

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

CHARLES E. BURKHART HOMES, INCORPORATED

was filed in the office of the Secretary of State on the tenth day
of April A.D., One Thousand Nine Hundred seventy-five and
/will be
duty 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,
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
Kamiah, Idaho in the County of Lewis

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 10th day of April ,
A.D., 19 75 .

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

CHARLES E. BURKHART HOMES, INCORPORATED

WE, the undersigned, all residents of the State of Idaho and citizens of the United States for the purpose of forming a non-profit corporation pursuant to Chapter I, Title 30, Section 30-117A, Idaho Code, do hereby adopt the following Articles of Incorporation:

ARTICLE I - Name

The name of this corporation shall be the CHARLES E. BURKHART HOMES, INCORPORATED.

ARTICLE II - Duration

The Corporation shall have perpetual duration.

ARTICLE III - Place of Business

The principal place of business of the Corporation shall be at Kamiah, Lewis County, Idaho 83536. The mailing address of this Corporation shall be at Route No. 2, Box 125, Kamiah, Idaho 83536, until such time as corporate office space is provided in property owned by the CHARLES E. BURKHART HOMES, INCORPORATED, in its future Kamiah, Idaho, center.

ARTICLE IV - Purposes

This Corporation is organized exclusively for charitable purposes and has as its exclusive purpose the promotion of the social welfare of the poor and the underprivileged by providing low cost rental housing for senior citizens and families otherwise unable to obtain said housing on the open rental market, so long as such activities are consistent with exempt status under Section 501 (C) (3) of the Internal Revenue Code of 1974 (or the corresponding provision of any future United States Internal Revenue Law);

In futherance of these purposes this Corporation is authorized:

To acquire, construct, provide, and operate rental housing and related facilities suited to the special needs and living requirements of eligible occupants as determined by Farmers Home Administration regulations, without regard to race, color, creed or national origin;

to acquire, improve, and operate any real or personal property or interest or rights therein or appurtenant thereto;

to sell, convey, assign, mortgage or lease any real and personal property,

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, leases, or other security instrument in connection therewith;

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

ARTICLE V - Earnings

No part of the net earnings of the corporation shall insure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in futherance of the purposes set forth in Article Four.

The balance, if any, of all money received by the corporation from its operations, after payment in 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, and to provide additional housing and related facilities.

ARTICLE VI - Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the

liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (C) (3) of the Internal Revenue Code of 1974 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office 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. There shall be no distribution to any member of the corporation.

ARTICLE VII - Directors

The management of the corporation will be vested in a Board of Directors; the number of directors shall be not less than five (5) nor more than eight (8), the qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of directors shall be such as are prescribed by the By-laws of the corporation; the authority to make By-laws for the corporation is hereby vested in the interim Board of Directors. The initial officers of the corporation are to be selected by the interim Board of Directors, and shall be chosen from members of the Board of Directors.

ARTICLE VIII - Membership

Membership shall be evidenced by certificates of membership rather than by shares of stock.

The qualifications of membership and all rights incident to membership in this corporation shall be such as are defined in the By-laws of the corporation. The voting rights, property rights and interest of each member of the corporation, as defined by Section 30-117A of the Idaho Code, shall be equal and all new members shall have voting rights, property rights and interest in the Corporation equal to that of all old members in accordance with such general rule or rules. All Directors of this corporation shall be members of the corporation.

ARTICLE IX - Quorum

A quorum for a meeting of the members of the corporation shall consist of a majority of the members of the corporation.

ARTICLE X - Incorporators

The Incorporators of this corporation shall constitute the interim Board of Directors until such time as the first annual meeting of the corporation shall be held.

The names and addresses of the Incorporators who shall first manage the affairs of the corporation until the first annual meeting of the members are:

<u>NAME</u>	<u>ADDRESS</u>
RICHARD D. GIBLER	Route #2, Box 125, Kamiah, Idaho 83536
ED HELT	Post Office Box 44, Kamiah, Idaho 83536
WILLIAM I. PARR	3540 12th Street, Lewiston, Idaho 83501
CLARENCE DURANT	Route #2, Kamiah, Idaho 83536
WESTLEY E. PRATT	608 Idaho, Kamiah, Idaho 83536

ARTICLE XI - By-Laws

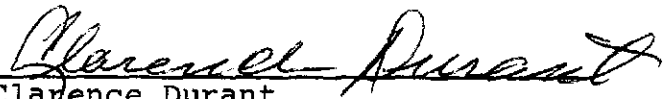
The By-laws of the corporation may be repealed, altered and amended or new By-laws adopted by the Board of Directors at any special meeting of the Board of Directors called for that purpose by a vote of two-thirds majority of the total membership of the Board.

IN WITNESS WHEREOF, the following persons acknowledge that they are residents of the State of Idaho and have joined together to incorporate this Corporation as a non-profit corporation under Chapter I, Title 30, Section 30-117A of the Idaho Code.


Richard D. Gibler


Ed Helt


William I. Parr


Clarence Durant


Westley E. Pratt

STATE OF IDAHO)
) ss
County of Lewis)

On this 9th day of April, 1975, before me the undersigned Notary Public for the State of Idaho, personally came RICHARD D. GIBLER, ED HELT, WILLIAM I. PARR, CLARENCE DURANT and WESTLEY E. PRATT,

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official notary seal the day and year first above written.

Barbara J. Telt
Notary Public for Idaho
Residing at Kamiah,
Idaho.
My Commission Expires: 8-28-77