



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

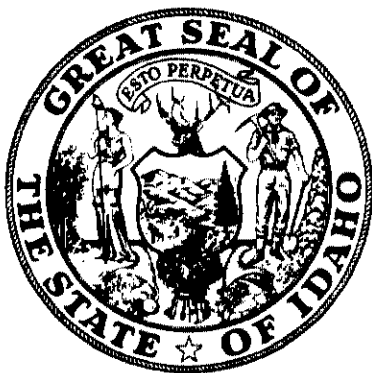
**FAMILY ASSISTANCE IN TRANSITIONAL
HOUSING (FAITH), INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of **FAMILY ASSISTANCE IN TRANSITIONAL HOUSING (FAITH), 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated March 7, 19 91.



Pete T. Cenarrusa
SECRETARY OF STATE

[Signature]
Corporation Clerk

RECEIVED
SEC. OF STATE
91 MAR 7 PM 2:32
ARTICLES OF INCORPORATION
OF
FAMILY ASSISTANCE IN TRANSITIONAL HOUSING (FAITH), INC.

The undersigned, acting as the incorporators of a nonprofit corporation organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code, adopt the following Articles of Incorporation for the Corporation.

ARTICLE I.

NAME

The name of the Corporation is Family Assistance in Transitional Housing (FAITH), Inc.

ARTICLE II.

NONPROFIT STATUS

The Corporation is a nonprofit corporation.

ARTICLE III.

PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV.

INITIAL REGISTRATION OFFICE AND AGENT

The location of this Corporation is in the City of Idaho Falls, County of Bonneville, State of Idaho. The address of the initial registered office is 2507 Mars Drive, Idaho Falls, Idaho 83402. The initial registered agent is Anne Johnson, 2507 Mars Drive, Idaho Falls, Idaho 83402.

ARTICLE V.

PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

A. The mission of this Nonprofit Corporation is to establish, constitute and operate a shelter facility or facilities and provide associated benefits for homeless families or

individuals of the Idaho Falls area, for the temporary care, support and maintenance of such families and individuals.

B. The Corporation shall have power to take and hold by bequest, devise, gift, purchase, lease, or otherwise, either absolutely or in trust, for any of its purposes, any property whether real or personal, insofar as the same may be held by a corporation organized under Chapter 10, Title 30 of the Idaho Code, and acts amendatory thereof, and to convey, sell, mortgage or dispose of such property, and to invest and reinvest the proceeds thereof as in the judgment of the Board of Directors will best promote the mission of the Corporation.

C. The Corporation shall not have any power to issue certificates of stock or declare dividends, and no part of its income or earnings shall inure to the benefit of any member, director or individual, 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 above. The Corporation is charitable, religious, educational or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3). The balance, if any, of all monies received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatsoever kind and nature, shall be used and distributed exclusively for charitable purposes not inconsistent with the objectives set forth in Paragraph A of this Article.

ARTICLE VI.

POLICIES

A. The facilities and benefits of the Corporation shall be available to all qualifying families or individuals according to their needs, without regard to race, color, creed, sex or age.

B. The Corporation shall make no endorsement of individuals, organizations, or municipal departments except in the interest of public welfare.

C. The Corporation shall not affiliate with nor shall give assistance to sales, political or trade organizations.

D. General and Operating Policies shall be established by the Board of Directors consistent with the policies above.

ARTICLE VII.

MEMBERSHIP

A. Corporations, associations, co-partnerships, and individuals may become members of the Corporation, and the rights and interests of all members shall be equal upon payment of annual dues established by the Board of Directors. The Board of Directors shall consider pledges of equivalent service time to the Corporation in lieu of monies for dues payment.

B. All members shall be encouraged to pay or subscribe monies to the Corporation to be utilized in the support of the mission of the Corporation. All memberships shall be in effect for one (1) year and shall be renewable by members as in the first instance.

ARTICLE VIII.

GOVERNMENT

A. The governing body of the Corporation is the Board of Directors, hereinafter referred to as the Board.

B. The Board shall consist of not less than five (5) and not more than fifteen (15) members of the Corporation. Other than the initial Board of Directors, who are designated in these Articles, the Directors shall be elected for a term of two years by the membership.

C. The Board shall elect the Officers of the Corporation from among its members, hereinafter called the Executive Committee.

D. The Executive Committee members shall consist of a President, a Vice President, a Secretary and a Treasurer.

E. The Board shall have the power to amend the Articles of Incorporation, to author and amend By-Laws and qualifications for FAITH support, to establish budget policies, and to review and approve the annual reports of the Executive Committee as long as the original Purposes (Article V) and Policies (Article VI) and the laws governing incorporation are not violated.

F. The determination of Operating Policies and the control of affairs, property, and the funds of the Corporation shall be vested in the Board.

G. The Board shall meet at least once every three (3) calendar months.

H. The Executive Committee shall be charged with the administrative and legislative function of the Corporation during

the adjournment of the Board and will act for and in behalf of the Board according to the advice and direction of the Board in all matters relating to the operation and continuation of the purposes of the Corporation.

I. All questions coming before the Board, Executive Committee, or other subcommittees shall be decided by a majority vote. A quorum is one-third (1/3) of the Board or three (3) members whichever is greater; three (3) members of the Executive Committee or other subcommittees.

J. Any Executive Committee vacancy which may occur may be filled by the Board at the regular meeting or special meeting.

K. Robert's Rule of Order, Revised, where applicable, shall determine the conduct of business in all meetings of the Board and Executive Committee.

L. The names and street addresses of the persons constituting the initial Board of Directors are:

| <u>Name</u> | <u>Address</u> |
|------------------|--|
| Roger Otstot | 311 Tendoy Drive Idaho Falls, Idaho 83401 |
| George Grimes | 5655 W. Aurora Drive Idaho Falls, Idaho 83402 |
| Marianne Magnani | 276 Brookside Drive Idaho Falls, Idaho 83404 |
| Anne Johnson | 2507 Mars Drive Idaho Falls, Idaho 83402 |
| Richard Helmer | 792 Sonja Avenue Idaho Falls, Idaho 83402 |

ARTICLE IX.

PERSONAL LIABILITY

The members, officers and directors of the Corporation shall not be held individually responsible for any debts, contracts, acts, deeds, engagements or other liabilities of the Corporation to others which arise out of tort, contract or otherwise, and the Corporation shall indemnify and hold harmless its officers or members of and from such personal liability except for willful negligence or infidelity.

ARTICLE X.

INCORPORATORS

The names and addresses of the incorporators are:

| <u>Name</u> | <u>Address</u> |
|------------------|--|
| Roger Otstot | 311 Tendoy Drive Idaho Falls, Idaho 83401 |
| George Grimes | 5655 W. Aurora Drive Idaho Falls, Idaho 83402 |
| Marianne Magnani | 276 Brookside Drive Idaho Falls, Idaho 83404 |
| Anne Johnson | 2507 Mars Drive Idaho Falls, Idaho 83402 |
| Richard Helmer | 792 Sonja Avenue Idaho Falls, Idaho 83402 |

Dated this 28th day of February, 1991.

Roger Otstot
Roger Otstot

George Grimes
George Grimes

Marianne R. Magnani
Marianne Magnani

Anne R. Johnson
Anne Johnson

Richard Helmer
Richard Helmer