



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

ADULT STUDENT HOUSING, INC.

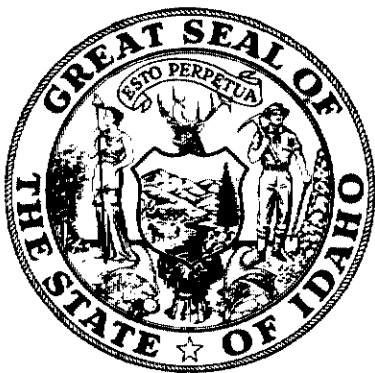
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

ADULT STUDENT HOUSING, 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 June 30, _____, 19 89.



Pete T. Cenarrusa

SECRETARY OF STATE

Charles M. Zibala
Corporation Clerk

JUL 30 10 49 AM '89

ARTICLES OF INCORPORATION

SECRETARY OF STATE

OF

ADULT STUDENT HOUSING, INC.

The undersigned, acting as the incorporator of a nonprofit corporation (the "Corporation") organized pursuant to and subject to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code (the "Act"), adopts the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of the Corporation is Adult Student Housing, Inc.

ARTICLE II. NONPROFIT STATUS

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV. PURPOSES

The purposes for which the Corporation is organized are:

1. To promote, build, acquire, manage, operate, accept, hold, dispose of, sell, convey, lease, or make loans, grants, or pledges of, any property, or any interest therein or proceeds therefrom, without limitation as to kind, amount, or value;

2. To borrow money upon and mortgage or grant security interests in any such property for any purpose for which the Corporation is organized, to issue notes or other forms of indebtedness to secure any of its obligations, and to guarantee undertakings, contracts, or performances of others;

3. To carry on any of the foregoing activities or purposes either directly, or as agent for or with other persons, associations, corporations, or other entities and to deal with and expend any property or income for any of the foregoing purposes without limitation except as may be provided by any applicable law; and

4. To engage in any lawful activity for which corporations may be organized under the Act.

ARTICLE V. MEMBERS

The Corporation shall have one class of members, who shall be designated general members, whose manner of election or appointment and whose qualifications and rights shall be set forth in the Bylaws of the Corporation. The Corporation may issue certificates of membership rights, on such terms as the Board of Directors may establish from time to time. Except for the admission fee established by the Board of Directors from time to time, no assessments of any other kind may be levied upon any member of the Corporation.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is Suite 1000, First Interstate Center, 877 Main Street, Boise, Idaho 83702, and the name of its initial registered agent at such street address is Carl W. Harder.

ARTICLE VII. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors of the Corporation shall be specified in the Bylaws. The names and addresses of the Directors constituting the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Robert A. Baker	20285 N.W. Cornell Road Hillsboro, Oregon 97124
Fred H. Bender	20285 N.W. Cornell Road Hillsboro, Oregon 97124
Philip A. McLennan	20285 N.W. Cornell Road Hillsboro, Oregon 97124

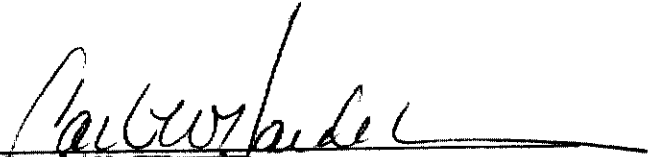
The Directors of the Corporation shall have the authority to elect successor Directors.

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator of the Corporation are:

<u>Name</u>	<u>Address</u>
Carl W. Harder	Post Office Box 1617 Boise, Idaho 83701

Dated this 30th day of June, 1989.


Carl W. Harder