

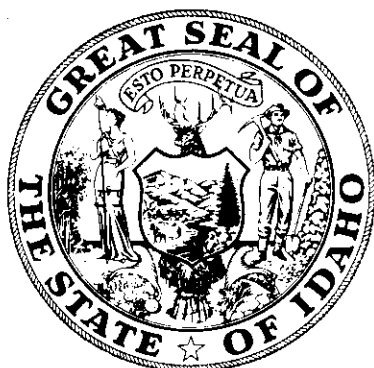
CERTIFICATE OF AUTHORITY
OF

CENTRAL TERRACE

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of CENTRAL TERRACE for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business 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 Authority to CENTRAL TERRACE to transact business in this State under the name CENTRAL TERRACE and attach hereto a duplicate original of the Application for such Certificate.

Dated March 27, 19 81



Pete T. Cenarrusa

SECRETARY OF STATE

Lenny Gursu

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY
(Nonprofit Corporation)

SECRETARY OF STATE

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Central Terrace
2. *The name which it shall use in Idaho is Central Terrace
3. It is incorporated under the laws of Washington State
4. The date of its incorporation is August 3, 1970 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is East 245 13th Avenue, Spokane, Wa. 99202
6. The address of its proposed registered office in Idaho is Church of The Nativity
705 8th Street, Lewiston, Idaho 83501, and the name of its proposed registered agent in Idaho at that address is Reverend Charles W. May
7. The purpose or purposes which it proposes to pursue in Idaho are:
For charitable purposes to provide housing for families of
low and moderate income or senior citizens.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>William C. Fix</u>	<u>President/Director</u>	<u>627 E. 17th, Spokane, Wa. 99203</u>
<u>Steven W. Swartley</u>	<u>Sec./Treas./Dir.</u>	<u>1121 W. Bellwood Dr. Spokane, Wa. 99218</u>
<u>Howard Knaggs</u>	<u>Director</u>	<u>3605 W. LaCrosse, Spokane, Wa. 99205</u>
<u>Thomas Crossan</u>	<u>Director</u>	<u>1711 S. Mamer Rd., Spokane, Wa. 99037</u>
<u>Glen A. Cloninger</u>	<u>Director</u>	<u>2320 E. 61st. St., Spokane, Wa. 99206</u>
_____	_____	_____

(continued on reverse)

9. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

10. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated January 28, 19 81.

By William C. Fix

Its _____ President

and Steven W. Swartley

Its _____ Secretary

STATE OF Washington)

COUNTY OF Spokane) ss:

I, Rebecca L Gustafson, a notary public, do hereby certify that on this 28th day of January, 19 81, personally appeared before me William C Fix and Steven W Swartley, who being by me first duly sworn, declared that he is the President of Central Terrace

that he signed the foregoing document as President, Secretary of the corporation and that the statements therein contained are true.

Rebecca L. Gustafson
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect. An assumed name may not be used except when necessary to avoid conflict with an existing corporate name.

207058

FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF INCORPORATION

of CENTRAL TERRACE
a domestic corporation of Spokane, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of
Hamblen, Gilbert & Brooke
Paulsen Bldg.
Spokane, Wash. 99201
Attn: P. S. Brooke
NON-PROFIT

Filing and recording fee \$ 20.00

License to June 30, 19... \$

Excess pages @ 25¢ \$

Microfilmed, Roll No. 1199

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In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,
August 4, 1970

A. LUDLOW KRAMER
SECRETARY OF STATE

APPROVED
AS TO FORM AND FILED

AUG 4 1970

A. LUDLOW KRAMER

SECRETARY OF STATE

BY *James S. Brumfield*ARTICLES OF INCORPORATIONOFCENTRAL TERRACE

KNOW ALL MEN BY THESE PRESENTS: That FORD S. BARRETT, being over the age of twenty-one (21) years, and for the purpose of forming a corporation under the Washington Non-Profit Corporation Act, hereby certifies and adopts in duplicate the following Articles of Incorporation, with the intention of forming a housing corporation exclusively to provide housing for the use and occupancy by families displaced from urban renewal areas or by governmental action and families of low and moderate income or senior citizens under the conditions hereinafter set forth:

ARTICLE I.

The name of the corporation shall be CENTRAL TERRACE.

ARTICLE II.

The corporation shall commence business with the filing of this certificate, and shall have perpetual existence.

ARTICLE III.

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

A. This corporation is organized exclusively for charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954. Its purpose is to provide,

on a non-profit basis, housing for the lower moderate income families and families displaced from urban renewal areas, or as a result of governmental action, or as a result of any major disaster, where no adequate housing exists for such groups, pursuant to Section 221(d) (3) of the National Housing Act, as amended. The corporation shall have the power to construct, operate, maintain, and improve, and to buy, own, sell, convey, assign, mortgage or lease any real estate and any personal property deemed necessary to the operation of any housing projects. However, the corporation shall neither exercise nor possess any power nor shall it be operated in any manner which is not in accord with Section 501(c) (3) of the Internal Revenue Code of 1954, and shall have all powers granted by law necessary and proper to carry out its purposes consistent with its qualification under that section.

B. To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, pledge or other lien.

C. To apply for and obtain or cause to be obtained from the Federal Housing Commissioner a contract or contracts of mortgage insurance pursuant to the provisions of Section 221(d) (3) of Title II of the National Housing Act, as amended, covering bonds, notes, and other evidences of indebtedness issued by this corporation and any indenture of mortgage securing the same.

D. To enter into any kind of activity, and to perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of the purposes of the corporation.

ARTICLE IV.

Notwithstanding any other provision contained herein, the corporation formed hereby is authorized to enter into a contract (Regulatory Agreement) with the Federal Housing Commissioner to carry out the provisions of the National Housing Act, as amended. Upon execution, the contract (Regulatory Agreement) shall be binding upon the corporation, its successors and assigns, so long as the mortgage is outstanding, unpaid, and insured or held by the Federal Housing Commissioner.

ARTICLE V.

The corporation is one which does not contemplate a pecuniary gain or profit to the members thereof and is organized for non-profit purposes, and no part of any net earnings thereof shall inure to the benefit of any member or other individual.

ARTICLE VI.

The principal place of business of the corporation shall be West 418 Sprague Avenue, Spokane, Washington 99204. The resident agent of the corporation is FORD S. BARRETT, whose post office address is West 418 Sprague Avenue, Spokane, Washington 99204.

ARTICLE VII.

The management of the corporation shall be vested in a board of directors; the number of directors shall be not less than three (3), but shall always be an odd number; and the number, qualification, terms of office, manner of election, time and place of meeting, and powers and duties of directors shall be as are prescribed by the By-Laws of the corporation

and once elected shall serve until their successors are elected and qualify.

ARTICLE VIII.

The number of directors constituting the initial board of directors shall be three (3) and they shall serve an initial term not to exceed six (6) months from the date of the filing of these articles. The names and addresses of the persons who are to serve as the initial directors are as follows:

William C. Fix	East 627 - 17th Avenue Spokane, Washington 99203
J. Edwin Klapp	Parkade Plaza Spokane, Washington 99201
Ford S. Barrett	West 418 Sprague Avenue Spokane, Washington 99204

The directors must at all times be members of the corporation. No non-member of the corporation may sit as a director. Membership in the corporation shall at all times be limited to individuals who are members of the Protestant Episcopal Church of the Diocese of Spokane. In the event that a member of the corporation ceases to be a member of the Protestant Episcopal Church of the Diocese of Spokane, such shall constitute automatic resignation as a member and director of the corporation.

The directors shall serve without compensation. The directors shall elect the regular officers of the corporation at the annual meeting, for terms of one (1) year. The secretary and treasurer may be one and the same person, and need not be a director of the corporation. Other officers must be directors of the corporation.

ARTICLE IX.

The authority to make By-Laws for the corporation is hereby vested in the board of directors and they may change and amend such By-Laws so long as they do not conflict with the provisions of these articles, or of the Regulatory Agreement.

ARTICLE X.

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred herein upon the members of the corporation are granted, subject to this reservation, but, however, no change shall be made so long as a mortgage on the corporation's property is insured or held by the Secretary of Housing and Urban Development, without the prior written approval of the said Secretary, nor shall any change be made except when approved by a two-thirds (2/3) vote of the directors of the corporation present at any regular or special meeting called for that purpose.

ARTICLE XI.

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 for less than a fair market value of such property, 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 and which would qualify for

exemption as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or a successor statute; 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 or his nominee.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto affixed my hand and seal this 3rd day of August, 1970.

Ford S. Barrett

STATE OF WASHINGTON)
) ss.
COUNTY OF SPOKANE)

I, the undersigned, a Notary Public in and for said County and State, do hereby certify that on this 3rd day of August, 1970, personally appeared before me FORD S. BARRETT, to me known to be the individual described in and who executed the foregoing instrument freely and voluntarily for the uses and purposes therein mentioned.

GIVEN under my hand and official seal the day and year in this certificate first above written.

Philip S. Smurke
Notary Public in and for the State
of Washington, residing at Spokane

D207058
FILE NUMBER



Domestic
SECRETARY OF STATE

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

of CENTRAL TERRACE
a domestic corporation of Spokane, Washington,
(Amending articles; designating Rev. Fred Jessett registered agent; changing
registered office address to East 245 13th Ave., Spokane, WA 99202)

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

In witness whereof I have signed and have af-
fixed the seal of the State of Washington to
this certificate at Olympia, the State Capitol,

March 2, 1981

RALPH MUNRO
SECRETARY OF STATE

FILED

MAR 2 - 1981

SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
CENTRAL TERRACE, A Non-Profit Washington Corporation

Pursuant to the provisions of R.C.W. 2380.16.040, CENTRAL TERRACE, a Non-Profit Washington Corporation, does hereby execute in duplicate the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is CENTRAL TERRACE.
2. The amendments to the Articles of Incorporation adopted by said corporation are as follows:

A. Article III(C) is amended to read as follows:

"C. To apply for and obtain or cause to be obtained from the Secretary of HUD a contract or contracts of mortgage insurance pursuant to the provisions of Section 221(d)(3) of Title II of the National Housing Act, as amended, covering bonds, notes, and other evidences of indebtedness issued by this corporation and any indenture of mortgage securing the same.

B. Article III is amended by adding to Article III the following:

"E. To provide elderly persons and 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.

F. The said powers and functions shall be exercised within the geographical boundaries of the Episcopal Diocese of Spokane or its successor organization."

C. Article IV is amended to read as follows:

ARTICLE IV.

"Notwithstanding any other provision contained herein, the corporation formed hereby is authorized to enter into a contract (Regulatory Agreement) with the Secretary of HUD to carry out the provisions of the National Housing Act, as amended. Upon execution, the contract (Regulatory Agreement) shall be binding upon the corporation, its successors and assigns, so long as the mortgage is outstanding, unpaid, and insured or held by the Secretary of HUD."

D. Article VI shall be amended by deleting the present Article VI and substituting in its place the following:

ARTICLE VI.

"The principal place of business of the corporation shall be East 245 - 13th Avenue, Spokane, Washington 99202. The Resident Agent of the corporation is Rev. Fred Jessett, whose post office address is the same as the principal place of business."

E. Article VII shall be amended by deleting the present Article VII and substituting in its place the following:

ARTICLE VII.

"The management of the corporation shall be vested in a Board of Directors; the number of directors shall not be less than three (3), but shall always be an odd number; and except as provided in Article VIII the number, qualifications, terms of office, manner of election,

time and place of meeting and powers and duties of directors shall be as are prescribed in the By-Laws of the corporation. When once elected the directors shall serve until their successors are elected and qualify."

F. Article VIII shall be amended by deleting the third paragraph thereof and substituting in its place the following:

"The directors shall serve without compensation. The directors shall elect the regular officers of the corporation at the annual meeting for a term of one (1) year. The secretary and treasurer may be one and the same person, and need not be a director of the corporation. The only officers that must be directors of the corporation are the President and the Vice President."

Article VIII shall be further amended by adding thereto the following:

"The Bishop shall appoint the members of Central Terrace, whom he shall annually designate in writing. The membership shall not be less than five (5) nor more than ten (10) in number. The Bishop's written appointments shall be delivered to the Secretary or President of the corporation sixty (60) days before the annual meeting date and the President shall immediately notify such designated members of their appointment to membership in the corporation and obtain their acceptance or refusal to act as such members. In the event of a refusal, the Bishop shall appoint another member in place of the one who refused. The term of the appointment shall be for one year and the appointed member may be reappointed successively year after year.

If one of the members shall cease to be a member for any reason then the Bishop shall appoint a member to succeed that person and he shall be appointed for the balance of that person's term."

3. A meeting of the members of said corporation having voting rights at which said amendment was adopted was held on the 23 day of January, 1981; a quorum was present at said meeting and said amendment received all of the votes which members present at said meeting or represented by proxy were entitled to cast. There are no outstanding shares of the corporation. There is no change in the stated capital.

DATED the 23 day of January, 1981.

CENTRAL TERRACE, a Non-Profit
Washington Corporation

By William C. Fip
President

By Steven W. Swankley
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 the aforementioned corporation;
that he has read the above and foregoing Articles of Amendment
to the Articles of Incorporation of CENTRAL TERRACE, a Non-
Profit Washington Corporation; knows the contents thereof and
believes the same to be true.

William C. Fix
Subscribed and sworn to before me this 23rd day of January,
1981.

Debie Duesthauer
NOTARY PUBLIC in and for the State
of Washington, residing at Spokane

STATE OF WASHINGTON)
) ss.
COUNTY OF SPOKANE)

Steven W. Swartley, being first duly sworn on oath
deposes and says:

That he is the Secretary of the aforementioned corpora-
tion; that he has read the above and foregoing Articles of
Amendment to the Articles of Incorporation of CENTRAL
TERRACE, a Non-Profit Washington Corporation; knows the
contents thereof and believes the same to be true.

Steven W. Swartley
Subscribed and sworn to before me this 23rd day of January,
1981.

Debie Duesthauer
NOTARY PUBLIC in and for the State
of Washington, residing at Spokane