

FILED EFFECTIVE

ARTICLES OF INCORPORATION

OF

FRIENDSHIP I CO.

JAN 10 PM 4:25

SECRETARY OF STATE
STATE OF IDAHO

IDAHO SECRETARY OF STATE
07/13/2004 05:00
CN: 26528 CT: 4643 PH: 753292
1 @ 38.00 = 38.00 INC MON 1 2

In compliance with the requirements of the law of the Idaho Nonprofit Corporation Act, Idaho Code Section 30-3-1, et seq., the undersigned natural person, being of full age and a resident of the United States, in order to form a nonprofit corporation for the purposes hereinafter stated, does hereby as incorporator, President and member of the Board, herein adopt the following Articles of Incorporation and certify:

ARTICLE I

The name of this corporation is FRIENDSHIP I CO., hereinafter called the "Corporation."

ARTICLE II

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. The duration of the Corporation is perpetual. It is organized under the Idaho Nonprofit Corporation Act, Idaho Code 30-3-1, et seq., now existing or as the same may be hereinafter amended.

ARTICLE III

The charitable and public purpose for which the Corporation is organized to provide elderly persons and handicapped persons with housing facilities and services specifically designated 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 nonprofit basis, where no adequate housing exists for such groups, pursuant to Section 231 of the National Housing Act, as amended, and is limited to the ownership, operation and maintenance of that certain 30-unit multi-family housing complex located at 322 East Logan Street, Caldwell, Idaho 83605.

ARTICLE IV

The Corporation is empowered:

- (a) To buy, own, sell, convey, assign, mortgage, or lease any interest in the real estate described in Article III hereof and associated personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article III hereof;
- (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, acting by and through the Federal Housing Commissioner, and of such other instruments and undertakings as may be necessary to enable the corporation to secure the benefits of financing with the assistance of mortgage insurance under the provisions of the National Housing Act. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its

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

ARTICLE V

The name and address in this state of the Corporation's agent for service of process is James R. Tomlinson, 205 N. Tenth Street, Suite 200, Boise, Idaho 83702.

ARTICLE VI

(a) The Corporation is irrevocably dedicated to and operated exclusively for charitable purposes and no part of the net income or assets of this corporation shall inure to the benefit of any director, officer or member of this corporation, or to the benefit of any individual.

(b) Upon the winding up and dissolution of the Corporation, 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 fair market value of such property, and assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organization or organizations created and operated exclusively for non-profit purposes, other than religious purposes, and similar to those of the Corporation; provided, however, that the Corporation shall at all times have the power to convey any and all of its property to the Secretary of Housing and Urban Development or the Secretary's nominee.

(c) No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation; nor shall this

corporation participate in, or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

(d) The Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation (i) exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE VII

The Bylaws of the Corporation shall be adopted by the directors at any regular or special meeting called for that purpose, provided that they are not inconsistent with the provisions of these Articles or the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development, and thereafter may be amended, repealed or added to by the board of directors.

ARTICLE VIII

(a) The initial number of directors of the Corporation shall be eight, subject to adjustment as provided in the Bylaws, and shall be elected by the member or members of the Corporation. The directors shall serve without compensation.

(b) The name and address of the initial incorporator is:

James R. Tomlinson, 205 North Tenth Street, Suite 200, Boise, Idaho 83702

(c) The names and addresses of the initial board of directors and their initial terms, are:

James R. Tomlinson (Term: 2 yrs)
Tomlinson & Associates, Inc.
205 North Tenth Street, Suite 200
Boise, Idaho 83702

Chris Bent (Term: 1 yr)
Tomlinson & Associates, Inc.
205 North Tenth Street, Suite 200
Boise, Idaho 83702

Jeff Jones (Term: 2 yrs)
City of Boise
Planning & Development Services
P.O. Box 500
Boise, Idaho 83701

Stephanie Johnson (Term: 2 yrs)
AMRESKO Commercial Lending
Corporation
412 E. Parkcenter Boulevard
Boise, Idaho 83706

Pat McKeegan (Term: 2 yrs)
Patrick McKeegan, Architect
218 South Cole Road
Boise, Idaho 83709

Tim Hogland (Term: 1 yr)
City of Boise - Building Department
P.O. Box 500
Boise, Idaho 83701

Sara Baker (Term: 1 yr)
8704 Ustick Road
Boise, Idaho 83704

Allan Bosch (Term: 2 yrs)
Bosch Daw & Ballard, Chtd.
225 N. Ninth Street, Suite 210
Boise, ID 83702

(d) After the initial term for each director, all directors shall have a three (3) year term. The existing directors may elect successor directors. The directors of the Corporation 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 either:

(1) Directors of Boise Housing Corporation; or

(2) Members of the Corporation and have been approved by the Board of Directors of Boise Housing Corporation.

(e) In the event that a member of the Corporation ceases to be a director of Boise Housing Corporation, or if the aforesaid approval is withdrawn, then, in that event, such shall constitute automatic resignation as a member and director of the Corporation.

ARTICLE VIX

The officers of the Corporation, as provided by the By-Laws of the Corporation, shall be elected by the directors of the Corporation in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors 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, and need not be a director of the Corporation. Other officers must be directors of the Corporation.

ARTICLE X

No member of this corporation shall be personally liable for the debts, liabilities or obligations of the Corporation.

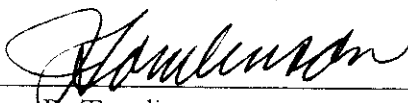
ARTICLE XI

So long as a mortgage on the Corporation's property is insured or held by the Secretary of Housing and Urban Development, these Articles may not be amended without the prior written approval of the said Secretary.

IN WITNESS WHEREOF, for the purpose of stating the Articles of Incorporation of this corporation under the laws of the State of Idaho, I, the undersigned incorporator of

this Corporation, its President and member of the Board, executed these Articles of Incorporation this 13th day of July, 2004.

FRIENDSHIP I CO.,
an Idaho corporation

By: 
James R. Tomlinson
Its: President