



Department of State.

**CERTIFICATE OF AMENDMENT
OF**

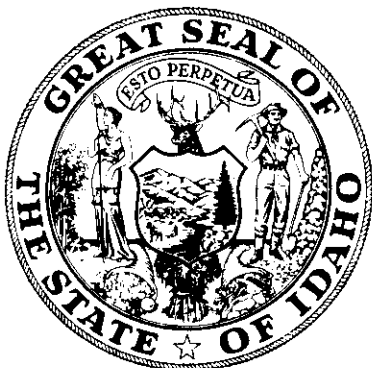
NAMPA HOUSING FINANCE CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____
NAMPA HOUSING FINANCE CORPORATION

duly signed and verified 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
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles
of Amendment.

Dated September 26th, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

RECEIVED

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ARTICLES OF INCORPORATION

OF

SECRETARY OF
STATE

NAMPA HOUSING FINANCE CORPORATION

A NON-PROFIT CORPORATION

The undersigned citizens of the United States of America, residents of the State of Idaho desire to, and hereby do, associate themselves together for the establishment of a corporation for general charitable and eleemosynary purposes as follows:

1. The name of the corporation shall be:

"NAMPA HOUSING FINANCE CORPORATION".

2. This is a non-profit corporation organized solely for general charitable and eleemosynary purposes. The specific and primary purpose for which the non-profit corporation is formed is to provide financing for the acquisition, construction, rehabilitation, remodeling and equipping of rental housing units for persons of low income, together with related facilities and improvements as are necessary or convenient or incidental to their use.

3. The initial registered office of this non-profit corporation is 1703 3rd Street North, Nampa, Idaho, 83651, and its initial registered agent at such street address is Cliff Hahlbeck.

4. The duration of this corporation shall be perpetual.

5. There shall be five (5) directors governing said non-profit corporation who shall constitute the corporation.

The directors shall be eligible for reappointment. The initial board of directors, who shall serve until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
William Wilkins	1815 3rd Street South Nampa, Idaho 83651
Leon Stevenson	919 Central State Nampa, Idaho 83651
Raymond Veloz	1314 Camelot Drive Nampa, Idaho 83651
Lucille McShane	Middleton Road Route 1, Box 1249A Nampa, Idaho 83651
Cliff Hahlbeck	1708 3rd Street North Nampa, Idaho 83651

6. The name and street address of the incorporator of this corporation is William C. Roden, 555 West Bannock Street, Boise, Idaho 83702.

7. This non-profit corporation shall have the following powers in accordance with the Idaho Code Section 30-307, which it may exercise in full measure without the necessity of obtaining any order of the Court for authorization, approval or confirmation:

- a) To receive, acquire, hold, manage, administer and expend property and funds for the general and specific purposes of the corporation.
- b) To take property by will, gift or otherwise for the general and specific purposes of the corporation; but if the donor shall specify the use of the property, it shall be used for that purpose only.
- c) To hold, in its name and right, real and personal property of every nature and description without limitation as to extent, character or amount and with all the powers of control, management, investment, change and disposal incident to the absolute ownership of property or funds by a private person, subject only to the terms of any particular trusts.
- d) To borrow money, either upon or without security, giving such promissory notes or other evidences of indebtedness and such pledges, mortgages or other instruments of hypothecation as it may be advised.
- e) To appoint and pay officers and agents to conduct and administer the affairs of the corporation, but no member of the board of trustees shall receive any compensation.
- f) To adopt bylaws prescribing the duties of the offices and agents of the corporation, the details of the organization, the time and manner of its meetings, and any and all details incident to its organization and the efficient conduct and management of its affairs.
- g) To do any and all things which a natural person might do necessary and desirable for the general purpose for which the corporation is organized.
- h) To enter into any and all agreements with the United States Department of Housing and Urban Development ("HUD") and any agencies, authorities or instrumentalities thereof, to carry out the provisions of the United States Housing Act of 1937, as amended, ("U.S. HOUSING ACT").

8. This non-profit corporation shall never engage in any business or activity other than that necessary or convenient for or incidental to the carrying out of the specific and primary purposes set forth in paragraph 2 hereof, and the exercise of the rights, powers and privileges of this non-profit corporation conferred by these Articles of Incorporation and the Idaho Non-profit Corporation Act shall be subject to the following limitations:

a) The activities of this non-profit corporation shall be limited to assisting in carrying out low income housing projects (as defined in the U. S. Housing Act) which qualify for housing assistance payments under Section 8 of the U. S. Housing Act.

b) No such project or the borrowing or lending of funds therefor shall be undertaken by this non-profit corporation unless and until the project and the borrowing, lending or expenditure of funds shall be approved by the Nampa Housing Authority and HUD.

c) No evidence of indebtedness of this non-profit corporation shall be issued to finance the cost of any project unless and until the issuance of such evidence of indebtedness shall have been approved, not more than sixty (60) days prior to the date of such issuance, by the Nampa Housing Authority and HUD.

d) Neither these Articles of Incorporation nor the bylaws may be amended without the approval of the Nampa Housing Authority and HUD.

9. This non-profit corporation is organized pursuant to the Idaho Non-profit Corporation Act. This non-profit corporation is not organized for profit and no part of the net earnings, if any, of this non-profit corporation, either during its existence or upon its dissolution, shall ever inure to the benefit of any individual, or any director, officer

or member thereof and the property of this non-profit corporation is irrevocably dedicated to low income housing purposes. No part of the activities of this non-profit corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall it participate in, or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office. The property, assets, profits and net revenues of this non-profit corporation are irrevocably dedicated to the Nampa Housing Authority; provided, however, that until an indebtedness of this non-profit corporation shall have been paid, such property and assets may be pledged as security for such indebtedness and such net revenues may be used for the purpose of paying or calling for redemption of any bonds, debentures, notes or other evidences of such indebtedness. Upon the dissolution, liquidation or winding up of this non-profit corporation, the assets remaining after payment of or provision for all debts or liabilities of this non-profit corporation shall be distributed to and shall vest in the Nampa Housing Authority.

10. The board of directors shall have the right to exercise all of the powers of the corporation, including the right to delegate to its officers and agents the performance of duties and the exercise of powers as said board of directors may deem necessary or advisable. The matter of controlling,

managing, investing and disposing of the property of the corporation for the purpose of earning an income therefrom, may, at the option of the board of directors, be exclusively vested in a finance committee consisting of not fewer than three (3) members of the board of directors and who shall be designated or appointed in accordance with the bylaws, rules or regulations adopted by the board of directors.

The board of directors shall further have the option and authority to designate the controlling, managing, investing and disposing of the property of the corporation for the purpose of earning an income therefrom, in whole or in part, to one (1) or more trust companies or banks duly authorized to conduct a trust or banking business in the State of Idaho.

IN WITNESS WHEREOF, the undersigned has placed his hand this 26th day of September, 1980.

William C. Roden

STATE OF IDAHO)
 : SS.
County of Ada)

On this 26th day of September, 1980, personally appeared before me, a notary public, William C. Roden, who acknowledged to me that he is a citizen of the United States of America, resident of the State of Idaho, and that he executed the foregoing document this date and in my present.

Shirley Hart
Notary Public for Idaho
Residing at: Boise, Idaho