

State of Idaho

Department of State.

CERTIFICATE OF AMENDMENT OF

MARANATHA HOUSE, 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 _____
MARANATHA HOUSE, 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.

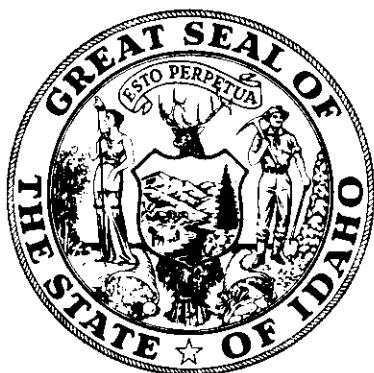
ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles
of Amendment.

Dated October 16, 19 90.

Pete T. Cenarrusa

SECRETARY OF STATE

M. Tinsman
Corporation Clerk



AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MARANATHA HOUSE, INC.

RECEIVED
SEC. OF STATE

'90 OCT 16 AM 8 45

We, the Directors of the Board of Maranatha House, Inc., a non-member, non-profit corporation, acting pursuant to Idaho Code Section 30-326 and pursuant to a vote of the majority of the Board at a Directors' meeting held on September 30, 1990 hereby amend and restate the Articles of Incorporation of Maranatha House, Inc. Articles III, IV, V, VI, VII and IX are hereby amended, and new Articles X and XI are added to these Restated and Amended Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be MARANATHA HOUSE, INC., and its location shall be 617 Seventh Avenue North, Nampa, Idaho.

ARTICLE II - DURATION

The period of this corporation shall be perpetual.

ARTICLE III - PURPOSES

The business and purposes of this Corporation shall be civic, social and religious purposes, which are to provide temporary housing and proper atmosphere for families and individuals in crisis. These purposes shall include the right, power, and authority to do all acts allowed by the laws of the State of Idaho, including but not limited to the purchase, sale, lease, and conveyance of property, both real and personal, and entering into contracts. The Corporation shall have the power to acquire improved property for housing centers or land for the purposes of construction of housing centers. The Corporation shall further have power to contract for the construction of housing centers or to delegate the authority and duty of such construction to such other entities as may be deemed appropriate by the Directors.

This Corporation is organized exclusively for charitable, educational and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code. Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed according to Article X, to non-profit Corporations which have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV - NON-STOCK, NON-MEMBER CORPORATION

This Corporation shall have no members, shall issue no stock, and shall neither declare nor pay dividends or profits.

ARTICLE V - NUMBER OF DIRECTORS

The number of Directors shall be no less than five (5) and no more than eleven (11), and the number shall be changed only by a majority of the then Directors at a Directors' meeting held no less than thirty (30) days prior to any election of new Directors.

ARTICLE VI - ELECTION OF DIRECTORS

The initial Board of Directors subsequent to these amendments shall consist of the Executive Director of Maranatha House, Inc., and six (6) other Directors. Future Boards of Directors, which shall include the Executive Director as one of its members, shall be appointed by the Board of Directors of Central Assembly Christian Life Center, Inc., a non-profit corporation, in the manner provided by that Board. The term of office of each Director shall be two (2) years. The terms of the Directors currently in office shall continue to be staggered to provide continuity in the management of the Corporation.

ARTICLE VII - CORPORATE OFFICERS

The general officers of the Corporation shall be president, vice-president, and secretary-treasurer.

The principal duties of the President shall be to preside at all meetings of the Board of Directors and to have a general supervision of the affairs of the Corporation. The President shall also be known as the Executive Director, and shall be responsible for the operation of all housing centers of the Corporation.

The principal duties of the Vice-president shall be to discharge the duties of the president in the event of absence or disability, for any cause whatsoever, of the president.

The principal duties of the Secretary-treasurer shall be to countersign all deeds, leases, and conveyances executed by the Corporation, affix the seal of the Corporation thereto and to such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the Board of Directors, and to safely and systematically keep all books, papers, records, and documents belonging to the Corporation, or in any way pertaining to the business thereof, and to keep an account of all moneys, credits, and property of any and every nature of the Corporation which shall come into his hands, and to keep an accurate account of all moneys received and disbursed and of proper vouchers for moneys disbursed, and to render such accounts, statements, and inventories of moneys received and disbursed and of money and property on hand, and generally of all matters pertaining to his office, as shall be required by the Board of Directors.

The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interest of the Corporation.

Whenever the Board of Directors may so order, any two offices, the duties of which do not conflict, may be held by one person, except that the offices of Secretary and President may not be held by the same person.

The Officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the Bylaws.

ARTICLE VIII - ELECTION OF OFFICERS

The Officers of the Corporation shall be elected annually by the Board of Directors, and an Officer who states in writing to the Board that he or she wishes to remain an Officer shall be replaced only by the vote of a majority of the full Board then in Office.

ARTICLE IX - REGISTERED AGENT

The registered agent and address for service of process shall be

Nancy Phelps
617 7th Avenue N.
Nampa ID 83687.

ARTICLE X - WINDING UP AND DISSOLUTION

Upon a vote of the majority of the Directors of the Corporation, at a meeting of which all Directors have been provided thirty (30) days notice of an intention to dissolve the Corporation, the Corporation may be dissolved as provided in Idaho Code Sections 30-1-82 through 30-1-138. After payment of all legitimate claims against the Corporation and the expenses of winding up the Corporation, all remaining assets and property, both real and personal, of the Corporation shall either be sold at fair market value and divided between the following entities or turned over to the following entities in equal shares to continue service to the communities or to liquidate, as they prefer.

Grace Episcopal Church 403 10th Ave. S. Nampa ID 83651	Nampa Seventh Day Adventist Church 307 W. Iowa Ave. Nampa ID 83686
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Messiah Lutheran Church 534 W. Iowa Ave. Nampa ID 83686	Central Assembly Christian Life Center 12000 Fairview Ave. Boise ID 83704
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ARTICLE XI

The Directors of this Corporation shall not be personally liable to the Corporation for breach of any fiduciary duty owed to the Corporation, except for the following instances:

1. Breaches of the Director's duty of loyalty;
2. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;

3. Any transaction by which a Director derived an improper personal benefit;
4. A Director's assent to any distribution of the assets of the Corporation without providing for payment of all known debts, liabilities and obligations of the Corporation prior to dissolution or liquidation.

IT IS HEREBY RESOLVED, THAT the Board of Directors of MARANATHA HOUSE, INC., by majority vote adopt these amended and restated articles of incorporation on this 30th day of September, 1990.

MARANATHA HOUSE, INC.

By Nancy Phelps
Chairman, Board of Directors

Attest:

Patricia D Miller
Secretary

(Seal)

VERIFICATION

STATE OF IDAHO }
 } ss.
County of Canyon }

Nancy Phelps, being first duly sworn, states:

I am the Chairman of the Board of Directors of this Corporation. I have read the amended and restated articles of incorporation, have signed the amended and restated articles as Chairman of the Board of the Corporation, and verify that the statements contained in the amended and restated articles of incorporation are accurate to the best of my knowledge and belief.

Nancy Phelps

SUBSCRIBED and SWORN TO before me this 30th day of September, 1990.

Patricia D Miller
Notary Public for Idaho

Residing at Nampa, ID

My Commission expires: 9-15-92