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ARTICLES OF AMENDMENT

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OF

**SECRETARY OF STATE
STATE OF IDAHO**

POCATELLO NEIGHBORHOOD HOUSING SERVICES, INC.

The undersigned non-profit corporation, pursuant to Idaho Code §§ 30-3-91 and 30-3-93, does hereby amend its Articles of Incorporation and certify the following:

1. That the name of the corporation is: POCATELLO NEIGHBORHOOD HOUSING SERVICES, INC.

2. That the corporation's Articles of Incorporation are modified by amending Article V to read as follows:

**ARTICLE V
POWERS AND PURPOSES**

This is a non-profit, non-stock Corporation for Public Benefit organized pursuant to the provisions of the Nonprofit Corporation Law of the State of Idaho. The specific, primary and principal purposes and objectives for which such Corporation is formed are as follows:

1. To raise the economic, education and social levels of the residents of low and moderate income neighborhoods in South Eastern Idaho, including, but not limited to, members of the minority community who are substantially unemployed, underemployed, or whose income is below federal poverty guidelines; to foster and promote community-wide interests and concern for the problems of said residents to the end that (a) educational and economic opportunities may be expanded; (b) sickness, poverty, crime and environmental degradation may be lessened; and (c) racial tensions, prejudice and discrimination, economic and otherwise, may be eliminated.

2. To expand the opportunities available to said residents and groups to own, manage and operate business enterprises in economically depressed areas; to assist said residents and groups in developing entrepreneurial and management skills necessary for the successful operation of business enterprises; and to assist said residents and groups in obtaining financial support from other sources.

3. To expand the opportunities available to said residents and groups to obtain decent and safe affordable housing accommodations by constructing, rehabilitating and otherwise providing decent, safe and sanitary housing in South East Idaho for persons and families of low and moderate income who otherwise would not be able to find or afford a suitable place to live; to help

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relieve the poor, distressed, underprivileged and indigent by enabling them to secure the basic human needs of decent shelter and to thus lessen the burdens of government and promote the social welfare; to provide such housing through rehabilitation of existing substandard buildings and construction of new facilities in the place of blighted structures or blighted vacant sites for the purpose of combating the deterioration of the community and contributing to its physical improvement.

4. To renew pride, restore confidence and promote reinvestment in the neighborhoods serviced by Pocatello Neighborhood Housing Services, Inc., by emphasizing needs determined primarily by and for the benefit of current or new residents. This shall be accomplished by example, and not by way of limitation, through programs involving a partnership of neighborhood residents, the business community, local government and financial institutions.

5. To disseminate information regarding the activities of the Corporation and other housing and community development programs to residents and other individuals and organizations involved in neighborhood revitalization.

6. To secure or provide professional and/or technical assistance to individuals or organizations seeking to improve their home, property or neighborhood through activities such as: 1) Coordinating the provision of public services such as police, fire and code enforcement; 2) Property rehabilitation assistance including inspection of properties, negotiation with contractors, preparation of applications to assist the individual or organization in obtaining financing to accomplish the desired improvements; and 3) Other assistance as may be required and appropriate to achieve improvement objectives.

7. To provide direct financial assistance such as loans, grants, guarantees or other arrangements to individuals or organizations to achieve community development and improvement objectives, and to enter into lawful agreements to secure and enforce the performance and payment obligations of such financial assistance.

8. To enter into contracts, partnerships, joint ventures or other arrangements to provide or secure services, funding or other assistance which serve the purposes of this Corporation.

9. To solicit, hold, use and invest money, personal property or real property, and collect and use proceeds of such money or property (interest earnings, rent, sale proceeds and other types of income) for the purposes for which this Corporation is formed.

10. To acquire, hold and dispose of personal and real property and exercise any lawful right to make use of that property, including but not limited to renting, leasing, selling, assigning, exchanging, mortgaging or otherwise encumbering, and improving, converting or altering such property.

11. To acquire, hold, make use of, and dispose of through any lawful means or instrument, shares of stock, bonds, notes, debentures, mortgages and other securities.

12. To incur debt or obligations, and secure debt or obligations through any lawful instrument which is reasonable and appropriate to achieve the purposes of this Corporation.

13. To encourage exterior maintenance of buildings, accessory structures, parking areas, trash storage areas, landscaping and sidewalks in the residential and commercial neighborhoods targeted by the Corporation.

14. To encourage cooperation among all participants in an effort to use any legal means available to reduce crime in and around targeted neighborhoods.

15. To develop and encourage high standards of personal conduct among residents in targeted neighborhoods and to work in cooperation with other organizations having aims similar to those of the Corporation.

16. To improve the flow of communication and information between residents and the local city government regarding capital improvements, available services, programs and resources that have a current and potential impact on the designated neighborhoods.

17. In addition to the above stated purposes, to also transacted any and all lawful business for which a nonprofit corporation may be incorporated under the laws of the state of Idaho, as they may be amended from time to time, and which further exclusively charitable, educational or scientific purposes, and, specifically, but not in limitation thereof, the purpose of combating the decline and decay of existing residential neighborhoods.

18. To do any and all things which a natural person might do necessary and desirable for the general purposes for which the Corporation is organized.

3. The foregoing amendment was adopted by a resolution contained in the Consent Minutes, dated December 13, 2001. There are fourteen (14) Members and Directors entitled to vote on the amendment of the corporation's Articles of Incorporation. All Members and Directors unanimously voted in favor of the foregoing amendment to the corporation's Articles of Incorporation which was sufficient for approval.

DATED this 14 day of December, 2001.

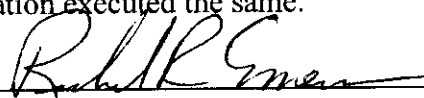
**POCATELLO NEIGHBORHOOD HOUSING
SERVICES, INC.**

By: 
RICHARD STALLINGS, Executive Director

STATE OF IDAHO)
 :SS
County of Bannock)

On this 14 day of December, 2001, before me, the undersigned Notary Public, in and for said State and County, personally appeared RICHARD STALLINGS, known or identified to me to be the EXECUTIVE DIRECTOR of POCATELLO NEIGHBORHOOD HOUSING SERVICES, INC., whose name is subscribed to the within instrument and acknowledged to me that he is authorized and instructed to execute and has executed the same on behalf of said Corporation, and further acknowledged to me that said Corporation executed the same.

(SEAL)


NOTARY PUBLIC FOR IDAHO
Residing at: Pocatello, Idaho
My Commission Expires: 2-7-2003