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**ARTICLES OF AMENDMENT  
OF THE ARTICLES OF INCORPORATION OF  
INDEPENDENCE HILL, INC.**

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned incorporator of Independence Hill, Inc., an Idaho nonprofit corporation (the "Corporation"), hereby certifies that these Articles of Amendment were duly adopted by the directors and the sole member of the Corporation and amend the Articles of Incorporation of the Corporation dated June 1, 2004. The Articles of Incorporation remain in full force and effect to the extent they are not amended hereby.

**I. Articles of Amendment.**

**Article 1. Purposes**

Article IV - Purposes of the Articles of Incorporation shall be revised to read as follows:

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

(a) This Corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or to the Secretary of Housing and Urban Development for the time being exclusively for a public purpose. In pursuance of the foregoing purposes, the Corporation shall have the power to provide low-income elderly persons and handicapped persons, specifically targeting persons with developmental disabilities, with housing facilities and services specially designed 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; and

(b) No part of the net earnings 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 actually rendered and to make payments and distributions in furtherance of its exempt purposes.

(c) No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(d) Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation

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exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future United States internal revenue law.

## **Article 2. Indemnification of Officers and Directors**

The following provision is added to the Articles of Incorporation of the Corporation:

The Corporation shall indemnify all Directors and Officers of the Corporation to the full extent allowed by Section 30-3-88 of the Idaho Statutes, as presently in effect and as hereafter amended, except that the costs of any indemnification offered pursuant to this Article VIII, Section 1 shall be limited to funds available through the officers and directors insurance (or other similar insurance coverage) of the Corporation and shall not be paid from the income or reserves of real property owned by the Corporation.

## **II. Required Vote.**

These Articles of Amendment were adopted by a unanimous vote of the directors of the Corporation and by the vote of the sole member of the Corporation, Mercy Housing Idaho.

IN WITNESS THEREOF, the undersigned have executed these Articles of Amendment on this 12<sup>th</sup> day of APRIL 2005.

Jane Graf, President  
Jane Graf

**APPROVED MERCY HOUSING IDAHO**

Jane Graf  
President

4/12/05  
Date

**APPROVED MERCY HOUSING, INC.**

L. Lee Murphy  
President/CEO

4/12/05  
Date