

RESTATE^D
ARTICLES OF INCORPORATION
OF
THE SOCIETY OF ST. VINCENT DE PAUL, IN THE CITY OF COEUR d'ALENE, INC.

Restated Articles of Incorporation of St. Vincent de Paul Salvage Bureau, Inc. ("Corporation") are herein adopted and executed by said Corporation, pursuant to the provisions of IC 30-3-94 as follows:

ARTICLE I.
NAME, OFFICE AND REGISTERED AGENT

- A. The name of the corporation is "St. Vincent de Paul Salvage Bureau, Inc.", referred to as the "Corporation."
- B. The existence of the Corporation will be perpetual.
- C. The principal office of the Corporation will be located at 108 East Walnut Avenue Coeur d'Alene, ID 83814.
- D. The registered agent of the Corporation is Lynn Peterson, Executive Director, whose street address is 108 East Walnut Avenue, Coeur d'Alene, ID 83814.
- E. The Corporation shall not have members.

ARTICLE II. PURPOSE

The purposes for which the Corporation is formed and the business and objects to be carried on and promoted by it, are as follows:

A. The Corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law. In pursuance of the foregoing purpose, the Corporation is formed for the following purposes

1. Finance and support a St. Vincent de Paul Stores.
2. Aid the deserving poor though spiritual and material assistance in the five northern counties of Idaho – Bonner, Benewah, Kootenai, Boundary and Shoshone.
3. Serving low and moderate income people's need for decent and affordable housing, community development and community self help.

The Corporation shall be authorized to carry on such supplemental and attendant activities as the Board of Directors may deem appropriate and prudent consistent with the purpose herein stated.

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B. No part of the net earnings 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 actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of 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 or in opposition to 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 (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

ARTICLE III. POWERS

The Corporation is empowered:

A. To buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article II hereof.

B. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.

C. Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be transferred to the Roman Catholic Bishop of Boise for distribution by him to the five northern Idaho County Parishes of the Roman Catholic Church to be used by said Parishes for the sole purpose of assisting the poor and needy in the five northern Idaho Counties. Any assets not so disposed of shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article II.A hereof, other than for religious purposes, all of the foregoing within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

ARTICLE IV.

LIMITATION ON LIABILITY

A director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages arising from any conduct as a director, except this limitation on liability shall not apply to (i) acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director, (ii) any transaction from which the director will

personally receive a benefit in money, property, or services to which the director is not legally entitled.

ARTICLE V. INDEMNIFICATION

The Corporation shall have the power to indemnify its officers and directors only by insurance. To the extent covered by such insurance, the Corporation may, but is not required to, indemnify up to the fullest extent allowed by law, and within the limitations of Article II, any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, officer, employee or agent, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise.

These Restated Articles of Incorporation correctly set forth, without change, the provisions of the Articles of Incorporation, as amended, and these Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

Michael Lüder

Michael Anderson, President

CERTIFICATE TO THE IDAHO SECRETARY OF STATE

The undersigned Corporation hereby submits this Certificate to the Secretary of the State of Idaho pursuant to the provision of RCW IC 30-3-94.

1. The name of the Corporation is The Society of St. Vincent de Paul in the City of Coeur d'Alene, Inc.
2. The Restated Articles of Incorporation of said Corporation include amendments to its Articles of Incorporation in that the Articles of Incorporation shall be deleted in their entirety and replaced with Restated Articles of Incorporation.
3. Since the Corporation does not have members, the Amendments to the Articles of Incorporation do not require the approval of members or any other persons. The Board of Directors of the Corporation approved the amendments and Restated Articles of Incorporation.

DATED this 22 day of February, 2007.

The Society of St. Vincent de Paul in the City of
Coeur d'Alene, Inc.

By: *Michael Anderson*
MICHAEL ANDERSON, President