



## ARTICLES OF AMENDMENT (Non-profit)

To the Secretary of State of the State of Idaho  
Pursuant to Title 30, Chapter 3, Idaho Code, the undersigned  
non-profit corporation amends its articles of incorporation as  
follows:

10 SEP 24 AM 8:43

SECRETARY OF STATE  
STATE OF IDAHO

1. The name of the corporation is:  
Mercy Housing Idaho, Inc

If the corporation has been administratively dissolved and the corporate name is no longer  
available for use, the amendment(s) below must include a change of corporate name.

2. The text of each amendment is as follows:

Article 1 - Section 1: The name of this corporation shall be Mercy Housing Northwest-Idaho, Inc.  
("Corporation").

3. The date of adoption of the amendment(s) was: 9/7/10

4. Manner of adoption (check one):

- ☐ Each amendment consists exclusively of matters which do not require member approval pursuant to  
section 30-3-90, Idaho Code, and was, therefore, adopted by the board of directors. (Please fill spaces below)
- a. The number of directors entitled to vote was: \_\_\_\_\_
- b. The number of directors that voted for each amendment was: \_\_\_\_\_
- c. The number of directors that voted against each amendment was: \_\_\_\_\_

- ☒ The amendment consists of matters other than those described in section 30-3-90, Idaho Code, and was,  
therefore adopted by the members. (Please fill spaces below)

a. The number of members entitled to vote  
was: 4

b. The number of members that voted for each  
amendment was: 4

c. The number of members that voted against  
each amendment was: 0

Dated: 9/20/10

Signature: Patricia O'Roark

Typed Name: Patricia O'Roark

Capacity: Secretary

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

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Revised 10/2003

IDAHO SECRETARY OF STATE  
09/24/2010 05:00  
CK: 75257 CT: 62987 BH: 1240260  
1 @ 30.00 = 30.00 NON PROF A # 2  
1 @ 20.00 = 20.00 NON EXPEDI # 3

Web Form

C100532

**AMENDED  
ARTICLES OF INCORPORATION  
OF  
MERCY HOUSING IDAHO, INC.**

The undersigned, pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), hereby adopt these revised and restated Articles of Incorporation which have been duly approved by the Board of Directors and the Member. These revised and restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

**PREAMBLE**

The following Articles of Incorporation of Mercy Housing Idaho, Inc. have been revised and restated to include the following changes.

1. Article I Name; Office; Agent:  
Section 1. The name of this corporation has been changed.  
Section 2. The address of the registered office and the name of the registered agent have been changed.

**ARTICLE I  
NAME; OFFICE; AGENT**

Section 1. The name of this corporation shall be Mercy Housing Northwest-Idaho, Inc. ("Corporation").

Section 2. The address of the registered office of this Corporation is 12550 W. Explorer Drive, Suite 100, Boise, Idaho, Nampa, Idaho 83713, and the name of the Corporation's registered agent at such address is Corporation Service Company.

**ARTICLE II  
NONPROFIT STATUS**

This Corporation is a nonprofit corporation.

**ARTICLE III  
PERIOD OF EXISTENCE**

This Corporation shall have perpetual existence.

## **ARTICLE IV**

### **PURPOSES**

Section 1. The Corporation is organized for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, exclusively to:

- (a) Provide low income and homeless persons, potentially homeless persons or otherwise disadvantaged persons with housing facilities and educational and supportive services; and,
- (b) Contribute to the fulfillment of the purposes of Mercy Housing, Inc., a Nebraska nonprofit corporation, which is exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986.

This Corporation shall be operated exclusively for educational and charitable purposes and in a manner which is consistent with and supportive of the Mission and philosophy of the Sponsor.

Section 2. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 3. No substantial part of the activities of this Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this Corporation shall not participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **ARTICLE V**

### **POWERS**

Section 1. This Corporation, in order to carry out its purposes, shall have the power to do any and all things as fully and to the same extent as natural persons could do, and this Corporation shall have such powers as may be necessary or incidental to the attainment of the purposes of this Corporation as set forth in Article III hereof.

Section 2. The enumeration of the powers hereinabove shall not be deemed a renunciation of any of the powers conferred in the Act for nonprofit corporations,

charitable societies or religious associations, but rather all such powers shall be deemed fully vested in this Corporation as though hereinabove specifically enumerated.

## **ARTICLE VI** **MEMBERSHIP**

This Corporation shall have only one member who is entitled to vote on matters relating to this Corporation and that member shall be Mercy Housing, Inc., hereinafter "Member," a Nebraska nonprofit corporation. The powers, duties and rights reserved to the Member shall be identified in the Corporation's Bylaws.

## **ARTICLE VII** **BOARD OF DIRECTORS**

Section 1. The affairs of this Corporation shall be managed by a Board of Directors.

Section 2. The number, qualifications, term, method of acting and method of appointment and removal of the Board of Directors shall be set forth in the Bylaws of this Corporation.

Section 3. Removal of Directors. Any Director may be removed either with or without cause at any time by action of the Corporate Member.

## **ARTICLE VIII** **DISSOLUTION**

In the event that this Corporation shall be dissolved or wound up at any time, then all of the properties, monies, and assets of this Corporation remaining after provision has been made for payment of its known debts and liabilities as provided by law, shall be transferred exclusively to and become the property of Mercy Housing, Inc., or other entity that is designated by Mercy Housing, Inc. and that is an exempt organization under Section 501(c) (3) of the Internal Revenue Code. In the event that Mercy Housing Inc. no longer exists, such properties, monies, and assets of this Corporation shall be transferred exclusively to and become the property of such non profit funds, foundations or corporations, organized and operated exclusively for charitable or educational purposes, as are selected and designated by the Board of Trustees of the Member of this Corporation; provided, however, that any such funds, foundations and/or corporations shall qualify as an exempt organization or organization under Section 501(c)(3) of the Internal Revenue Code of the United States as that Section exists or may subsequently be amended; provided further, however, that prior to taking any action to permit or cause the voluntary or involuntary dissolution of this Corporation, the Board of Directors shall obtain all approvals required of the Member.

**ARTICLE IX**  
**REVISION OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended upon receiving the affirmative vote of two thirds (2/3rds) of the Directors in office and the approval of the Member.

IN WITNESS THEREOF, the undersigned have executed these Articles of Incorporation on this 7<sup>th</sup> day of September 2010.

Bill Rumpf  
Bill Rumpf, President

Patricia O'Roark  
Patricia O'Roark, Secretary

Approved by Mercy Housing, Inc. as Member

Lillian Murphy  
Sr. Lillian Murphy, CEO

9-7-2010  
Date