing, to each member at least twenty-five (25) days prior to such action. So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development, these Articles may not be amended without the prior written approval of the said Secretary. Also, approval shall be given by the Board of Trustees of The National Benevolent Association prior to amendment of these Articles.

IN WITNESS WHEREOF, the undersigned Corporation has caused these Articles of Restatement to be executed in its name by its President, and its Secretary, this 10 day of October, 1995.


 Name and Address: Leman Messley
 1006 7th Street, Rupert, ID 83350


 Name and Address: Susan McCall
 Rt. 2, Box 468, Rupert, ID 83350

VERIFICATION


State of Idaho)
)SS
 County of Cassia)

I, the undersigned, a Notary Public, do hereby certify that on the 10 day of October, 1995, Leman Messley and Susan McCall personally appeared before me and being first duly sworn by me, severally acknowledged that they signed as their free act and deed the foregoing document in the respective capacities set forth and declared that the statements therein contained are true, to their best knowledge and belief.

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

(SEAL)

My Commission Expires:


 Notary Public
 MY COMMISSION EXPIRES 12-03-99
 NOTARY PUBLIC
 RESIDING AT RUPERT, IDAHO