

State of Idaho

Department of State

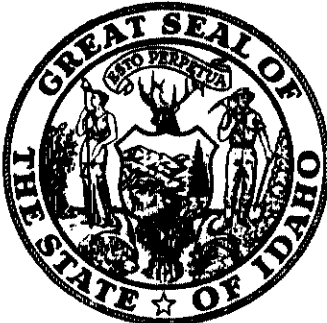
CERTIFICATE OF INCORPORATION OF

SYRINGA PLAZA, 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 SYRINGA PLAZA, 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: December 10, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION

OF

SYRINGA PLAZA, INC.

DEC 10 6 07 AM '93
SECRETARY OF STATE

This is to certify that we, the undersigned, all being of full legal age and citizens of the United States, do hereby associate ourselves for the purpose of forming a not-for-profit corporation pursuant to the provision of the Nonprofit Corporation Law of the State of Idaho, and do hereby adopt the following Articles of Incorporation:

Articles of Incorporation

ARTICLE ONE

- a. The name of the Corporation is Syringa Plaza, Inc., hereinafter referred to as "the Corporation".
- b. The existence of the Corporation will be perpetual.
- c. The Principal Office of the Corporation will be located at 1401 Oakley Avenue, in the City of Burley, Idaho 83318.
- d. The current Registered Agent of the Corporation is The Prentice-Hall Corporation System, Inc. whose Post Office address is 877 Main Street in the City of Boise, Idaho 83702-5858.
- e. The Corporation does not have members.

ARTICLE TWO

The purposes for which the Corporation is formed, and business and objects to be carried on and promoted by it, are as follows:

a. This Corporation is irrevocably dedicated to and operated exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or to the Secretary of Housing and Urban Development for the time being exclusively for a public purpose. In pursuance of the foregoing purposes, the Corporation shall have the power to provide older persons and persons with disabilities 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.

b. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

c. The Corporation may engage in any lawful, charitable activity for which corporations may be organized under the Idaho Nonprofit Corporation Law.

ARTICLE THREE

The Corporation is empowered:

a. To buy, own, sell, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the charitable purposes set forth in Article Two hereof, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended.

b. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and secure the same by mortgage, pledge or other lien on the Corporation's property.

c. To do and perform all acts reasonably necessary to accomplish the charitable purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing under Section 202. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.

d. Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article Two (a) hereof, other than for religious purposes, all of the foregoing within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or shall be distributed to the Secretary of Housing and Urban Development exclusively for a public purpose. Any such 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 corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

c. The Corporation shall have the power to indemnify its officers and directors only by insurance.

ARTICLE FOUR

a. The current number of Directors of the Corporation shall be nine (9). The number of Directors shall not number less than seven (7), nor more than fifteen (15), the exact number of which shall be fixed by resolution of the Board of Directors from time to time. The original Directors and the term for which each will serve are set below.

<u>Name</u>	<u>Address (City, State, Zip)</u>	<u>Term</u>
Leman Messley, Pres.	1962 Occidental, Burley, ID 83318	2 years
Susan McCall, Sec.	Rt. 2, Box 468, Rupert, ID 83350	2 years
Harlan Baker	553 Washington, Twin Falls, ID 83301	1 year
Herbert Kerbs	2954 Overland Ave., Burley, ID 83318	3 years
Dean Draper	2436 Hansen, Burley, ID 83318	1 year
Donald D. Vincent, Vice Pres.	1926 Normal Ave., Burley, ID 83318	2 years
Virginia Rogers, Treas.	340 North Miller, Burley, ID 83318	2 years
Arlene Kerbs	2954 Overland Ave., Burley, ID 83318	3 years
Gertrude Webster	RR #2, Box 2276, Paul, ID 83347	1 year

b. The Directors shall serve without compensation.

c. The directors of the Corporation shall, at all times, be limited to individuals who have the approval of the Board of Trustees of the sponsoring organization, The National Benevolent Association of the Christian Church (Disciples of Christ), for a specific term of membership. If the aforesaid approval is withdrawn, then such shall constitute automatic resignation as a Director of the Corporation.

d. The officers of the Corporation as provided by the Bylaws of the Corporation, shall be elected by the Directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The Directors shall elect the regular officers of the Corporation at the annual meeting, for terms of one year. The secretary and treasurer may be one and the same person.

c. The annual meeting shall be held on the first Tuesday in the month of March each year.

ARTICLE FIVE

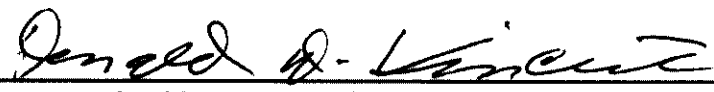
Bylaws of the Corporation may be adopted by the Directors at any regular meeting or any special meeting called for that purpose, so long as said Bylaws are not inconsistent with the provisions of these Articles or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article Two hereof.

ARTICLE SIX

The Articles of the Corporation may be altered or amended by a two-thirds (2/3) vote of the persons on the Board of Directors at a regular meeting or at a special meeting called for that purpose, notice of such proposed alteration or amendment having been given, in writing, to each person on said Board of Directors at least twenty-five (25) days prior to such action. So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development, these Articles may not be amended without the prior written approval of the said Secretary. Also, approval shall be given by the Board of Trustees of the Sponsor prior to amendment of these Articles.

IN WITNESS WHEREOF, we, the undersigned incorporators, declare under penalty of perjury that we have examined the foregoing document and to the best of our knowledge and belief, it is true, correct and complete. Signed by the incorporators this 2 day of December, 1993.


 Name and Address: Leman Messler
 1962 Occidental, Burley, ID 83318

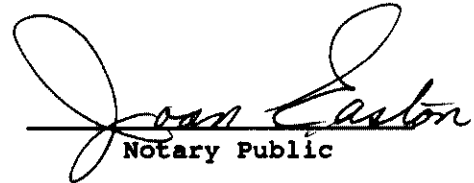

 Name and Address: Donald D. Vincent
 1926 Normal Ave., Burley, ID 83318

VERIFICATION

State of Idaho)
)SS
County of Cassia)

I, the undersigned, a Notary Public, do hereby certify that on the 2 day of November 1993, Leman Messley and Donald D. Vincent personally appeared before me and being first duly sworn by me, severally acknowledged that they signed as their free act and deed the foregoing document in the respective capacities set forth and declared that the statements therein contained are true, to their best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.


Notary Public

(SEAL)

My Commission Expires:
03 12 99