

State of Idaho

Department of State

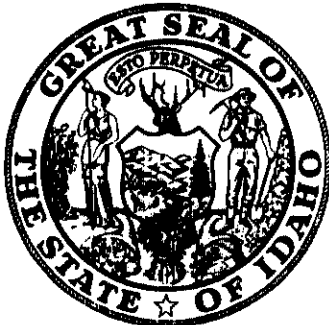
CERTIFICATE OF INCORPORATION OF

BOISE HOUSING CORPORATION

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 BOISE HOUSING CORPORATION 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: April 14, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

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ARTICLES OF INCORPORATION
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 SECRETARY OF STATE

BOISE HOUSING CORPORATION

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, adopt the following Articles of Incorporation and certify:

ARTICLE I

The name of this corporation is BOISE HOUSING CORPORATION, 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 this 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 purposes for which this Corporation is organized include, but are not limited to, providing housing, both owner occupied and for rental, to persons and families that would otherwise not qualify or be able to afford such housing within the City of Boise, Idaho, and to

acquire, build, develop, lease and sell housing for such purposes.

ARTICLE IV

The name and address in this state of the Corporation's initial agent and service for process is James R. Tomlinson, 242 North Eighth Street, Suite 200, Boise, Idaho 83702.

ARTICLE V

(a) The property of this Corporation is irrevocably dedicated to 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 private person.

(b) Upon the winding up and dissolution of this Corporation, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property. After paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation other than one created for religious purposes, which has established and maintained its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

(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 VI

(a) The authorized number and qualifications of members of the Corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of each class of membership, and the liability of all classes to dues or assessments and the method of collection thereof, shall be prescribed and set forth in the Bylaws of the Corporation.

(b) The Bylaws of the Corporation shall be adopted by the initial board of directors and thereafter may be amended, repealed or added to by the board of directors.

(c) The number of directors of this Corporation shall be provided in the Bylaws and shall be elected by the members of the Corporation. The directors shall serve without compensation.

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

James R. Tomlinson 242 North Eighth St., Suite 200
Boise, Idaho 83702

(e) The names and addresses of the initial board of directors, subject to expansion as provided in the Corporation's Bylaws, are:

James R. Tomlinson	Tomlinson & Associates P.O. Box 108 Boise, Idaho 83701-0108
Otis Lemon	CSHQA 200 North Sixth Street Boise, Idaho 83702
Stephanie Johnson	Key Bank Income Property Dept., 2nd Floor P.O. Box 2557 Boise, Idaho 83701
David Hattrick	Building Department Boise City Hall Boise, Idaho 83702
Jane Hopkins	First Interstate Bank P.O. Box 57 Boise, Idaho 83757-0830
Don Keirn	Economic Development Boise City Hall Boise, Idaho 83702
Wayne Gibbs	Boise City Planning Department City Hall Boise, Idaho 83702
Pat McKeegan	Patrick McKeegan, Architect 218 South Cole Road Boise, Idaho 83709
Mike Dunn	West One Bank Real Estate Administration P.O. Box 8247 Boise, Idaho 83733

Larry Sale

ACHD
318 East 37th
Boise, Idaho 83714

Jerry Mahoney

Boise Public School District
1207 West Fort Street
Boise, Idaho 83702

Except as otherwise provided in the Corporation's Bylaws,
the existing directors may elect successor directors.

ARTICLE VII

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

IN WITNESS WHEREOF, for the purpose of forming this
Corporation under the laws of the State of Idaho, I, the
undersigned incorporator of this Corporation, have executed these
Articles of Incorporation this 24th day of March 1994.


James R. Tomlinson