

FILED EFFECTIVE

2006 JAN -6 AM 8:14

SECRETARY OF STATE
STATE OF IDAHO

**CERTIFICATE OF INCORPORATION
OF
FAMILY PROMISE OF NORTH IDAHO, INC.**

In compliance with the requirements of the "Idaho Non-Profit Corporation Act", Idaho Code 30-3-1, et seq., the undersigned, being over the age of eighteen years, in order to form a corporation for non-profit the do hereby certify as follows:

FIRST: The name of the corporation is FAMILY PROMISE OF NORTH IDAHO, INC.

SECOND: This corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code of 1986, (or the corresponding provisions of any future United States Internal Revenue Code), including, for such purposes, to develop and provide services and facilities for homeless and low-income persons of the North Idaho area, including but not limited to providing food, clothing shelter and low-cost housing.

No part of the net earnings of the corporation shall inure to benefit of any trustee or officer of the corporation, or private individual or person (except that reasonable compensation may be paid for services rendered to or for the corporation with respect to one or more of its purposes), and no trustee or officer of the corporation, or private individual or person, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on propaganda or otherwise attempting to influence legislation, or participation in or intervening in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to any candidate for public office. In any event, the corporation shall not carry on any other activities whatsoever 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 of 1986 or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the said Code (or the corresponding provision of any future United States Internal Revenue Law).

THIRD: Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any 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 organization is then located, exclusively for such purpose.

IDAHO SECRETARY OF STATE
01/06/2006 05:00
CK: 3365 CT: 86453 BH: 930558
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1. CERTIFICATE OF INCORPORATION

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FOURTH: The corporation shall be located in the state of Idaho and its activities shall be conducted herein.

FIFTH: There shall be no members.

SIXTH: There shall be not less than three nor more than eighteen / ^{directors} who shall be elected as set forth in the Bylaws of the corporation. The number of ^{directors} elected for the first year of the existence of the corporation shall be (3). And the names and address of the said ^{directors} are as follows: See Exhibit "A" attached hereto.

SEVENTH: The corporation shall indemnify any person who is or was a trustee, officer, employee or agent to the full extent permitted by law.

EIGHTH: The name and post office address of the resident agent of the corporation upon whom process on corporation may be served is:

Earl R. Kendle
1597 E. Cromwell Dr.
Coeur d'Alene, ID 83814

NINTH: Names and addresses of the Incorporators are as follows:

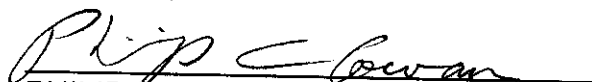
Gary Edwards
4580 Weatherby
Post Falls, ID 83854


Phillip Cowan
2305 N. Walnut
Post Falls, ID 83854

Earl Kendle
1597 E. Cromwell Dr.
Coeurd'Alene, ID 83814

IN WITNESS WHEREOF, we have hereunto set our hand and seal this 8th day of December, 2005.


GARY EDWARDS


PHILIP COWAN


EARL KENDLE

2. **CERTIFICATE OF INCORPORATION**

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EXHIBIT "A"

The three Directors names and addresses are:

Gary Edwards
4580 Weatherby
Post Falls ID 83854

Phillip Cowan
2305 N. Walnut
Post Falls ID 83854

Earl Kendle
1597 E. Cromwell Dr.
Coeur d Alene ID 83814