

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

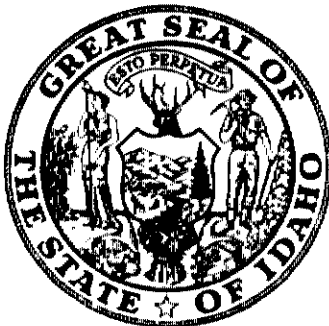
MERCY TWIN FALLS, INC.

File number C 115762

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 MERCY TWIN FALLS, 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 17, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sikel*

ARTICLES OF INCORPORATION
OF
MERCY TWIN FALLS, INC.

The undersigned, in order to form a nonprofit corporation pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), hereby adopt these Articles of Incorporation.

ARTICLE I
NAME; OFFICE; AGENT

Section 1. The name of this Corporation shall be Mercy Twin Falls, Inc.

Section 2. The address of the registered office of this Corporation is 1512 12th Avenue Road, Nampa, ID, 83651, and the name of the Corporation's registered agent at such address is Christina Martell.

ARTICLE II
PERIOD OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III
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 its 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 IV 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 V MEMBERSHIP

This Corporation shall have only one member and that member shall be Mercy Housing Idaho, Inc., hereinafter "Member," an Idaho nonprofit corporation. The powers, duties and rights reserved to the Member shall be identified in the Corporation's Bylaws.

ARTICLE VI BOARD OF DIRECTORS

Section 1. The business and affairs of this Corporation shall be managed by a Board of Directors, two-thirds of whom shall be appointed by the Member and one-third of whom shall be appointed by the Resident Council of Mercy Twin Falls.

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. The initial Board of Directors shall consist of three Directors, whose names and addresses are as follows:

Sr. Lillian Murphy, RSM

1512 12th Avenue Road

Nampa, ID, 83651

Geraldine M. Hoyler, CSC

1512 12th Avenue Road
Nampa, ID 83651

Christina Martell

1512 12th Avenue Road
Nampa, ID 83651

ARTICLE VII
DISSOLUTION

Upon dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article III (a) hereof, other than for religious purposes, all of the foregoing within the meaning of 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 shall be distributed to the Secretary of Housing and Urban Development exclusively for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII
REVISION OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended upon receiving the affirmative vote of two-thirds of the directors in office and the approval of the Member. So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development or the Use Agreement remains in effect, these Articles may not be amended without the prior written approval of the said Secretary.

ARTICLE IX
NAMES AND ADDRESSES OF INCORPORATORS

The names and addresses of the incorporators of this Corporation are:

Sr. Lillian Murphy, RSM

1512 12th Avenue Road
Nampa, ID 83651

Christina Martell

1512 12th Avenue Road
Nampa, ID 83651

IN WITNESS THEREOF, the undersigned have executed these Articles of Incorporation on this 10th day of July, 1996.

Lillian Murphy
Sr. Lillian Murphy, RSM

Christina Martell
Christina Martell

APPROVED BY MERCY HOUSING IDAHO, INC.

By Christina Martell
President

Dated 7/15/96

APPROVED BY MERCY HOUSING, INC.

By Lillian Murphy
President/CEO

Dated 7/10/96