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State of Idaho

Department of State

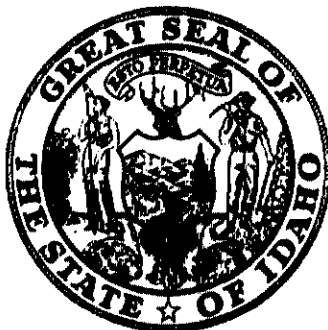
CERTIFICATE OF INCORPORATION OF

BONNER COUNTY HOMELESS TASK FORCE, 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 BONNER COUNTY HOMELESS TASK FORCE, 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: November 12, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Sheryl DeLone

Corporation Clerk

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ARTICLES OF INCORPORATION
OF
BONNER COUNTY HOMELESS TASK FORCE, INC.

The undersigned incorporator, desiring to form a nonprofit corporation pursuant to the provisions of the Idaho Nonprofit Corporation Act, adopts the following articles of incorporation:

ARTICLE ONE: The name of the corporation is Bonner County Homeless Task Force, Inc.

ARTICLE TWO: The corporation is a nonprofit corporation and is not organized for pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends, and no part of its income shall be distributed to its officers or directors.

ARTICLE THREE: The period of duration of the corporation is perpetual.

ARTICLE FOUR: The corporation is organized for the following purposes:

1. To provide temporary, emergency, and transitional housing and shelter for persons who are homeless, who are in danger of becoming homeless, or who lack adequate housing. To accomplish this purpose the corporation may,

among other activities, build, purchase, lease, operate, and maintain appropriate facilities to meet the housing needs of such persons.

2. To provide advocacy and case management on behalf of persons who are homeless, who are in danger of becoming homeless, or who lack adequate housing. Such efforts may include, but are not limited to the following:

a. promoting cooperation among civic, religious, and governmental agencies in North Idaho to establish housing, food, medical, and other services for such persons;

b. providing training and guidance to organizations involved in providing or wishing to provide services in accord with the purposes of this corporation; and

c. acquiring and disseminating information about services for such persons, both directly and in cooperation with other service providers.

The foregoing purposes for which this corporation is organized are exclusively charitable as defined by section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States 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 (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE FIVE: The corporation shall have members. Any person may become a member of the corporation by agreeing to comply with and be bound by these articles of incorporation and by its by-laws, together with any amendments thereto as may be adopted from time to time. The qualifications of the members may be further enumerated in the by-laws of the corporation.

ARTICLE SIX: The affairs of the corporation shall be conducted by a board of directors. The qualifications for the directors shall be set forth in the corporation's by-laws, except that directors must be members of the corporation. The initial board shall consist of four persons as set forth below. The number of persons who make up the board of directors shall be established by the by-laws and may be changed by amendment thereto. The board may delegate authority to conduct business to its various committees as it may establish from time to time. There shall be two classes of directors of the corporation, and

they shall be elected for staggered, two-year terms and in the manner further provided by the by-laws.

ARTICLE SEVEN: The street address of the corporation's initial registered office and the name of the corporation's initial registered agent at such street address are:

Susan Austin
1317 Spruce Street
Sandpoint, Idaho 83864

ARTICLE EIGHT: The names and addresses of the corporation's initial board of directors are:

Susan Austin
1317 Spruce Street
Sandpoint, Idaho 83864

Douglas Gabel
3450 Baldy Mountain Road
Sandpoint, Idaho 83864

Rhonda Hurley
9640 Rapid Lightening Creek
Sandpoint, Idaho 83864

Kypa Palheo
P. O. Box 51
Kootenai, Idaho 83840

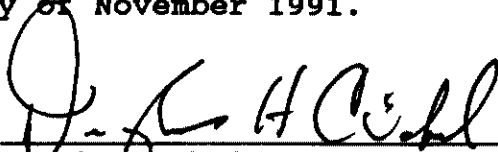
ARTICLE NINE: The name and street address of the incorporator are:

Douglas Gabel
3450 Baldy Mountain Road
Sandpoint, Idaho 83864

ARTICLE TEN: Upon dissolution of the corporation, the members shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of its assets to federal, state, or local government for a public purpose or to

other charitable organizations that qualify as tax exempt organizations pursuant to section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the members shall determine.

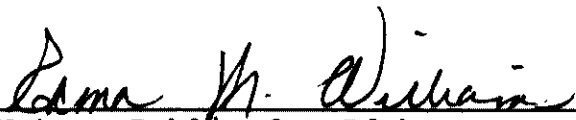
DATED this 4th day of November 1991.



Douglas Gabel

STATE OF IDAHO)
) ss:
County of Kootenai)

On this 4th day of November 1991, before me,
ERMA M. WILLIAMS, a Notary Public, personally
appeared Douglas Gabel, known to me to be the person whose name
is subscribed to the foregoing instrument, and acknowledged to me
that he executed the same.



Notary Public for Idaho
Residing at: Coler d. [unclear]
My Commission Expires: 4/01/97