

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

MERCY HOUSING IDAHO, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of MERCY HOUSING IDAHO, INC. duly signed and verified 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: January 10, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sherry Davis*

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SEC. OF STATE

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MERCY HOUSING IDAHO, INC.

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PREAMBLE

The following Articles of Incorporation of Mercy Housing Idaho, Inc. have been revised and restated to include the following changes.

1. Article VI, Board of Directors: the names of the original Board of Directors have been removed.
2. Article VII, Dissolution: this article has been changed to indicate that on dissolution the assets of the corporation go first to Mercy Housing Inc.

The undersigned, in order to form a nonprofit corporation pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act") hereby adopt these revised and restated Articles of Incorporation as follows:

ARTICLE I
NAME; OFFICE; AGENT

Section 1. The name of this corporation shall be Mercy Housing Idaho, Inc. ("Corporation") .

Section 2. The address of the registered office of this Corporation is 1512 12th Avenue Road, Nampa, Idaho 83651, and the name of the Corporation's registered agent at such address is Mary Terese Tracy, 1512 12th Avenue Road, Nampa, Idaho 83651.

ARTICLE II
NONPROFIT STATUS

This Corporation is a nonprofit corporation.

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ARTICLE III
PERIOD OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE IV
PURPOSES

Section 1. The Corporation is organized for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, exclusively to:

- (a) Provide low income and homeless persons, potentially homeless persons or otherwise disadvantaged persons with housing facilities and educational and supportive services; and,
- (b) Contribute to the fulfillment of the purposes of Mercy Housing, Inc., a Nebraska nonprofit corporation, which is exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986.

This Corporation shall be operated exclusively for educational and charitable purposes and in a manner which is consistent with the supportive of the Mission and philosophy of the Sponsors, religious congregations of the Roman Catholic Church.

Section 2. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 3. No substantial part of the activities of this Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this Corporation shall not participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding

section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE V POWERS

Section 1. This Corporation, in order to carry out its purposes, shall have the power to do any and all things as fully and to the same extent as natural persons could do, and this Corporation shall have such powers as may be necessary or incidental to the attainment of the purposes of this Corporation as set forth in Article III hereof.

Section 2. The enumeration of the powers hereinabove shall not be deemed a renunciation of any of the powers conferred in the Act for nonprofit corporations, charitable societies or religious associations, but rather all such powers shall be deemed fully vested in this Corporation as though hereinabove specifically enumerated.

ARTICLE VI MEMBERSHIP

This Corporation shall have only one member who is entitled to vote on matters relating to this Corporation and that member shall be Mercy Housing, Inc., hereinafter "Member," a Nebraska nonprofit corporation. The powers, duties and rights reserved to the Member shall be identified in the Corporation's Bylaws.

ARTICLE VII BOARD OF DIRECTORS

Section 1. The affairs of this Corporation shall be managed by a Board of Directors.

Section 2. The number, qualifications, term, method of acting and method of appointment and removal of the Board of Directors shall be set forth in the Bylaws of this Corporation.

Section 3. Removal of Directors. Any Director may be removed either with or without cause at any time by action of the

Corporate Member.

ARTICLE VIII
DISSOLUTION

In the event that this Corporation shall be dissolved or wound up at any time, then all of the properties, monies, and assets of this Corporation remaining after provision has been made for payment of its known debts and liabilities as provided by law, shall be transferred exclusively to and become the property of Mercy Housing, Inc., or other entity that is designated by Mercy Housing, Inc. and that is an exempt organization under Section 501(c) (3) of the Internal Revenue Code. In the event that Mercy Housing Inc. no longer exists, such properties, monies, and assets of this Corporation shall be transferred exclusively to and become the property of such non profit funds, foundations or corporations, organized and operated exclusively for charitable or educational purposes, as are selected and designated by the Board of Trustees of the Member of this Corporation; provided, however, that any such funds, foundations and/or corporations shall qualify as an exempt organization or organization under Section 501(c)(3) of the Internal Revenue Code of the United States as that Section exists or may subsequently be amended; provided further, however, that prior to taking any action to permit or cause the voluntary or involuntary dissolution of this Corporation, the Board of Directors shall obtain all approvals required of the Member.

ARTICLE IX
REVISION OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended upon receiving the affirmative vote of a majority of the directors in office and the approval of the Member.

IN WITNESS THEREOF, the undersigned have executed these Articles of Incorporation on this third day of January, 1994.

Sister Mary Teres Tracy KSM
President, Mercy Housing Idaho, Inc.

Selvia Gonzales
Secretary, Mercy Housing Idaho, Inc.

The foregoing Articles of Incorporation of Mercy Housing Idaho, Inc., an Idaho nonprofit corporation, have been approved as follows:

APPROVED BY THE MEMBER OF
Mercy Housing Idaho, Inc.
Mercy Housing, Inc.

By: Sr Lillian Murphy, RSM
President, Mercy Housing Inc.

Dated: January 3, 1994