

**Articles of Incorporation of
Habitat for Humanity of
Idaho, Inc.**

This corporation is organized as a nonprofit corporation under the Idaho Nonprofit Corporation Code and as a tax-exempt support organization under Sections 501(c)(3) and 509(a)(3) of the Internal Revenue Code.

TWO RECENT STATE

1. The name of the corporation is Habitat for Humanity of Idaho, Inc.

2. This corporation is a public benefit corporation.

3. The corporation shall have perpetual duration and succession in its corporate name.

4. The corporation shall have no members.

5. The purposes for which the corporation is organized are as follows:

- To witness to and implement the Gospel of Jesus Christ in Idaho and throughout the United States and the world by supporting and benefiting the work of affiliate projects of Habitat for Humanity International, Inc., which affiliate projects are working with economically disadvantaged people to help them to create a better human habitat in which to live and work;
- To communicate the Gospel of Jesus Christ by means of the spoken and written word;
- To receive, maintain, and accept as assets of the corporation, any property, whether real, personal, or mixed, by way of gift, bequest, devise, or purchase from any person, firm, trust, or corporation, to be held, administered, and disposed of exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, and in accordance with and pursuant to the provisions of these articles of incorporation; but no gift, bequest, devise, or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than a "charitable organization" or for any purposes other than "charitable purposes" which would jeopardize the status of the corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended; and
- To support and benefit solely Habitat for Humanity International, Inc., and the affiliate projects of Habitat for Humanity International, Inc., now existing or hereafter established in Idaho (the "Affiliates") by seeking gifts, grants, and support which shall be held, administered, and disposed of to support and benefit the Affiliates or Habitat for Humanity International, Inc.
- To exclusively promote and carry on any other religious, charitable, or educational purposes and activities for which corporations may be organized and operated under the relevant provisions of the Internal Revenue Code, as amended, and under the Idaho Nonprofit Corporation Code.

6. Except as hereinafter provided, the corporation shall have all powers necessary or convenient to carry out its purposes, including the powers now or hereafter enumerated in the Idaho Nonprofit Corporation Code.

7. The powers and activities of the corporation shall be limited as follows:

- (a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any of its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles of incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.
- (b) Anything contained in these articles of incorporation to the contrary notwithstanding, the corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; or, (iii) a corporation organized and existing under the Idaho Nonprofit Corporation Code.
- (c) The corporation shall be operated, supervised, or controlled by the Affiliates and Habitat for Humanity International, Inc., and shall distribute its net earnings to the Affiliates or Habitat for Humanity International, Inc., in such manner as the corporation may prescribe.

8. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private person. In the event of the dissolution and liquidation of this corporation, to the extent allowed or permitted under applicable laws, the property and assets of the corporation shall be, as determined by the board of directors, distributed to or sold and the proceeds of such sales distributed to: (i) Habitat for Humanity International, Inc., a Georgia Nonprofit Corporation and a corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, as amended; (ii) the Affiliates; or, (iii) any other organization(s) organized and operating for the same purposes for which the corporation is organized and operating or any organization(s), foundation(s), fund(s), or corporation(s) organized and operating exclusively for religious, charitable, scientific, educational, or other purposes permitted by Section 501(c)(3) of the Internal Revenue Code, as amended, all of which such organizations, foundations, funds, or corporations shall be exempt under Section 501(c)(3) of the Internal Revenue Code, as amended. In the event that any assets are not disposed of in accordance with the provisions of these articles of incorporation or that the corporation shall fail to act within a reasonable time in the manner provided in these articles of incorporation, the Court of Ada County shall, upon application of one or more persons having a real interest in the corporation or its assets, make such distribution(s) as provided in these articles of incorporation.

9. The number of directors of the corporation and the method of their election shall be as provided in the bylaws. The number of directors constituting the initial board of directors shall be four and the names and addresses of the persons who shall serve as directors until their successors shall be elected and qualified are as follows:

Name	Address
Verne Blalack	Box 88, Cataldo, ID 83810
Jack Dunaway	3535 18 th Street, Lewiston, ID 83501
Eula Hickam	10290 N. Fir Lane, Hayden Lake, ID 83835
Jordon Kanikkeberg	Rt. 1, Box 81, Genese, ID 83832

10. The street address of the corporation's initial registered office is 704 S. Latah St., City of Boise, Ada County, ID 83705; and the name of its initial registered agent at that office is Micheal B. Westover.

11. The name and address of the incorporator is Verne Blalack, Box 88, Cataldo, ID 83810, (232 Cataldo Drive).

12. Directors of the corporation shall not personally be liable to the corporation [or members of the corporation] for monetary damages for each of any duties to the corporation [and its members], except to the extent that such liability arises: (a) for any breach of the director's duty of loyalty to the corporation or its members; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) for any transaction from which a director derived an improper personal economic benefit; or, (d) under sections 8.31-8.33 of the Idaho Nonprofit Corporation Code.

In testimony whereof, we have hereunto set our hands this 15th day
of January, 1999

Verne Blalack
Verne Blalack, Incorporator

Jack Dunaway
Jack Dunaway, Initial Director

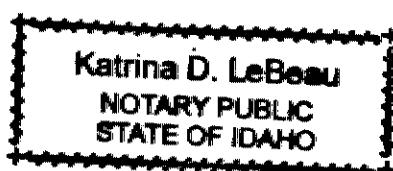
Eula Hickam
Eula Hickam, Initial Director

Jordon Kanikkeberg
Jordon Kanikkeberg, Initial Director

State of Idaho

County of Latah

Subscribed and sworn to before me this 15th day of January, 1999, by
official identification.



Katrina D. LeBeau
Notary Public
May 11, 2004
My commission expires