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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

PALOUSE HABITAT FOR HUMANITY, 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 PALOUSE HABITAT FOR HUMANITY, 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: August 27, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By

Shirley J. Clark

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ARTICLES OF INCORPORATION SECRETARY OF STATE
STATE OF IDAHO

OF

PALOUSE HABITAT FOR HUMANITY, INC.

The undersigned, acting as the incorporator of a nonprofit corporation (Habitat for Humanity of the Palouse) organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code, adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME.

The name of the Corporation is Palouse Habitat for Humanity, Inc.

ARTICLE II. NONPROFIT STATUS.

The Corporation is organized pursuant to the Idaho Nonprofit Corporation Act and is a nonprofit corporation as described in Section 501(c)(3) of the Internal Revenue Code as amended.

ARTICLE III. PERIOD OF DURATION.

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.

The location of this Corporation is in the city of Moscow, County of Latah, State of Idaho. The address of the initial registered office is 123 West First Street, Moscow, Idaho 83843, and the name of the initial registered agent at this address is Michael J. Burr.

ARTICLE V. PURPOSES.

The purposes for which the Corporation is organized and will be operated are as follows:

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;

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, educational or scientific 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 VI. LIMITATIONS.

No part of the net earnings or the assets shall inure to the benefit of, or be distributable to, its members, Trustees, Directors, Officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensations 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 (including the publishing for distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. 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 Code.

ARTICLE VII. BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) individuals, each of whom, at all times, shall be a member of the Corporation. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Michael J. Burr	884 Ventura Moscow, ID 83843
John Barningham	PO Box 2881CS Pullman, WA 99165
Duane Brobst	SW 639 Dawnview Pullman, WA 99165
Roger Coupal	414 South Lincoln Moscow, ID 83843
Christiane Dechert	414 South Lincoln Moscow, ID 83843
Dana Dawes	1018 East "E" Street Moscow, ID 83843
Patrick Donnellan	1904 Lexington Moscow, ID 83843
Frances Hendee	497 Ridge Road Moscow, ID 83843
Marcia Kammerzell	NE 825 Linden Pullman, WA 99163
Suzanne Lashbrook	804 Residence Moscow, ID 83843
Pamela Peterson	2547 Weymouth Moscow, ID 83843
J. C. Robbins	Route #1, Box 53 Palouse, WA 99161

James Robinson

116 North Polk
Moscow, ID 83843

Betty Tukey

304 North Van Buren
Moscow, ID 83843

ARTICLE VIII. DISTRIBUTION ON DISSOLUTION.

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) Habitat for Humanity International, Inc., a Georgia 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, or educational, or other purposes permitted by Section 501(c)(3) of the Internal Revenue Code, as amended. Any assets that are not disposed of in accordance with the provisions of these Articles of Incorporation shall be distributed by the District Court of the County in which the principal office of the corporation is then located, upon application of one or more persons having a real interest in the Corporation or its assets, and shall make such distribution(s) as provided in these Articles of Incorporation.

ARTICLE IX. INCORPORATOR.

The name and street address of the incorporator is Michael J. Burr, 884 Ventura, Moscow, ID 83843.

ARTICLE X. BYLAWS.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

Dated this 25TH day of August, 1992.


Michael J. Burr, President