

State of Idaho

Department of State

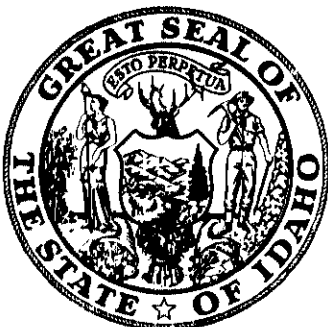
CERTIFICATE OF INCORPORATION OF

MCKINLEY MANOR, INC., A NONPROFIT CORPORATION

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 MCKINLEY MANOR, INC., A NONPROFIT CORPORATION 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: March 21, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By

A handwritten signature, likely of the Secretary of State, is written over a horizontal line. The signature is in cursive and appears to be "Pete T. Cenarrusa".

RECEIVED
SEC. OF STATE

ARTICLES OF INCORPORATION
OF
MCKINLEY MANOR, INC.
A NONPROFIT CORPORATION

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KNOW ALL MEN BY THESE PRESENTS, That the undersigned, acting as incorporators of a nonprofit corporation under the Idaho Nonprofit Corporation Act, and under the provisions of Section 501(c)(3) of the United States Internal Revenue Code of 1954, as amended, adopt the following Articles of Incorporation for such corporation:

I. NAME

The name of said corporation shall be "McKinley Manor, Inc., a Nonprofit Corporation."

II. NONPROFIT PURPOSE

The duration of the corporation shall be perpetual. The nonprofit corporation herein organized shall not be organized for pecuniary gain, and shall not have the power to issue certificates of stock or declare dividends. No part of the assets, income, or net earnings of the corporation shall inure to the benefit of, or distributable to, or shall dividends be paid to any member, director, or any other person. Provided, however, the corporation shall have the power to pay reasonable compensation for services rendered, and to make payments and distributions in accordance with the corporate purposes set forth herein.

III. REGISTERED OFFICE

The initial registered office of the corporation shall be at 711 N. Sixth, Pocatello, Idaho, and the name of its initial registered agent at such address is Don Thompson.

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IV. MEMBERS

The corporation consists of members, rather than shareholders. The rights and interests of each member of the corporation shall be equal and no member shall have or acquire a greater interest in the corporation than any other member.

The members and qualification of members shall be controlled by the By-Laws of the corporation. The initial members of this corporation shall be the members of the Board of Directors of the Housing Authority of the City of Pocatello at the time of formation of this corporation.

V. GENERAL PURPOSE

The general purpose of the corporation is to make available and maintain in the Pocatello, Idaho, area reasonable and affordable housing, and to own and otherwise manage housing units to achieve the goal of providing reasonable and affordable housing to the largest available number of residents, all on a nonprofit basis to the corporation and its members.

To provide for the charitable, educational and/or scientific distribution of information and related material to the public at large, as well as to those organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code.

VI. LIMITATIONS

At all times, notwithstanding any provisions hereof or any change of the Corporation by name, merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation, voluntary or involuntary or by operation of law:

A. The Corporation shall not possess or exercise any power of authority either expressly, by interpretation, or by operation of law that will prevent it from at any time qualifying as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954 as amended (hereinafter referred to as "the Code"), contributions to which are deductible for federal income tax purposes; nor shall it engage directly or indirectly in any activity which would cause the loss of such qualifications.

B. No part of the assets or net earnings of the Corporation shall be used, nor shall the Corporation ever be organized or operated, for the purposes that are not exclusively charitable, scientific, or educational within the meaning of Section 501(c)(3) of the Code.

C. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

D. No part of the activities of the Corporation shall consist of engaging in propaganda or otherwise attempting to influence legislation as these prohibited activities are defined by law; nor shall it participate or intervene in any manner, or to any extent, in any political campaign on behalf of any candidate for public office, whether by publishing or distributing statements or otherwise.

E. At no time shall the Corporation engage in any activities which are unlawful under the laws of the United States of America, the State of Idaho, or any other jurisdiction where its activities are carried on; nor shall it engage in any transaction defined at the as "prohibited" under Section 503 of the Code.

F. No part of the assets or net earnings, current or accumulated, of the Corporation shall inure to the benefit of, or be distributed to, its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and/or a reasonable allowance for authorized expenditures incurred on behalf of the Corporation and to make payments and distributions in furtherance of the purpose set forth in Article IV.

G. No loan shall be made by the Corporation to any members, directors, or officers of the Corporation or to any other private persons.

H. No solicitation of contributions to the Corporation shall be made and no gift, bequest or devise to the Corporation shall be accepted, upon any condition or limitations which, in the opinion of the Corporation, may cause

the Corporation to lose its federal income tax exemption.

VII. DISTRIBUTION ON DISSOLUTION

In the event of the dissolution of the Corporation or the winding up of its affairs, the Corporation's property shall not be conveyed or distributed to any individual or organization created or operated for profit, but shall be conveyed or distributed only to an organization or to organizations created and operated for non-profit purposes similar to those for the Corporation, in such a manner as the Board of Directors shall determine. Any property not so distributed upon the dissolution of the Corporation shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

VIII. BOARD OF DIRECTORS

All corporate powers shall be exercised by, and the business and the affairs of the corporation, shall be managed under the direction of a Board of Directors consisting of seven (7), but no less than five (5) Directors. The qualifications, the term of office, manner of electing directors, the number of directors to be elected, the time, place and manner of calling meetings, and the powers and duties of the directors shall be prescribed by the By-laws. The names and office addresses of the persons who are to serve as directors until the first annual meeting of the members or until their successors are elected and qualified are:

NAME

ADDRESS

Idaho Purce

711 N. Sixth, Pocatello, ID 83201

Greg Maag

711 N. Sixth, Pocatello, ID 83201

John Korbis

711 N. Sixth, Pocatello, ID 83201

Elmer Martinez

711 N. Sixth, Pocatello, ID 83201

Huldah Bell

711 N. Sixth, Pocatello, ID 83201

IX. PURPOSES

The purposes for which said corporation is organized are as follows:

A. To carry on the business and activities of operating for all purposes housing projects in a nonprofit manner, and all related activities.

B. To purchase, own, and sell all types of business equipment, business machines and personal property and to hypothecate same; to deal in, lease and broker leases of all types of business equipment and personal property.

C. To buy, own, sell, hypothecate, and to have the power to do each and every thing necessary to deal in real property.

D. To acquire and take over as a going concern and thereafter to carry on the business of any person, firm or corporation engaged in any business which this corporation is authorized to conduct and in connection therewith, to acquire the good will and all or any of the assets and to conduct or otherwise provide for all or any of such businesses.

E. To borrow money for its corporate purposes and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time for the purchase of property for any purpose in or about the business of the corporation, and if deemed proper, to secure the payment of any such obligations by mortgage, pledge, deed of trust, or otherwise.

F. To enter into, make, perform and carry out contracts of every sort and kind which may be necessary and convenient for the business of the corporation with any person, firm, corporation, association, body politic, state or other form of government so far as and to the same extent that the same may be done and performed by corporations organized under the laws of the State of Idaho.

G. To buy, sell, discount and deal in all types of securities, whether negotiable or otherwise, including, but not limited to, bills of exchange, notes, bonds, debentures, warrants and corporate stock; to give or receive security therefor by mortgage, pledge, or in any other fashion authorized by law.

H. To have the power to transact any or all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act.

I. To do all acts and things necessary to carry out the purposes and intent expressed in the above provisions, and each and every necessary, suitable or advisable act or thing for the accomplishment thereof.

X. BY-LAWS

The power to repeal and amend the By-laws and adopt new By-laws is hereby conferred upon the directors, to be exercised by such vote of the directors; provided, however, not less than a majority thereof as may be fixed by the By-laws. The Board of Directors shall have no power to distribute to itself or members, any capital surplus of the corporation or a portion of its assets in cash or in property.

XI. INCORPORATORS

The names and addresses of each of the incorporators are as follows:

NAME

ADDRESS

Elmer Martinez

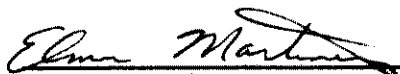
711 N. Sixth, Pocatello, ID 83201


Idaho Purce

711 N. Sixth, Pocatello, ID 83201

IN WITNESS WHEREOF, We have hereunto set our hands this 14 day of

March, 1994.


Elmer Martinez


Idaho Purce

WITNESS:

