



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

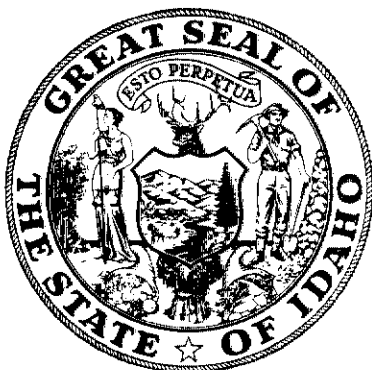
POST FALLS RHF HOUSING, INC.

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 POST FALLS RHF
HOUSING, 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 September 18, 19 87.



Pete T. Cenarrusa

SECRETARY OF STATE

Sandra M. Hawkes
Corporation Clerk

**ARTICLES OF INCORPORATION
OF
POST FALLS RHF HOUSING, INC.**

SEP 18 4 46 PM '81
SECRETARY OF STATE

ARTICLE I

The name of this corporation is Post Falls RHF Housing, Inc.

ARTICLE II

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. The duration of this corporation is perpetual. It is organized under the Idaho Nonprofit Corporation Act for charitable purposes. The charitable and public purposes for which the corporation is organized include, but are not limited to, the following:

To provide elderly and/or handicapped persons with housing facilities and services specially designed to meet their physical, social, and psychological needs and to promote their health, security, happiness, and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis pursuant to Section 202 of the National Housing Act of 1959, as amended.

ARTICLE III

The name and address in this state of the Corporation's initial agent for service of process are Fredric V. Shoemaker, 815 West Washington Street, Boise, ID 83702.

ARTICLE IV

(a) The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall inure to the benefit of any director, officer, or member of this corporation, or to the benefit of any private person.

(b) Upon the winding up and dissolution of this corporation, the corporations' property shall not be conveyed to any organization created or operated for profit or to any individual for less than fair market value of such property. After paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation or a corporation other than one created for religious purposes, and which has established and maintained its tax exempt status under Section 501(c)(3) of the Internal Revenue Code provided, however, that the corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development.

(c) No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

(d) This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the 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 by a corporation (i) exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE V

(a) The authorized number and qualifications of members of the corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of each class of membership, and the liability of each or all classes to dues or assessments and the method of collection thereof, shall be prescribed and set forth in the by-laws of the corporation. At any time there are members of the corporation having voting rights, the by-laws of the corporation may not be amended, repealed or added to, nor may new by-laws be adopted for the corporation, except by the unanimous affirmative vote or unanimous written consent of the members.

(b) The number of directors of this corporation shall be provided in the By-Laws and shall be elected by the members of the corporation. The directors shall serve without compensation.

(c) The names and addresses of the initial incorporators and directors of the Corporation are:

William E. Rader	Aaron Herrington	Ernest F. Frank
401 East Ocean Blvd.	401 East Ocean Blvd.	401 East Ocean Blvd.
Suite 300	Suite 300	Suite 300
Long Beach, CA 90802	Long Beach, CA 90802	Long Beach, CA 90802

ARTICLE VI

So long as a mortgage on the corporation's property is insured or held by the Secretary of the Department of Housing and Urban Development, his successors in interest or assigns (hereafter called "Secretary") the corporation shall be:

(a) Empowered (i) to enter into and execute a Regulatory Agreement with the Secretary, and any other instrument or undertaking that may be required by the Secretary to enable the corporation to secure the benefits of financing under the provisions of Section 202 of the National Housing Act of 1959, as amended; (ii) if permitted by law, to convey the mortgaged property of the Secretary in lieu of foreclosure should a default exist under a mortgage insured or held by the Secretary.

(b) Limited, without the written consent of the Secretary, the corporation shall not (i) pay compensation to its directors, or (ii) amend these Articles.

IN WITNESS WHEREOF, the undersigned, being the persons hereinabove named as the first directors, have executed these Articles of Incorporation this 15th day of September, 1987.

Ernest J. Drank
William E. Bader
Sam H. Hanger

WE HEREBY CERTIFY that we are the persons who executed the foregoing Articles of Incorporation, which execution is our act and deed.

Ernest J. Drank
William E. Bader
Sam H. Hanger