

# State of Idaho

## Department of State

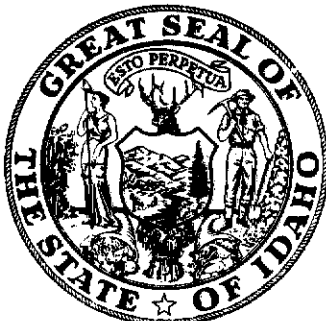
### CERTIFICATE OF AMENDMENT OF

BOISE HOUSING CORPORATION  
File Number C 105963

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of BOISE HOUSING 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: December 5, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Larry J. Clark*

DEC 5 4 56 PM '94

SECRETARY OF STATE

RESTATED ARTICLES OF INCORPORATION

OF

BOISE HOUSING CORPORATION

IDAH0 SECRETARY OF STATE  
19941206 0900 46877 2  
CX #: 83324 CUST# 4643  
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In compliance with the requirements of the law of the Idaho Nonprofit Corporation Act, Idaho Code Section 30-3-1, et seq., the undersigned natural person, being of full age and a resident of the United States, in order to form a nonprofit corporation for the purposes hereinafter stated, does hereby as incorporator, President and member of the Board, here adopt the following Restated Articles of Incorporation and certify:

ARTICLE I

The name of this corporation is BOISE HOUSING CORPORATION, hereinafter called the "Corporation."

ARTICLE II

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. The duration of this Corporation is perpetual. It is organized under the Idaho Nonprofit Corporation Act, Idaho Code 30-3-1, et seq., now existing or as the same may be hereinafter amended.

ARTICLE III

The charitable and public purposes for which this Corporation is organized include, but are not limited to, providing housing, both owner occupied and for rental, to persons and families that would otherwise not qualify or be able to afford such housing

within the City of Boise, Idaho, and to acquire, build, develop, lease and sell housing for such purposes.

#### ARTICLE IV

The name and address in this state of the Corporation's initial agent and service for process is James R. Tomlinson, 242 North Eighth Street, Suite 200, Boise, Idaho 83702.

#### ARTICLE V

(a) The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall inure to the benefit of any director, officer or member of this Corporation, or to the benefit of any private person.

(b) Upon the winding up and dissolution of this Corporation, its assets remaining after payment or provision of payment of all of the Corporation's debts, shall be distributed to a non-profit fund, foundation or corporation, which is organized and operated exclusively for charitable purposes, other than religious purposes, and which has established and maintained its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

(c) No substantial part of the activities of this Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation; nor shall this Corporation participate in, or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

(d) The Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation (i) exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code.

#### ARTICLE VI

(a) The authorized number and qualifications of members of the Corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of each class of membership, and the liability of all classes to dues or assessments and the method of collection thereof, shall be prescribed and set forth in the Bylaws of the Corporation.

(b) The Bylaws of the Corporation shall be adopted by the initial board of directors and thereafter may be amended, repealed or added to by the board of directors.

(c) The number of directors of this Corporation shall be provided in the Bylaws and shall be elected by the members of the Corporation. The directors shall serve without compensation.

(d) The name and address of the initial incorporator is:

James R. Tomlinson 242 North Eighth St., Suite 200  
Boise, Idaho 83702

(e) The names and addresses of the initial board of directors, subject to expansion as provided in the Corporation's Bylaws, are:

James R. Tomlinson Tomlinson & Associates  
P.O. Box 108  
Boise, Idaho 83701-0108

Otis Lemon CSHQA  
200 North Sixth Street  
Boise, Idaho 83702

Stephanie Johnson Key Bank  
Income Property Dept., 2nd Floor  
P.O. Box 2557  
Boise, Idaho 83701

David Hattrick Building Department  
Boise City Hall  
Boise, Idaho 83702

Jane Hopkins First Interstate Bank  
P.O. Box 57  
Boise, Idaho 83757-0830

Don Keirn Economic Development  
Boise City Hall  
Boise, Idaho 83702

Wayne Gibbs Boise City Planning Department  
City Hall  
Boise, Idaho 83702

Pat McKeegan Patrick McKeegan, Architect  
218 South Cole Road  
Boise, Idaho 83709

Mike Dunn West One Bank  
Real Estate Administration  
P.O. Box 8247  
Boise, Idaho 83733

Larry Sale ACHD  
318 East 37th  
Boise, Idaho 83714

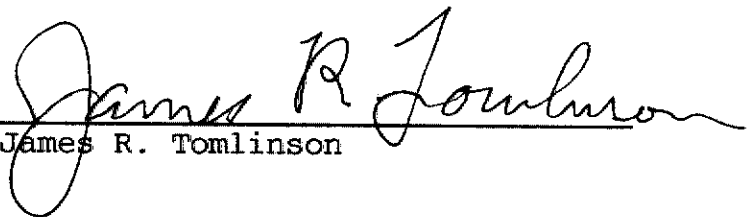
Jerry Mahoney Boise Public School District  
1207 West Fort Street  
Boise, Idaho 83702

Except as otherwise provided in the Corporation's Bylaws, the existing directors may elect successor directors.

#### **ARTICLE VII**

No member of this Corporation shall be personally liable for the debts, liabilities or obligations of the corporation.

IN WITNESS WHEREOF, for the purpose of restating the Articles of Incorporation of this Corporation under the laws of the State of Idaho, I, the undersigned incorporator of this Corporation, its President and member of the Board, executed these Restated Articles of Incorporation this 5th day of December, 1994.

  
James R. Tomlinson

**CERTIFICATE PURSUANT TO**

**IDAHO CODE §30-394**

The undersigned, being the original incorporator, President, member of the Board of Directors of Boise Housing Corporation, does hereby provide this Certificate to the Secretary of State pursuant to the requirements of Idaho Code §30-3-94(8). I hereby certify that:

(a) The Restated Articles of Incorporation of Boise Housing Corporation were unanimously approved by the Board of Directors at a special meeting held at 2:00 p.m. December 1, 1994.

(b) That no approval of the members of the Corporation or any other person or entity is required to amend or restate the Articles of Incorporation of said Corporation.

DATED this 5<sup>TH</sup> day of December, 1995.

BOISE HOUSING CORPORATION,  
an Idaho corporation

By James R. Tomlinson  
James R. Tomlinson,  
President