



## Department of State.

### CERTIFICATE OF INCORPORATION

PETE T. CENARRUSA  
I, ~~ARNOLD WILLIAMS~~, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

#### WENDELL HOUSING ASSOCIATION

was filed in the office of the Secretary of State on the 20th day of November A. D. One Thousand Nine Hundred Seventy and is duly recorded on ~~Film No.~~ microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for Perpetual Existence from the date hereof, with its registered office in this State located at Wendell, Idaho in the County of Gooding and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 20th day of November, A.D., 1970 .

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
WENDELL HOUSING ASSOCIATION

\* \* \* \* \*

We, the undersigned, incorporators hereby associate ourselves together for the purpose of forming a nonprofit corporation in accordance with the provisions of Chapter 10, Title 30, Idaho Code, entitled Nonprofit Cooperative Associations, and we do hereby make, execute and acknowledge in triplicate these Articles of Incorporation.

ARTICLE I

The name of the Corporation is WENDELL HOUSING ASSOCIATION.

ARTICLE II

This Corporation is organized not for profit 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:

- (a) to acquire, construct, provide, and operate rental housing and related facilities suited to the special needs and living requirements of elderly or other occupants of low or moderate income, without regard to race, color, creed, or national origin;
- (b) to acquire, improve and operate any real or personal property or interest or rights therein or appurtenant thereto;
- (c) to sell, convey, assign, mortgage, or lease any real and personal property;
- (d) to borrow money and to execute such evidence of 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

(e) to do all things necessary and appropriate for carrying out and exercising the foregoing purposes and powers.

### ARTICLE III

The location of the principal place of business of this Corporation is Wendell, Gooding County, Idaho.

### ARTICLE IV

The location of this Corporation's registered office is Wendell, Gooding County, Idaho.

### ARTICLE V.

The name and address of the registered agent for service of process is Larry Petersen, Box 607, 74 South Idaho Street, Wendell, Idaho.

### ARTICLE VI.

The number of directors shall be prescribed in the By Laws, but shall be not less than five nor more than nine.

### ARTICLE VII

The Corporation formed hereby shall have no capital stock. It shall be composed of members rather than shareholders. The right and interests of all members shall be equal, and no member can have or acquire a greater interest therein than any other member.

### ARTICLE VIII

The Corporation is not organized for pecuniary profit and shall have no power to declare dividends. No part of its net earnings shall enure to the benefit of any member, director, or individual. The balance, if any, of all money received by

the corporation from its operations, after payment is 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 any loans owned 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 purpose.

#### ARTICLES IX

The name and place of residence of each of the incorporators is:

Edwin McNutt	Box 262, Wendell, Idaho
Charles E. Freeman	Box 68, Wendell, Idaho
Charles E. Miller	Box 367, Wendell, Idaho
Larry Petersen	Box 607, Wendell, Idaho
Phillip M. Becker	Box 238, Gooding, Idaho

#### ARTICLES X

In the event of dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes set forth, all business, property and assets of the corporation shall go and be distributed to one or more such nonprofit corporations or municipal corporation as may be selected by the Board of Directors of this corporation, to be sued for, and devoted to, the purpose of carrying on a nonprofit housing project for such rural residents or other purpose to promote the general social welfare of the community. In no event shall any of the assets or property of this corporation or the proceeds of any of said 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 its just debts.

ARTICLE XI

This Corporation shall have perpetual existence.

IN WITNESS WHEREOF, We, the incorporators, do hereby make,  
sign, seal and acknowledge this certificate in triplicate.

Edwin McNutt

Box 264 Wendell

Charles Freeman

P.O. Box 68 Wendell, Idaho

Charles E. Miller

318 W. 3rd St. Wendell, Idaho

Larry Petersen

Box 607 Wendell, Ida.

Phillip M. Becker

Box 238, Gooding, Idaho

STATE OF IDAHO       )  
                              ) SS.  
COUNTY OF GOODING )

I, the undersigned, a Notary Public in and for the County  
and State aforesaid, do hereby certify that Edwin McNutt,  
Charles E. Freeman, Charles E. Miller, Larry Petersen, Phillip  
M. Becker, who are known to me to be the persons whose names  
are subscribed to the foregoing Certificate of Incorporation,  
appeared before me this day in person and each acknowledged  
that he signed, sealed and delivered said instrument in  
writing as his free and voluntary act, for the uses and purposes  
therin set forth.

WITNESS, my hand and notarial seal this 18<sup>th</sup> day of November  
1970.

Levert Swenson Jr.  
Notary Public for State of Idaho  
Residing at Gooding, Idaho