

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

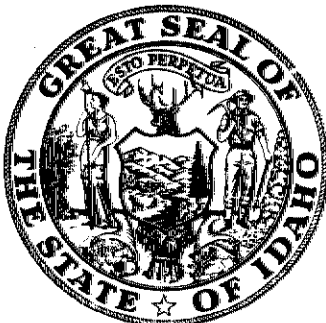
HABITAT FOR HUMANITY OF SOUTH CENTRAL IDAHO, INC.

File number C 118143

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 HABITAT FOR HUMANITY OF SOUTH CENTRAL IDAHO, 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: February 3, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sherry Dalves*

FEB 3 3 57 AM '97
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned incorporator being of the age of eighteen years or more, desiring to organize a corporation under the laws of the State of Idaho, do hereby make, sign and verify these Articles of Incorporation.

ARTICLE I

The name of the corporation shall be **HABITAT FOR HUMANITY OF SOUTH CENTRAL IDAHO, INC.**

ARTICLE II

This corporation shall be a nonprofit corporation, created and existing under the Idaho Nonprofit Corporate Act, Idaho Code § 30-3-1, et seq.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The corporation is organized for the following purposes:

- (A) To witness to and implement the gospel of Jesus Christ in Idaho and throughout the United States and the world by working with economically disadvantaged people to help them to create a better human habitat in which to live and work;
- (B) To cooperate with other charitable organizations, through grants and otherwise, which are working to develop a better human habitat for economically disadvantaged people;
- (C) To communicate the gospel of Jesus Christ by means of the spoken and written word;

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- (D) 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
- (E) 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 Act.

ARTICLE V

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 Act.

ARTICLE VI

The corporation shall have no members.

ARTICLE VII

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 Act.

ARTICLE VIII

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) HFH International, Inc., a GA Nonprofit Corporation and a corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, as amended; or, (ii) 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 provision 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 District Court of the Fifth Judicial District in and for Jerome 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.

ARTICLE IX

The address of the initial registered office of the corporation shall be 525 16th Ave. East, Jerome, Idaho, 83338.

The name of the initial registered agent at such address shall be DIANE HOLLEY.

ARTICLE X

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 two (2) and the names and addresses of the persons who shall serve as directors until their successors shall be elected and qualified as follows:

DIANE HOLLEY	525 16th Ave. East, Jerome, ID 83338
COLLEEN CROZIER	241 West 300 South, Jerome, ID 83338

ARTICLE XI

The name and address of the incorporator are:

DIANE HOLLEY	525 16th Ave. East, Jerome, ID 83338
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ARTICLE XII

Directors of the corporation shall not personally be liable to the corporation [or members of the corporation] for monetary damages for breach of any duties to the corporation, 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; or (c) for any transaction from which a director derived an improper personal economic benefit.

ARTICLE XIII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon members of this corporation are granted subject to this reservation.

DATED this 31 day of January, 1997.

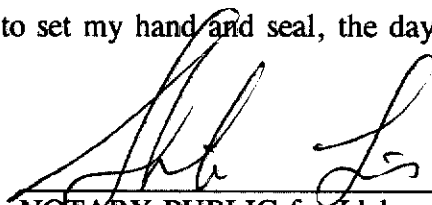

DIANE HOLLEY

"Incorporator"

STATE OF IDAHO)
 ss:
County of Jerome)

On this 31 day of January, 1997, before me, the undersigned, a Notary Public in and for said County and State, personally appeared DIANE HOLLEY, known to me to be the person whose name is subscribed to the within and foregoing instrument, and who acknowledged to me that she executed the same.

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


NOTARY PUBLIC for Idaho
Residing at Jerome, Idaho
Commission Expires: 3/9/01