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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
COLUMBIA GARDENS INC

IDAHO SECRETARY OF STATE
 04/18/2001 09:00
 CK: 5915 155889 BH: 391941
 1 0 30.00 INC NONP # 2
 1 0 20.00 EXPEDITE C # 3

C 138574

The undersigned incorporator, for the purpose of forming a nonprofit corporation under and pursuant to the provisions of Title 30, Chapter 3, Idaho Code. The undersigned nonprofit corporation, Articles of Incorporation follows:

ARTICLE I.
GENERAL

- (a) The name of this Corporation is Columbia Gardens Inc.
- (b) The existence of the Corporation will be perpetual.
- (c) The registered address principal office of the Corporation in the State of Idaho and the resident agent shall be located at 921 East Cleveland Blvd, Caldwell, Idaho 83605. The Board of Directors shall have the power to carry on the affairs of the Corporation at such other places as they may from time to time designate.
- (d) The name and address of the registered agent is: C. Fred Cornforth 921 Cleveland Blvd Caldwell, ID. 83605

ARTICLE II.
PURPOSE

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

- (a) This Corporation is organized 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 forgoing purposes, the Corporation shall have the power to provide elderly and physically disabled 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 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 distributed to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay the 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 or 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.

ARTICLE III. POWERS

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 purpose set forth in Article II hereof, but solely in connection with the project assisted under Section 202 of the housing act of 1959, as amended or Section 811 of the National Affordable Housing Act.
- (b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the object of its business, and to 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 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 or Section 811. Such Regulatory Agreement and other instruments and undertaking shall remain binding upon the Corporation, its successors and

Assigns, so long as a mortgage on the Corporations 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 of the organizations created and operated for one or more exempt purposes within the meaning of Article II (a) hereof, other than for religious purposes, all of the forgoing 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, as said court shall determine which are organized and operated for such purposes.

ARTICLE IV.
BOARD OF DIRECTORS

The general management of the affairs of the Corporation shall be vested in the Board of Directors, which shall consist of at least five (5) but no more than ten (10) individuals. The Directors that constitute the Board of Directors as of the date hereof and the addresses and terms of such Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>Term Exp.</u>
<u>Greg Urrytia</u> - President Chair	10525 Perch Rd. Caldwell, ID 83605 U.S. Bank 208.467.2131	7/1/03
<u>Tracie Lloyd</u> - Treasurer	13649 Chisholm Dr. Caldwell, ID 83605 Canyon County Treasurer 208.454.7300	7/1/04
<u>Fred Cornforth</u> - Vice Chair	921 East Cleveland Rd. Caldwell, ID 83605 (I.D.A.H.O.) 208.459.8522	7/1/03
<u>Kellie White</u> -	5211 Lockwood Way Caldwell, ID 83607 208.459.8534	7/1/04

Kim Hall-
Secretary

3114 Iowa #2
Caldwell, ID 83605
City of Nampa
208.465.2307

7/1/03

The number, qualifications, term of office, method of election, powers, authority, and duties of the directors, the time and place of there meetings, and such other provisions with respect to them as are not inconsistent with the express provisions of these Articles and shall be specified in the Bylaws of the Corporation.

Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing signed by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors are present; provided that all directors shall be notified immediately of its text and effective date.

The directors shall serve without compensation.

The directors of the Corporation shall, at all times, be limited to individuals who are either members of Columbia Gardens, or non-members who have the approval of the Board of Directors of the said sponsoring organization. In the event that a director of the Corporation ceases to be a member of Columbia Gardens, or if the foresaid approval is withdrawn, then in either event, such shall constitute resignation as a director of the Corporation.

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.

The annual meeting shall be held approximately the third Monday in January of each year.

ARTICLE V. **MEMBERS**

The Corporation may have one or more of members, as set forth in the Bylaws of the Corporation. The members as of the date hereof are Idaho Development And Housing Organization.

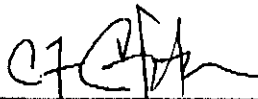
The Corporation may have one or more of members, as set forth in the Bylaws of the Corporation. The members as of the date hereof are Idaho Development And Housing Organization.

**ARTICLE VI.
AMENDMENT**

These Articles of Incorporation may be amended only by a majority of the members. Provided that 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 said Secretary.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of this 10th day of April, 2001.

By _____



C. Fredrick Cornforth
Executive Director
921 Cleveland Blvd.
Caldwell, Idaho 83605

**ARTICLE VII.
DISSOLUTION**

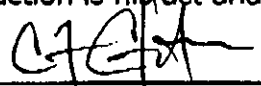
In the event that this Corporation shall be dissolved or wound up at any time, then all of the properties, monies, and assets of this corporation remaining after provision has been made for payment of its known debts and liabilities as provided by law, shall be transferred exclusively to become the property of Community Development, or other entity that is designated by IDAHO and that is an exempt organizations under Section 501 (c)3 of the Internal Revenue Code. In the event that IDAHO no longer exists such properties, monies and assets of this Corporation shall be transferred exclusively to and become the property of such non profit funds, foundations or corporations, organized and operated

exclusively for charitable purposes, however that any such funds, foundations and /or corporations shall qualify as an exempt organization under Section 501 (c)3 of the Internal Revenue Code of the United States as that Section exists or may subsequently be amended; provided further, however that prior to taking any action to permit or cause the voluntary or involuntary dissolution of this Corporation, the Board of Directors shall obtain all approvals required of the Member.

Dated: 4-16-01
Signed: 
C. Fred Cornforth, Incorporator and Executive Director

Declaration

The undersigned declares under penalty of perjury under the laws of the State of Idaho that he is the person who executed the above Articles of Incorporation and that such action is his act and deed on the above date.

Signed: 
Fred Cornforth, Incorporator

Date and effective: APRIL 17, 2001.



C. Fredrick Cornforth
Executive Director