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Department of State.

**CERTIFICATE OF INCORPORATION
OF**

NORTH IDAHO COMMUNITY SERVICES CORPORATION, INC.

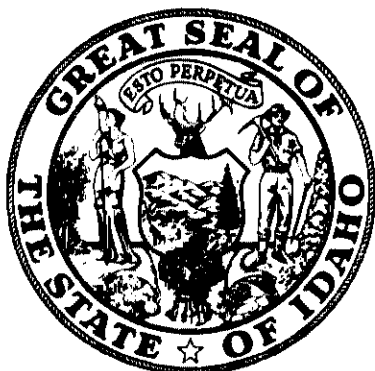
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

NORTH IDAHO COMMUNITY SERVICES CORPORATION, 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 1** _____, 19 **91** .



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]
Corporation Clerk

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ARTICLES OF INCORPORATION

of

NORTH IDAHO COMMUNITY SERVICES CORPORATION, INC.

We, the undersigned, of full age, for the purpose of forming a non-profit corporation under and in accordance with the provisions of the Idaho Nonprofit Corporation Act, Title 30, Chapter 3, of the Idaho Code, and laws amendatory thereof and supplementary thereto, do hereby associate ourselves as a body corporation and adopt the following Articles of Incorporation.

ARTICLE 1.

NAME

1.1 The name of the non-profit corporation shall be North Idaho Community Services Corporation, Inc. (NICSC).

ARTICLE 2.

PURPOSES AND POWERS

2.1 This non-profit corporation is formed for the purposes of receiving and maintaining a fund or funds and holding real or personal property or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the principal thereof and income therefrom exclusively for charitable, religious, literary or educational purposes, either directly or by distributions to organizations qualified as exempt under Section 501(c) 3 of the Internal Revenue Code of 1954 as now in force, or as it may hereafter be amended or supplemented.

2.2 Without in any way limiting or restricting the generality of the purposes aforementioned, nor on the other hand intending to enlarge or extend the same to include therein any activities other than such as are now or may hereafter be within the purposes of an organization exempt under Section 501(c) 3 of the Internal Revenue Code of 1954 as now in force, or as it may hereafter be amended or supplemented, the following illustrative of activities included within the authorized purposes of the corporation;

- (01) To promote cooperation among civic, religious and governmental agencies in North Idaho to establish housing, food, medical and other services for indigents and other low/moderate income individuals and families.
- (02) To build, purchase, lease, operate and maintain appropriate facilities toward the fulfillment of purpose (01) above.
- (03) To provide training and guidance to organizations involved in providing or wishing to provide services in accord with our purposes.
- (04) To acquire and disseminate information relative to services for low/moderate income persons, both directly and in cooperation with other service providers.

2.3 This non-profit corporation shall have the power to do such things now or hereafter permitted or authorized by the laws of the state of Idaho which are now or may hereafter be within the purposes of an organization exempt under Section 501(c) 3 of Internal Revenue Code of 1954 as now enforced, or as it may hereafter be amended or supplemented.

ARTICLE 3.

LOCATION

3.1 The registered agent of this corporation is Walter M. Jackson, whose office address is 625 East Haycraft, Coeur d'Alene, and the location of the registered office of this corporation in this state is Coeur d'Alene, address being: 625 East Haycraft, Coeur d'Alene, Idaho 83814.

ARTICLE 4.

DURATION

4.1 The duration of this corporation shall be perpetual.

ARTICLE 5.

INCORPORATORS

5.1 The names and post office addresses of the incorporators of this corporation are as follows:

- | | |
|--|--|
| (1) Walter M. Jackson 2613 N. 6th Street Coeur d'Alene, ID 83814 | (2) Sandra Mamola 802 Kidd Island Road Coeur d'Alene, ID 83814 |
| (3) Charles Sheroke 1621 Lost Avenue Coeur d'Alene, ID 83814 | |

ARTICLE 6.

DIRECTORS

6.1 The government of this corporation shall be vested in a Board of Directors consisting of three (3) or more persons as fixed by the By-Laws. The number of directors constituting the first Board of Directors of the corporation shall be eight (8), and the names and addresses of the persons who are to serve as the first directors until the next annual meeting of the corporation or as otherwise provided in the By-Laws are as follows:

- | | |
|---|--|
| (1) Gerald Garvey 725 A Street Coeur d'Alene, ID 83814 | (2) Chuck Reynolds 2605 N. 8th Coeur d'Alene, ID 83814 |
| (3) Walter Jackson 2613 N. 6th Street Coeur d'Alene, ID 83814 | (4) Sandra Mamola 802 Kidd Island Road Coeur d'Alene, ID 83814 |
| (5) Charles Sheroke 1621 Lost Avenue Coeur d'Alene, ID 83814 | (6) Stewart Butler N. 18115 Rimrock Road Hayden Lake, ID 83835 |
| (7) Jim Vergobbi 126 Cathryn Avenue Kellogg, ID 83837 | (8) Nannette Porath 127 S. 1st, Suite #3 Sandpoint, ID 83864 |

ARTICLE 7.

LIABILITY

7.1 The members of the corporation shall not be subject to any personal liability for corporate obligations.

ARTICLE 8.

CAPITAL STOCK

8.1 This corporation shall have no capital stock.

ARTICLE 9.

PERSONAL COMPENSATION

9.1 This corporation shall not afford pecuniary gain, incidentally or otherwise, to its members. No part of the net earnings of the corporation shall inure to the benefit of any member, director, officer of the corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its corporate purposes.

9.2 No member, director, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation or otherwise.

ARTICLE 10.

POLITICAL ACTIVITIES

10.1 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE 11.

ANNUAL MEETING

11.1 The corporation shall hold an annual meeting, the date, time, location and notice of which shall be determined in accordance with the By-laws.

ARTICLE 12.

DISSOLUTION

12.1 Upon the dissolution of the corporation, or the winding up of its affairs, the Board of Directors shall, after

paying or making provisions for the payment of all liabilities, costs and expenses, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such one or more organizations organized and operated exclusively for charitable, religious, scientific literary or educational purposes as shall at the time qualify as exempt under Section 501(c) 3 of the Internal Revenue Code of 1954 as now enforced, or as it may hereafter be amended or supplemented, as the Board of Directors shall determine. Should any of the assets of the corporation not be disposed of by the Board of Directors as herein-before provided, such assets shall be disposed of by the court of competent jurisdiction of the county in which the registered office of the corporation is then located, exclusively for such purposes or to such organization or organizations as the said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE 13.

LIMITATION OF ACTION


13.1 Notwithstanding any other provision of these Articles of Incorporation or of any adopted By-law, the corporation shall not take any action or carry on any activity not permitted to be taken or carried on by an organization exempt under Section 501(c) 3 of the Internal Revenue Code of 1954 as now enforced or as it may hereafter be amended or supplemented. The corporation shall not take any action or carry on any activity not permitted to be taken or carried on by an organization, contributions to which are deductible under Section 170(c) (2) of such code as now in force, or as it may hereafter be amended or supplemented.

DATED this 22 day of January, 1991.

Incorporators:


Walter M. Jackson


Sandra Mamola


Charles Sheroke