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State of Idaho

Department of State

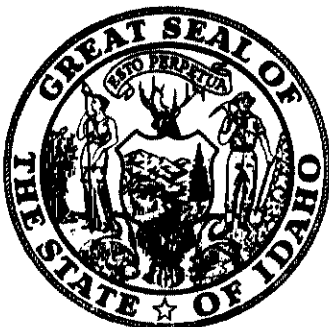
CERTIFICATE OF INCORPORATION OF

FRIENDSHIP MANOR TWO, 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 FRIENDSHIP MANOR TWO, 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: December 15, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Seibel*

DEC 15 3 17 PM '93
ARTICLES OF INCORPORATION OF
FRIENDSHIP MANOR TWO, INC.,
SECRETARY OF STATE

THIS IS TO CERTIFY that we, the undersigned, all being of full legal age, do hereby associate ourselves for the purpose of forming a nonprofit Corporation under and by virtue of the laws of the State of Idaho, and further certify that:

Article I

(a)

NAME

The Name of the Corporation is "Friendship Manor Two, Inc.", referred to as "the Corporation".

(b)

EXISTENCE

The period of existence and duration of the corporation will be perpetual.

(c)

Principal Office

The principal office of the Corporation will be located at 920 Grant St., P. O. Box 370, Caldwell, Idaho, 83605.

(d)

Registered Agent

The registered agent of the Corporation is E. Lee Moberly, P. O. Box 66, (Mail), 21977 Duff Lane, Middleton, Idaho, 83644.

ARTICLE II

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

(a) This Corporation is organized 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 have the power to provide elderly persons and handicapped persons with housing facilities and services especially 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 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, trustees, 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

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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 provisions 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.

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 successor and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.

(d) 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 II(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 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) This Corporation shall have the power to indemnify its

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directors and officers against liability only by insurance.

ARTICLE IV

The number of directors (trustees) of the Corporation shall be at least seven, but no more than fifteen. The original directors (trustees) and the terms for which each will serve are set below.

Name	Address	Term
Clifford L. Horn	2284 No. 16th, Fruitland, Fruitland, Idaho 83619	One Year
Glen Chaney	Sundance R. V. Park #322 13052 Frontage Rd, Yuma, Ariz 85365	One Year
E. Lee Moberly	21977 Duff Lane Middleton, Idaho 83644	One year
Walter McDaniel	1907 West Flamingo, #92 Nampa, Idaho 83651	One Year
Dick E. Wise	160 Filer Ave. Twin Falls, Idaho 83301	One Year
To be appointed		One Year
To be appointed		One Year

The directors (trustees) shall serve without compensation.

The directors of the Corporation shall, at all times, be limited to individuals who are members of the Grand Lodge of Idaho, Independent Order of Odd Fellows, or nonmembers who have the approval of the Board of Directors, (Trustees) of the said sponsoring organization. In the event that a director of the Corporation ceases to be a member of The Grand Lodge of Idaho, Independent Order of Odd Fellows, or if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a director (trustee) of the Corporation.

The officers of the Corporation, as provided by the bylaws of the Corporation, shall be elected by the directors (trustees) of

the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors (trustees) 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 Monday in October of each year.

ARTICLE V

By-Laws 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.

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 said Secretary.

Signed by the incorporators this _____ day of _____, 19__

Name

Clifford L. Horn
Clifford L. Horn

Walter E. McDaniel
Walter McDaniel

E. Lee Moberly
E. Lee Moberly

Address

2284 No. 16th
Fruitland, Idaho 83619

2115 Hird Ave.,
Caldwell, Idaho 83605

P. O. Box 66
Middleton, Idaho 83644