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# State of Idaho

## Department of State

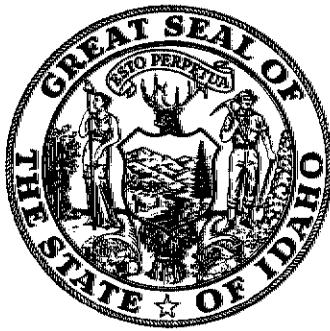
### CERTIFICATE OF AMENDMENT OF

POST FALLS RHF HOUSING, INC.

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 POST FALLS RHF HOUSING, INC. duly signed and verified 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: May 10, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Say I Clark*

ARTICLES OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

POST FALLS RHF HOUSING, INC.

Articles of Amendment of the Articles of Incorporation of Post Falls RHF Housing, Inc., an Idaho non-profit corporation, are hereby executed by said corporation pursuant to the provisions of I.C., § 30-207, as follows:

1. The name of the corporation is Post Falls RHF Housing, Inc.

2. The amendments to the Articles of Incorporation of said corporation are as follows:

I.

Article I of the Articles of Incorporation is hereby amended to read as follows:

"ARTICLE I

- (a) The name of the Corporation is Post Falls RHF Housing, Inc., 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 245 E. 13th Avenue, Spokane, Washington 99202.
- (d) The resident agent of the Corporation is Robert Hasseries whose post office address is E. 3060 Spring View, Coeur d'Alene, Idaho 83814."

II.

Article II of the Articles of Incorporation is hereby amended to read as follows:

"ARTICLE II

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) To provide elderly and/or handicapped persons 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 non-profit basis.

(b) The Corporation is irrevocably dedicated to and operated exclusively for non-profit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual."

### III.

Article III of the Articles of Incorporation is hereby amended to read as follows:

#### "ARTICLE III

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 202 of the Housing Act of 1959, as amended, or 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 financing under Section 202 or Section 811. 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) In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual and all assets remaining after the payment of the Corporation's debts shall be

conveyed or distributed only to an organization or organizations created and operated for non-profit purposes similar to those of the Corporation other than one created for religious purposes: PROVIDED, however, that the Corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development.

- (e) No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- (f) This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation (i) exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code."

#### IV.

Article IV of the Articles of Incorporation is hereby amended to read as follows:

#### "ARTICLE IV

The number of directors of the Corporation shall be not less than 7 nor more than 15 individuals. The original directors (as of the date of this amendment to the Articles of Incorporation) are:

William C. Fix  
E. 627 17th Ave.  
Spokane, WA 99203

Frank Storey  
E. 214 13th Ave.  
Spokane, WA 99202

Steve Swartley  
W. 1121 Bellwood Drive  
Spokane, WA 99218

Dorothy P. Leland  
817 W. White Road  
Spokane, WA 99204

Robert Hasseries  
E. 3060 Spring View  
Coeur d'Alene, ID 83814

Timothy Shepherd  
P. O. Box 792  
Post Falls, ID 83854

Tom P. O'Leary  
W. 1231 Bellwood Drive  
Spokane, WA 99218

William Dickson  
E. 15319 8th Avenue  
Veradale, WA 99037

Jeanette Brooke  
E. 830 35th Avenue  
Spokane, WA 99203

Kristina Clark  
1514 Hayden View Drive  
Coeur d'Alene, ID 83814

Gwendolyn Dreyer  
P. O. Box 1104  
Coeur d'Alene, ID 83816

The directors shall serve without compensation.

The directors of the Corporation shall, at all times, be limited to individuals who are either members of The Episcopal Diocese of Spokane, Inc., or nonmembers who have the approval of the Directors of the said sponsoring organization. In the event that a director of the Corporation ceases to be a member of The Episcopal Diocese of Spokane, Inc., or, if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a director of the Corporation.

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.

The annual meeting shall be held on the second Tuesday in March of each year."

V.

Article V of the Articles of Incorporation is hereby amended to read as follows:

"ARTICLE V

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 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 II hereof."

VI.

Article VI of the Articles of Incorporation is hereby amended to read as follows:

"ARTICLE VI

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."

3. The date of the adoption of said amendments by the one corporate Member of said corporation is March 31, 1993, with said amendments being adopted by a consent in writing signed by the sole corporate Member.

DATED: March 31, 1993.

POST FALLS RHF HOUSING, INC.

By: William C. Fix  
President

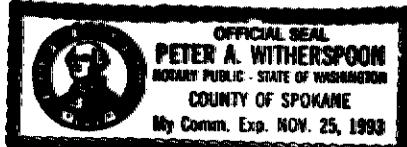
Attest: Sheri W. Swanty  
Secretary

STATE OF WASHINGTON )  
                          ) ss.  
County of Spokane    )

WILLIAM C. FIX, being first duly sworn on oath, deposes and says: That he is the president of Post Falls RHF Housing, Inc., an Idaho non-profit corporation; that he has read the foregoing Articles of Amendment, knows the contents thereof and believes the same to be true; that he is authorized to execute said instrument on behalf of the corporation.

William C. Fix  
WILLIAM C. FIX

SUBSCRIBED AND SWORN to before me this 31<sup>st</sup> day of March, 1993.



Peter A. Witherspoon  
NOTARY PUBLIC in and for the State  
of Washington, residing at Spokane

My commission expires: 11/25/93