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SECRETARY OF STATE
STATE OF IDAHO

RESTATED

ARTICLES OF INCORPORATION

WESTERN IDAHO COMMUNITY ACTION PROGRAM, INC.

A NOT FOR PROFIT CORPORATION

WE THE UNDERSIGNED, representing a 2/3 majority of the voting members, do hereby adopt on July 24, 1997, the following as a Restatement of the Articles of Incorporation for WESTERN IDAHO COMMUNITY ACTION PROGRAM, INC., a not for profit corporation organized under the laws of the State of Idaho. The following articles have been restated: Articles II, III, IV, V, VI, VII, VIII, IX, X. Also restatement involves additional Articles 11, 12, 13, 14, 15, 16, 17, and 18.

FIRST: The name of the corporation is WESTERN IDAHO COMMUNITY ACTION PROGRAM, INC.

SECOND: The location of it's principal place of business in this state is 315 South Main St., Payette, Idaho 83661, Payette County, Idaho.

THIRD: The location of it's registered office in this state is 315 South Main St., Payette, Idaho 83661, Payette County, Idaho.

FOURTH: The name and address of it's resident agent in this state is MARYJANE MATEER, 315 South Main St., Payette, Idaho 83661, Payette County, Idaho.

FIFTH: This corporation is organized not for profit under Chapter 3, Title 30, Idaho Code aka the Idaho Non-profit Corporation Act, and the objects and purposes to be transacted and carried on are to promote the general social welfare of the community and for that purpose:

(1) to acquire, construct, provide, and operate (rental) housing and related facilities suited to the special needs and living requirements of eligible occupants as determined by funding regulations, without regard to race, color, religion, sex, age, handicap, marital or familial status, or national origin;

(2) to acquire, improve, and operate any real or personal property or interest or right herein or appurtenant thereto;

(3) to sell convey, assign, mortgage, lease any real and personal property;

(4) to borrow money and to execute such evidence of

IDAHO SECRETARY OF STATE

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indebtedness and such contracts, agreements, and instruments as may be necessary, and to execute and deliver any mortgage, deed of trust, assignment of income, or other security instrument in connection therewith; and to do all things necessary and appropriate for carrying out and exercising the foregoing purposes and powers;

(5) to provide those services now beyond the reach and otherwise to assist disadvantaged and economically deprived individuals to deal with their own problems of economic self-improvement and poverty so that they need no further assistance or service; to apply for and receive grants, matching funds, and other assistance from any agency of the state and federal government; to acquire title and hold title to such real and personal property as may be necessary or desirable to carry out its purpose, and to manage and operate any real or personal property given and devised to or acquired by the corporation; to sell, convey, dispose of, or exchange both real or personal property, and to do any and all things convenient and incidental to the purpose of the corporation, and generally to have and to exercise all such powers as are by law conferred upon such corporations of like character, and in carrying out the purpose of the corporation to do any and all things and exercise any and all powers not prohibited by law, but not for pecuniary profit.

SIXTH: The number of directors shall be prescribed in the By-Laws, but shall not be less than five nor more than twenty-one.

SEVENTH: The additional qualifications, the terms of office, manner of election, time and place of calling meetings, and powers and duties of the directors, shall all be prescribed in the By-Laws of this corporation. Except as otherwise provided in the Articles of Incorporation or the By-Laws that Board of Directors shall have the power to conduct all of the affairs of the corporation.

EIGHTH: The Board of Directors may select from its members an Executive Committee of at least five (5) members to conduct the routine and regular business of the corporation. The duties and power of the Executive Committee shall be as set forth in the By-Laws.

NINTH: The corporation formed hereby shall have no capital stock. It shall be composed of members rather than shareholders. The conditions and regulations of membership and the rights or other privileges of the classes of members shall be determined and fixed by the By-Laws.

TENTH: Membership shall be opened to all interested members of the public, and to all interested poverty action groups, from any of the counties of Idaho and as otherwise provided for in the By-Laws of this corporation.

ELEVENTH: The officers of this corporation shall be a Chairman, Vice Chairman, Secretary, and Treasurer. Officers shall be elected by the Board of Directors, and may be removed from office by the Board of Directors for cause. This provision shall apply to the future selection of officers only and shall not affect the tenure of present officers. The officers shall have such power as are conferred by the By-Laws of this corporation.

TWELFTH: An annual meeting of the membership of the corporation shall be held upon a date provided for in the By-Laws of the corporation.

THIRTEENTH: The corporation is not organized for pecuniary profit and shall have no power to declare dividends. No part of it's net earnings shall inure to the benefit of any member, director, or individual. The balance, if any, of all money received by the corporation from it's operations, after payment in full of all operating expenses, debts, and obligations of the corporation of whatsoever kind and nature as they become due shall be used to make advance payments on debts owed by the corporation, to lower the lease-rental charge to occupants of the housing, to provide additional housing and related facilities, or for some related purposes.

FOURTEENTH: In the event of dissolution of this corporation, or in the event it shall cease to carry out the objectives and purposes herein set forth, all business, property, and assets of the corporation shall go and be distributed to one or more such non-profit corporations or municipal corporations as may be selected by the board of directors of this corporation, to be used for and devoted to the purpose of carrying on a non-profit housing project for such rural residents or other purposes to promote the general social welfare of the community. In no event shall any of the assets or property, in the event of dissolution thereof, go or be distributed to members, either for the reimbursement of any sum subscribed, donated, or contributed by such members or for any other purposes, provided that nothing herein shall prohibit the corporation from paying it's just debts.

FIFTEENTH: These Articles of Incorporation may be amended after approval by two-thirds of the Board of Directors, by a simple majority of the voting members of the corporation at a special meeting called for the purpose or at a regular meeting upon public notice given ten days prior to the date of such meeting, to all newspapers having general circulation in the county or counties of the area.

SIXTEENTH: The private property of the members, officers and directors of Western Idaho Community Action Program, Inc. shall be forever exempt from it's debts and obligations.

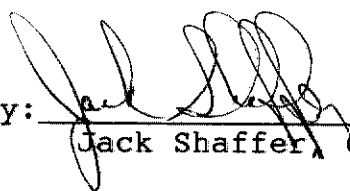
SEVENTEENTH: The duration of the existence of this corporation shall be perpetual.

EIGHTEENTH: The date of the adoption of the amendment to the Articles of Incorporation was the 24th day of July, 1997.

Members present at the vote were:

Gerald Mitchell	yes	Gordon Collinsworth	yes
Betty Fivecoat	yes	Sandy Gordon	yes
Jack Shaffer	yes	Rick Welch	yes
Sharon Vawter	yes	Dick Platz	yes
Kathy Riley	yes	Kay DeFrancesco	yes

Executed by the undersigned in duplicate at Payette, Idaho, this 24th day of July, 1997.

By: 
Jack Shaffer, Chairman

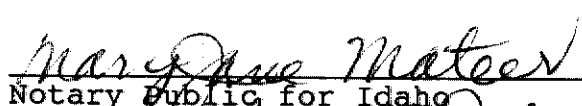
Attest:

By: 
Kay DeFrancesco, Secretary

STATE OF IDAHO)
 : ss.
County of Payette)

On this 25th day of July, 1997, before me, the undersigned, a Notary Public in and for said State, personally appeared, Jack Shaffer and Kay DeFrancesco known to me to be the Chairman and Secretary respectively, of the Corporation that executed the foregoing Amended Articles of Incorporation, and acknowledged to me that such Corporation executed the same.

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


Notary Public for Idaho
Residing at: Emmett, Id.
My Comm. Expires: 6-10-99