

State of Idaho

Department of State

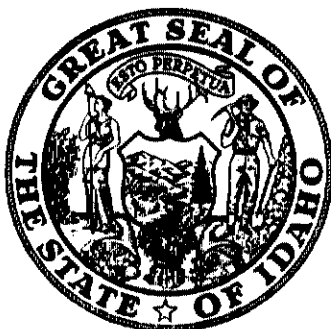
CERTIFICATE OF INCORPORATION OF

BOUNDARY COUNTY HABITAT FOR HUMANITY, 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 BOUNDARY COUNTY HABITAT FOR HUMANITY, 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: May 20, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]* *[Signature]*

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ARTICLES OF INCORPORATION
OF
BOUNDARY COUNTY HABITAT FOR HUMANITY, INC.

Pursuant to the provisions of §30-301 et. seq. of the Idaho Non-Profit Corporation Act, the undersigned adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of the corporation is BOUNDARY COUNTY HABITAT FOR HUMANITY, INC.

ARTICLE II.

This corporation is not organized for pecuniary profit and no part of its income shall be distributed to its directors or officers.

ARTICLE III.

The period of its duration is perpetual.

ARTICLE IV.

The purpose or purposes for which the corporation shall be:

(a) To witness to and implement the Gospel of Jesus Christ in the State of Idaho and throughout the United States and the world by working with economically disadvantaged people to help them to create a better human habitat in which to live and work;

(b) To co-operate with other charitable organizations, through grants and otherwise, which are working to develop a better human habitat for economically disadvantaged people;

(c) To communicate the Gospel of Jesus Christ by means of the spoken and written word:

(d) To receive, maintain, and accept as assets of the Corporation, any property, whether real, personal, or mixed, by way of gift, bequest, devise, or purchase from any person, firm, trust, or corporation, to be held, administered, and disposed of exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code,

Randall W. Day
Counselor & Attorney at Law, P.A.
225 Main Street
P.O. Box 918
Bonners Ferry, ID 83805-0918
(208) 267-3197

as amended, and in accordance with and pursuant to the provisions of these Articles of Incorporation; but no gift, bequest, devise, or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than a "charitable organization" or for any purposes other than "charitable purposes" which would jeopardize the status of the Corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended; and

(e) To exclusively promote and carry on any other religious, charitable, or educational purposes and activities for which corporations may be organized and operated under the relevant provisions of the Internal Revenue Code, as amended, and under the Idaho Nonprofit Corporation Code.

ARTICLE IV.

The corporation shall have one class of members, the requirements for which are stipulated in the bylaws.

ARTICLE V.

The Registered Agent of this corporation shall be:

RANDALL W. DAY
Counselor & Attorney at Law, P.A.
P.O. Box 918, 225 Main Street
Bonners Ferry, ID 83805

ARTICLE VI.

The business of the Corporation shall be managed and conducted by a Board of Directors consisting of not less than twelve (12) or more than twenty (20). The Board of Directors shall be elected in the manner set forth in the By-Laws.

In addition to the powers and authority granted to the Directors in these Articles of Incorporation, and in addition to the powers and authority expressly conferred on them by statute, the Board of Directors of the Corporation shall have such additional powers and authority, not inconsistent with law, as may be set forth in the By-Laws.

ARTICLE VII.

The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of

Incorporation, in the manner consistent with law and in conformity with the provisions set forth by the By-Laws.

ARTICLE VIII.

In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to frame and adopt any such By-Laws for the corporation as are not inconsistent with the laws of the State of Idaho and these Articles of Incorporation.

ARTICLE IX.

No part of the net earnings of the Corporation shall inure to the benefit of , or be distributable to its members, trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislations, and the Corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE X.

Anything contained in these Articles of Incorporation to the contrary notwithstanding, the Corporation shall not carry on or otherwise engage in any activities not permitted to be carried nor engaged in by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; or (iii) a corporation organized and existing under the Idaho Nonprofit Corporation Code.

ARTICLE XI.

The number of directors constituting the initial Board of Directors of the Corporation is 14, and the names and addresses of the persons who are to serve as directors on the initial board are:

NAME

ADDRESS

Randall W. Day
Counselor & Attorney at Law, P.A.
225 Main Street
P.O. Box 918
Bonners Ferry, ID 83805-0918
(208) 267-3197

Red Allen, Rt.1, Box 486, Bonners Ferry, ID 83805
Norma Dettelbach, HCR 85, Box 327, Bonners Ferry, ID 83805
Bill Florea, P.O. Box 538, Bonners Ferry, ID 83805
David Gause, HCR 60, Box 203, Bonners Ferry, ID 83805
Kris Gilje, HCR 60, Box 92, Bonners Ferry, ID 83805
Allen Hatfield, P.O. Box 74, Bonners Ferry, ID 83805
Don Jordan, HCR 61 Box 32AB, Bonners Ferry, ID 83805
Charles McCrum, HCR Box 204, Bonners Ferry, ID 83805
Brenda Tarvin, P.O. Box 853, Bonners Ferry, ID 83805
Dan Turner, P.O. Box 3135, Bonners Ferry, ID 83805
Don Vickaryous, HCR 62, Box 25, Moyie Springs, ID 83845
Terry Bicknell, Box 561, Moyie Springs, ID 83845
Michael Weland, P.O. Box 1271, Bonners Ferry, ID 83805
Jan Wathen, Rt. 1, Box 495, Bonners Ferry, ID 83805

ARTICLE XII.

In the event of the dissolution and liquidation of this Corporation, to the extent allowed or permitted under applicable laws, the property and assets of the Corporation shall be, as determined by the Board of Directors, distributed to or sold and proceeds of such sales distributed to (i) Habitat for Humanity International, Inc., a Georgia Nonprofit Corporation and a corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, as amended, or (ii) any other organization(s) organized and operating for the same purposes for which the Corporation is organized and operating or any organization(s), foundations(s), fund(s), or corporation(s) organized and operating exclusively for religious, charitable, scientific, or educational, or other purposes permitted by Section 501(c)(3) of the Internal Revenue Code, as amended, all of which such organizations, foundations, funds, or corporations shall be exempt under Section 501(c)(3) of the Internal Revenue Code, as amended. In the event that any assets are not disposed of in accordance with the provisions of these Articles of Incorporation or that the Corporation shall fail to act within a reasonable time in the manner

provided in these Articles of Incorporation, the District Court of Boundary County shall, upon application of one or more persons having a real interest in the Corporation or its assets, make such distribution(s) as provided in these Articles of Incorporation.

ARTICLE XIII.

The name and address of the incorporator's are:

David Gause, HCR 60, Box 203, Bonners Ferry, Idaho 83805

Charles McCrum, HCR Box 204, Bonners Ferry, ID 83805

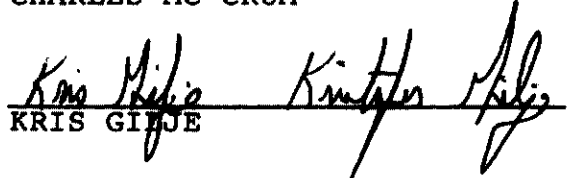
Kris Gilje, HCR 60, Box 92, Bonners Ferry, ID 83805

IN WITNESS THEREOF, the undersigned incorporators have signed and acknowledged these Articles of Incorporation and filed them in duplicate with the Secretary of State.

DATED this 14th day of May, 1993.



DAVID GAUSE


CHARLES MC CRUM


KRIS GILJE

STATE OF IDAHO:
ss
County of Boundary:

The undersigned notary public does hereby certify that on this 14th day of May, 1993, personally appeared before me, DAVID GAUSE, CHARLES MC CRUM and KRIS GILJE, who being by me first duly sworn declare that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.



Notary Public for Idaho
Residing at Bonners Ferry
My Comm. Exp.: 2-18-98

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6. ARTICLES OF INCORPORATION