

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

ASPEN PARK, INC.

File number C 106843

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 ASPEN PARK, 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: July 1, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION

JUL 1 8 44 AM '94
SECRETARY OF STATE

of

ASPEN PARK, INC.

The undersigned, acting as incorporators under the Idaho Nonprofit Corporation Act, adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the corporation is ASPEN PARK, INC.

ARTICLE TWO

NONPROFIT CORPORATION

The corporation is a nonprofit corporation.

ARTICLE THREE

DURATION

The duration of the corporation shall be perpetual.

ARTICLE FOUR

INITIAL REGISTERED OFFICE AND AGENT

The location of this corporation is in the City of Idaho Falls, County of Bonneville, State of Idaho. The address of the initial registered office is 357 Constitution Way, Idaho Falls, Idaho, and the name of the initial registered agent at this address is James L. Hall.

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ARTICLE FIVE

PURPOSES

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

1. The principal purpose for which the corporation is formed is to plan, construct, develop and manage affordable housing for the public; and, to have no purpose nor engage in any activity which would not be consistent with the requirements of Section 501(c)(3) of the Internal Revenue Code of 1954.
2. Charitable, educational or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, which purposes shall be exclusively for the benefit of or to carry out the purposes of Eastern Idaho Special Services Agency, Inc., an Idaho non profit corporation that qualifies as exempt under Section 501(c)(3) and is described in Section 509(a)(2) of the Internal Revenue Code of 1986, as amended from time to time.
3. To exercise all powers granted by law necessary and proper to carry out the above stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Nonprofit Corporation Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE SIX

SECTION 501(C)(3) LIMITATIONS

No part of the net earnings or the assets 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 rendered and to make payments and distributions in furtherance of the purposes set forth in Article Five hereof. 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 or distribution of statements) any political campaign on behalf of 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 by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time. At no time shall the corporation be controlled directly or indirectly by one or more disqualified persons (as defined in Section 4946 of the Internal Revenue Code of 1986, as amended from time to time) other than foundation managers and other than one or more publicly supported organizations.

ARTICLE SEVEN

MEMBERS

The corporation shall have no members.

ARTICLE EIGHT

BOARD OF DIRECTORS

The affairs of the corporation shall be managed by its board of directors. The board of directors shall consist of not fewer than five (5) nor more than nine (9) 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 appointed by the board of directors of Eastern Idaho Special Services Agency, Inc., 357 Constitution Way, Idaho Falls, Idaho 83402, in accordance with subsection (e) of Idaho Code Section 30-314. A majority of the board of directors of the corporation shall also be directors of Eastern Idaho Special Services Agency, Inc.

The names and addresses of the persons constituting the initial board of directors are:

<u>Name</u>	<u>Address</u>
Beverly Branson	P. O. Box 50220 Idaho Falls, ID 83405
Michael H. Hinman	482 Constitution Way Idaho Falls, ID 83402
Doug Flint	P. O. Box 50160 Idaho Falls, ID 83402
Robert Pearson	1331 East 65 S. Idaho Falls, ID 83404

Donald F. Lloyd

885 Linden Drive
Idaho Falls, ID 83401

ARTICLE NINE

DESIGNATION OF PUBLICLY SUPPORTED ORGANIZATIONS

The only organization that the corporation is operated in connection with, is Eastern Idaho Special Services, Inc. Eastern Idaho Special Services, Inc. is, therefore, the designated publicly supported organization for purposes of regulations promulgated under Section 509 of the Internal Revenue Code of 1986, as amended from time to time. In the alternative, and in strict compliance with such regulations, in particular, Section 1.509(a)-4(d)(4)(i)(a), the board of directors may substitute another publicly supported organization or organizations for Eastern Idaho Special Services, Inc., but only upon its loss of exemption, substantial failure or abandonment of operations, dissolution or occurrence of other like event that is beyond the control of the corporation. Such substituted publicly supported organization or organizations shall be limited to corporations, community chests, funds or foundations which are exempt under Section 501(c)(3) and are not private foundations under Section 509 of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE TEN

DISTRIBUTION ON DISSOLUTION

Upon dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all the assets of the corporation consistent with the purposes of the corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the board of directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the corporation.

ARTICLE ELEVEN

INCORPORATORS

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Beverly Branson	P. O. Box 50220 Idaho Falls, ID 83405
Michael H. Hinman	482 Constitution Way Idaho Falls, ID 83402
Doug Flint	P. O. Box 50160 Idaho Falls, ID 83402

Robert Pearson

1331 East 65 S.
Idaho Falls, ID 83404

Donald F. Lloyd

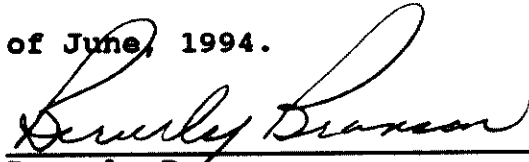
885 Linden Drive
Idaho Falls, ID 83401


ARTICLE TWELVE

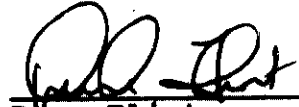
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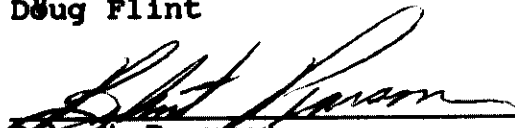
Provisions for the regulation of the internal affairs
of the corporation shall be set forth in the Bylaws.

Dated this ____ day of June, 1994.


Beverly Branson


Michael H. Hinman


Doug Flint


Robert Pearson


Donald F. Lloyd

STATE OF IDAHO

County of Bonneville

)
) ss.
)

On this 28th day of June, 1994, before me,
Franla Schofield, a Notary Public in and for said State,
personally appeared Beverly Branson known or identified to me to
be the person whose name is subscribed to the within instrument,
and acknowledged to me that she executed the same.

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

Franla Schofield
Notary Public for Idaho
Residing at: Idaho Falls
My Commission Expires: 3-30-98

(SEAL)

STATE OF IDAHO

County of Bonneville

)
) ss.
)

On this 28th day of June, 1994, before me,
Franla Schofield, a Notary Public in and for said State,
personally appeared Michael H. Hinman, known or identified to me
to be the person whose name is subscribed to the within
instrument, and acknowledged to me that he executed the same.

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

Franla Schofield
Notary Public for Idaho
Residing at: Idaho Falls
My Commission Expires: 3-30-98

(SEAL)

STATE OF IDAHO

County of Bonneville

)
) ss.
)

On this 28th day of June, 1994, before me,
Franla Schofield, a Notary Public in and for said State,
personally appeared Doug Flint, known or identified to me to be
the person whose name is subscribed to the within instrument, and
acknowledged to me that he executed the same.

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

Franla Schofield
Notary Public for Idaho
Residing at: Idaho Falls
My Commission Expires: 3-30-98

(SEAL)

STATE OF IDAHO

County of Bonneville

)
) ss.
)

On this 28th day of June, 1994, before me,
Franla Schofield, a Notary Public in and for said State,
personally appeared Robert Pearson, known or identified to me to
be the person whose name is subscribed to the within instrument,
and acknowledged to me that he executed the same.

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

Franla Schofield
Notary Public for Idaho
Residing at: Idaho Falls
My Commission Expires: 3-30-98

(SEAL)

STATE OF IDAHO

County of Bonneville

)
) ss.
)

On this 28th day of June, 1994, before me,
Franla Schofield, a Notary Public in and for said State,
personally appeared Donald F. Lloyd, known or identified to me to
be the person whose name is subscribed to the within instrument,
and acknowledged to me that he executed the same.

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

Franla Schofield
Notary Public for Idaho
Residing at: Idaho Falls
My Commission Expires: 3-30-98

(SEAL)