

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

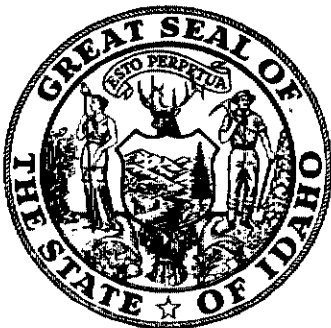
CANYON COUNTY HABITAT FOR HUMANITY, INC.

File number C 111265

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 CANYON COUNTY HABITAT FOR HUMANITY, 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: July 6, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ara Seibel*

JUL 6 8 29 AM '95

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION OF
CANYON COUNTY HABITAT FOR HUMANITY, INC.

IDAHO SECRETARY OF STATE

7/6/95 9:00:00 AM
CUSTOMER # 47762
FVS60001018 16384

CORPORATION NON PROFIT

1 @ 30.00 = 30.00

This corporation is organized as a nonprofit corporation under the provisions of Title 31, Chapter III, Idaho Code, the Idaho Nonprofit Corporation Act (the "Act") and as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code.

1. **Name:** The name of the corporation is Canyon County Habitat for Humanity, Inc.
2. **Nonprofit:** This corporation is a public benefit corporation.
3. **Duration:** The corporation shall have perpetual duration and succession in its corporate name.
4. **Membership:** The corporation shall have no members.
5. **Corporate Purpose:** The purposes for which the corporation is organized are as follows:

(a) To witness to and implement the gospel of Jesus Christ in Idaho and throughout the United States and the world by working with economically disadvantaged people to help them to create a better human habitat in which to live and work;

(b) To cooperate with other charitable organizations, through grants and otherwise, which are working to develop a better human habitat for economically disadvantaged people;

(c) To communicate the gospel of Jesus Christ by means of the spoken and written word;

(d) To receive, maintain, and accept as assets of the corporation, any property, whether real, personal, or mixed, by way of gift, bequest, devise, or purchase from any person, firm, trust, or corporation, to be held, administered, and disposed of exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, and in accordance with and pursuant to the provisions of these articles of incorporation; but no gift, bequest, devise, or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than a "charitable organization" or for any purposes other than "charitable purposes" which would

jeopardize the status of the corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended; and

(e) To exclusively promote and carry on any other religious, charitable, or educational purposes and activities for which corporations may be organized and operated under the relevant provisions of the Internal Revenue Code, as amended, and under the Act

6. Power of Corporation: Except as hereinafter provided, the corporation shall have all powers necessary or convenient to carry out its purposes, including the powers now or hereafter enumerated in the Act.

7. Limitations: The powers and activities of the corporation shall be limited as follows:

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any of its members, trustees, 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 these articles of incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

(b) Anything contained in these articles of incorporation to the contrary notwithstanding, the corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; or, (iii) a corporation organized and existing under the Act.

8. Dissolution: In the event of the dissolution and liquidation of this corporation, to the extent allowed or permitted under applicable laws, the property and assets of the corporation shall be, as determined by the Board of Directors, distributed to or sold and the proceeds of such sales distributed to: (i) HFH International, Inc., a Georgia Nonprofit Corporation and a corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, as amended; or, (ii) any other organization(s) organized and operating for the same purposes for which the

corporation is organized and operating or any organization(s), foundation(s), fund(s), or corporation(s) organized and operating exclusively for religious, charitable, scientific, educational, or other purposes permitted by Section 501(c)(3) of the Internal Revenue Code, as amended, all of which such organizations, foundations, funds, or corporations shall be exempt under Section 501(c)(3) of the Internal Revenue Code, as amended. In the event that any assets are not disposed of in accordance with the provisions of these articles of incorporation or that the corporation shall fail to act within a reasonable time in the manner provided in these articles of incorporation, the Court of the Third District for the State of Idaho shall, upon application of one or more persons having a real interest in the corporation or its assets, make such distribution(s) as provided in these articles of incorporation.

9. **Board of Directors:** The number of directors of the corporation and the method of their election shall be as provided in the bylaws. The number of directors constituting the initial Board of Directors shall be three (3) and the names and addresses of the persons who shall serve as directors until their successors shall be elected and qualified are as follows:

	<u>Name</u>	<u>Address</u>
1.	Robert Faller	2601 Crestwood Place, Nampa, Idaho 83686
2.	Sheryl Faller	2601 Crestwood Place, Nampa, Idaho 83686
3.	Alan Malone	966 E. Chateau Dr., Meridian, Idaho 83642

10. **Registered Office and Agent:** The street address of the corporation's initial registered office is 1303 12th Avenue Road, Nampa, Idaho 83686, and the name of its initial registered agent at that office is Alan D. Malone.
11. **Incorporator:** The name and address of the incorporator is Alan D. Malone, 966 E. Chateau Drive, Meridian, Idaho 83642.
12. **Indemnification:** The corporation shall indemnify any incorporator, director, officer, or former incorporator, director or officer of the corporation against expenses actually or reasonably incurred by him/her in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he/she is made a party by reason of being or having been a director or officer, except in relation to matters as to which he/she is adjudged in such action, suit or proceeding to be liable for

negligence or misconduct in the performance of duty to the corporation and to make any other indemnification that is authorized by the Bylaws.

13. **Liability:** Directors of the corporation shall not personally be liable to the corporation for monetary damages for breach of any duties to the corporation except to the extent that such liability arises: (a) for any breach of the director's duty of loyalty to the corporation or its members; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) for any transaction from which a director derived an improper personal economic benefit; or, (d) under section 30-3-81 of the Act.

In testimony whereof, we have hereunto set our hands this 20th day of June, 1995.



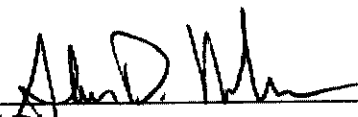
Incorporator



Initial Director



Initial Director



Initial Director