

FILED EFFECTIVE

ARTICLES OF INCORPORATION

2016 MAY 20 PM 4: 54

OF

SECRETARY OF STATE
STATE OF IDAHO

WEST CENTRAL MOUNTAINS HOUSING TRUST, INC.

(An Idaho Non-Profit, Non-Stock Corporation)

We, the undersigned, in order to form a non-profit non-stock corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Idaho Nonprofit Corporation Act ("Act") found in Title 3, Chapter 38, Idaho Code, as amended, do hereby certify as follows:

ARTICLE 1. NAME.

The name of the corporation (the "Corporation") is: WEST CENTRAL MOUNTAINS HOUSING TRUST, INC.

ARTICLE 2. REGISTERED OFFICE AND AGENT.

The registered office of the Corporation in the State of Idaho is to be situated at 409 W Jefferson Street, Boise, ID 83702, and the name of its registered agent at such address is Stephen J Lord.

ARTICLE 3. PURPOSES AND POWERS.

3.1. Notwithstanding any other provision of these Articles of Incorporation, the Corporation is organized to engage in such exclusively charitable, scientific, and educational activities as shall qualify it for exemption from taxation under Section 501(a) of the Code, or any successor section or statute of similar import, as an organization described in Section 501(c)(3) of the Code. In furtherance but not in limitation of the foregoing, the Corporation exists to:

- A. Provide safe, decent affordable workforce housing, or
- B. Organize and operate the Corporation, or incorporate an affiliate of the Corporation, as a Community Housing Development Organization,
- C. Collaborate with all interested public and private parties and initiate, coordinate and manage activities of the Corporation toward a goal of creating, managing, acquiring, selling or leasing,

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or any combination of the same, quality, permanently affordable, sustainable housing for families that meet requirements as may be established by rules of the Corporation for the charitable and educational purpose of to maintaining the economic, social, cultural, and environmental integrity of our communities, or

D. Coordinate with Valley County Economic Development Council, Inc., in maximizing opportunities for fulfilling the purposes noted above, or

E. Carry on any other lawful business consistent with the purposes identified above, or

F. Undertake any combination of activities described in subparagraphs 3.1.A, B, C D and E, and

G. Undertake any combination of the activities listed in this section for the benefit of residents in incorporated and unincorporated communities in Valley County, Idaho, and the Meadows Valley Area of Adams County, Idaho, the benefited communities that are located in Idaho 's West Central Mountains.

3.2. As a means of accomplishing these purposes, the Corporation, in furtherance and not by way of limitation of its statutory powers, shall have the power to solicit, raise, accept, hold and administer funds exclusively for its objects and purposes, and to that end to take and receive, by purchase, grant, gift, bequest or devise, or as beneficiary of any trust, any property, real or personal, tangible or intangible, wheresoever situated; to make donations in furtherance of such purposes; to invest and reinvest the funds and other property of the Corporation, including the power to invest and reinvest such funds and property in furtherance of such purposes, without regard to whether such investments would be considered as desirable or prudent by an investor interested solely in profit and not interested in promoting such purposes; to collect and receive the income, if any, from any investment or reinvestment of such funds or property; and to apply the income and, if the Corporation so decides, the principal of such property as the Corporation may from time to time possess, to the purposes of the Corporation.

3.3. Notwithstanding any other provision of these Articles of Incorporation:

A. The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code;

B. The Corporation shall not be conducted or operated for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any director, officer, member, employee or member of a committee of, or person connected with, the Corporation or any other private individual (other than an individual who is a member of a charitable class of the type that the Corporation is organized to support); provided, however, that the foregoing limitation shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes or an amount representing the fair market value of property purchased by the Corporation;

C. In the event of the liquidation, dissolution or winding up of the Corporation (whether voluntary, involuntary or by operation of law), the Corporation's property or assets shall not be conveyed or distributed to any director, officer, member, employee or member of a committee of, or person connected with, the Corporation, or any other private individual, nor to any organization created or operated for profit; but, after deducting all necessary expenses of liquidation, dissolution or winding up, as the case may be, all the remaining property and assets of the Corporation shall be distributed only to such other organizations as shall then qualify under Section 501(c)(3) of the Code as the directors of the Corporation shall in their discretion determine;

D. Except to the extent permitted by the Code, the Corporation shall not carry on propaganda or otherwise attempt to influence legislation, and the Corporation shall not participate in or intervene in (including by the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office; and

E. During any period when the Corporation is determined to be a "private foundation" as defined in Section 509 of the Code, the Corporation, in accordance with the following sections thereof, shall: (a) distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax

on undistributed income under Section 4942 of the Code; (b) not engage in any act which is subject to tax as self-dealing under Section 4941 of the Code; (c) not retain any holdings which are subject to tax as excess business holdings under Section 4943 of the Code; (d) not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and (e) not make any taxable expenditures which are subject to tax under Section 4945 of the Code.

ARTICLE 4. INCORPORATORS.

4.1. The name and mailing address of the incorporators are as follows:

Donald Bailey 1090 Bellflower Pl. PO Box 2026 McCall, ID 83638	Cynda Herrick 955 S. Main, #7 PO Box 1104 Cascade, ID 83611
Michael Everett 600 Woodlands Dr. PO Box 2746 McCall, ID 83638	Anne Guarino 1238 Woodside Road PO Box 932 Cascade ID 83611
Chance Hobbs 1244 Herrick St McCall, ID 83638	Sherry Maupin 376 Verita PO Box 924 McCall ID 83638
Karla Miller 2600 East Roseberry Road Donnelly, ID PO Box 1927, McCall, ID 83638	Ross Thomas 1007 N. 3rd St. McCall Idaho 83638
Jonne Hower P. O Box 23 Cascade Idaho 83611	

4.2. The powers of the incorporators are to terminate upon the completion of the formation of the Corporation. The incorporators shall ratify the initial directors appointed by the Member and either adopt or provide for the directors to adopt bylaws and similar instruments.

ARTICLE 5. DIRECTORS.

5.1. The names and addresses of the persons who are to serve as the directors until their terms expire according the Bylaws are as follows:

<u>Name</u>	<u>Address of Directors</u>
Bradrick Farrar	109 Carefree Lane McCall, ID 83638
Cynda Herrick	955 S Main #7, PO Box 1104 Cascade ID 83611
Jonne Hower	PO Box 23 Cascade, ID 83611
Cynthia Kutzner	409 W Jefferson St. Boise, ID 83702
Michael Everett	600 Woodlands Dr., PO Box 2746 McCall, ID 83638
Mary Nuckols	PO Box 1918 McCall, ID 83638
Shannon Vick	409 W Jefferson Boise, ID 83702
Karla Miller	2600 East Roseberry Road, Donnelly, ID PO Box 1927, McCall, ID 83638
Chance Hobbs	1244 Herrick St McCall, ID 83638

5.2. The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the Act, as the same may be amended and supplemented from time to time.

5.3 The corporation shall have not less than 6 and no more than 15 voting directors, as is further defined in the Bylaws of the Corporation.

ARTICLE 6. MEMBER, MEMBER'S AUTHORITY

6.1. The Corporation shall have one member, Valley County Economic Development Council, Inc., or its successors, which may appoint the initial Directors of the Corporation. No membership fee shall be required. The Member shall not be liable for any debts or obligations of the Corporation.

6.2 The Bylaws and these Articles may be amended only with the consent of the Member.

6.3. The Corporation shall be distinguished from its Member by its mission to provide affordable, community and workforce housing and related operations.

ARTICLE 7. NO STOCK.

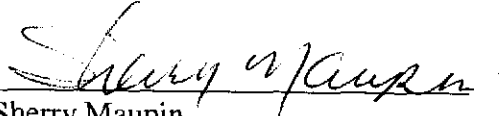
7.1. The Corporation shall not have authority to issue any capital stock.

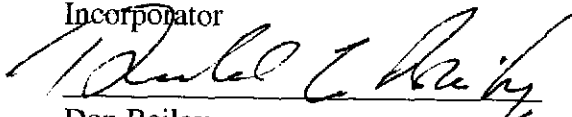
ARTICLE 8. INTERNAL REVENUE CODE.

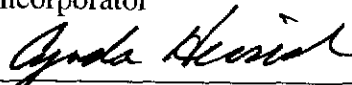
8.1. All references in these Articles of Incorporation to the Code shall mean the Internal Revenue Code of 1986, as amended, and shall be deemed to include any amendments adopted from time to time, or corresponding provisions of any future internal revenue law.


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IN WITNESS WHEREOF, we have signed these Articles of Incorporation, and we affirm the same as our act and deed effective this 18 day of May, 2016.

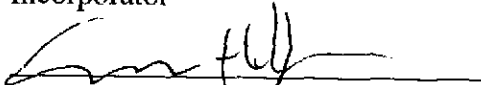

Sherry Maupin
Incorporator

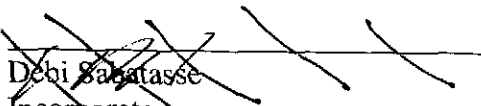

Don Bailey
Incorporator

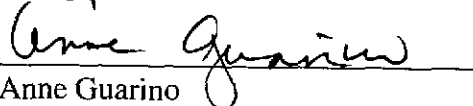

Cynda Herrick
Incorporator

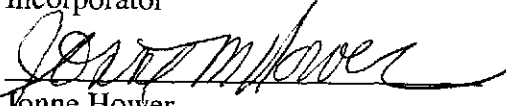

Michael Everett
Incorporator



Karla Miller
Incorporator


Chance Hobbs
Incorporator


~~Debi Sabatasse~~
~~Incorporator~~


Anne Guarino
Incorporator


Yonne Hower
Incorporator


Ross Thomas
Incorporator

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05/20/2016 05:00
CK:1914 CT:240081 BH:1529635
1@ 30.00 = 30.00 INC NONP #2

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, and we affirm the same as our act and deed effective this 8 day of May, 2016.

Sherry Maupin
Incorporator

Don Bailey
Incorporator

Cynda Herrick
Incorporator

Michael Everett
Incorporator

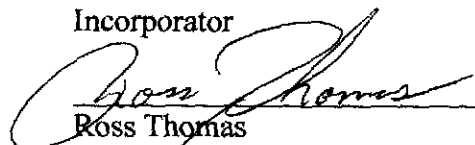
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