

**ARTICLES OF INCORPORATION
OF
AFFORDABLE HOUSING SOLUTIONS, INC.**

**10 JUN -7 PM 1:52
SECRETARY OF STATE
STATE OF IDAHO**

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

**ARTICLE I
NAME OF THE CORPORATION**

The name of the Corporation is Affordable Housing Solutions, Inc.

**ARTICLE II
STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III
PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The location of the Corporation is in the City of Boise, County of Ada, and in the State of Ada. The address of the initial registered office is 1276 W. River Street, Suite 300, Boise, Idaho 83702, and the name of the initial registered agent at this address is Deanna L. Watson.

ARTICLE V
PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

A. To operate a charitable organization, as defined in §§501(c)(3) and 509(a)(3) of the Internal Revenue Code ("IRC"), exclusively for the benefit of, to perform the functions of, and to carry out the purposes of the Boise City Housing Authority and the Ada County Housing Authority ("Supported Organizations") (both of which are governmental units as described in IRC §170(b)(1)(A)(v) and (c)(1)), so long as the Supported Organizations are described in IRC §509(a)(1); to be operated, supervised or controlled by the Supported Organizations, so long as the Supported Organizations are organizations described in IRC §509(a)(1); and to distribute charitable gifts and money and property to, and to support and provide services to the Supported Organizations in furthering their charitable purposes, so long as the Supported Organizations are organizations described in IRC 509(a)(1).

B. To carry out such other charitable or educational activities, as defined in IRC §501(c)(3), as shall support and benefit the Supported Organizations in furthering their charitable and educational purposes, including, but not limited to, coordinating the activities of the Supported Organizations, their long term planning, fund-raising and education for the betterment of the general health and welfare of the community.

C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure 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 furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of

these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII NO MEMBERS

The corporation shall not have any members.

ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board shall be fixed in accordance with the Corporation's Bylaws, which number shall be no less than three. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, all of the Directors of the Corporation shall be elected by the members of the governing bodies of the Supporting Organizations acting in their official capacities, in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

NAME

ADDRESS

Michael P. Wilson

502 Hearthstone Drive
Boise, Idaho 83702

Brad Foltman

5611 Hill Road
Boise, Idaho 83703

Joy Buersmeyer

4924 Allamar Drive
Boise, Idaho 83704

Deanna L. Watson

2823 Gem Street
Boise, Idaho 83705

ARTICLE IX DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation. In doing so, the Board of Directors shall distribute such assets to the Supported Organizations so long as the Supported Organizations are organizations described in IRC §509(a)(1). Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

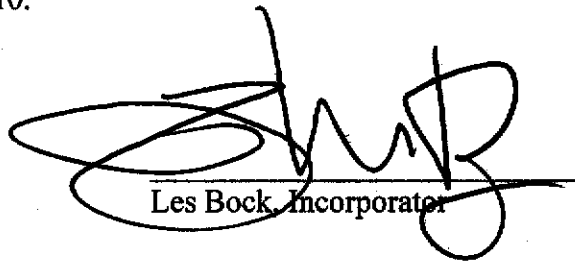
ARTICLE X INCORPORATOR

The name and street address of the incorporator is Les Bock, 950 W. Bannock Street, Suite 1100, Boise, Idaho 83702.

ARTICLE XI
BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

DATED this 7th day of June, 2010.


Les Bock, Incorporator