

State of Idaho

Department of State

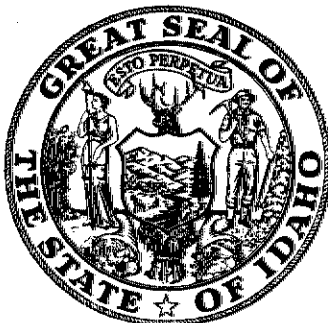
CERTIFICATE OF INCORPORATION OF

PEND OREILLE VILLAGE CORPORATION
File number C 116468

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 PEND OREILLE VILLAGE CORPORATION 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: September 18, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Lois Smock*

SEP 18 8
SECRETARY OF STATE
STATE OF IDAHO
DATE 09/18/1996
ID# 25056
EX # 1260
INC NONP
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ARTICLES OF INCORPORATION
OF
PEND OREILLE VILLAGE CORPORATION

ARTICLE I

The name of this corporation is PEND OREILLE VILLAGE CORPORATION. The duration of the Corporation shall be perpetual.

ARTICLE II

- a) This Corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Idaho Nonprofit Business Corporation Act for charitable purposes.
- b) The address in the State of Idaho of the registered agent for service of process is North Idaho Community Services Corp., 1309 Best Ave. Coeur d'Alene, Idaho 83814, and the initial registered agent at that location is Phil Colozzi.

ARTICLE III

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

- a) To provide affordable housing for current residents of Pend Oreille Village and future low income residents;
- b) To acquire Pend Oreille Village in Sandpoint, Idaho for the persons described in subsection a) above;
- c) To rent such housing to the persons described in subsection a) above;
- d) To provide facilities and services related to such housing to the persons described in subsection a) above; and
- e) To create and maintain the affordability of housing for the persons described in subsection a) above by taking action and working with concerned private and public persons and agencies.

ARTICLE IV

- a) The Corporation is organized exclusively for charitable 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.
- b) The property of the Corporation is irrevocable dedicated to charitable purposes and no part of the net income earnings or assets of the Corporation shall ever inure to the benefit of, or be distributable to, its members, directors or officers thereof, or to any private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation to private persons (other than members and directors) for services actually rendered and to make payments and distributions in furtherance of its exempt purposes.

ARTICLE V

- a) 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 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.
- b) 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 VI

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 III hereof, but solely in connection with the project assisted under the provisions of the Low-Income Housing Preservation and Resident Homeownership Act of 1990 (LIHPHA) known as Pend Oreille Village Corp. in Sandpoint, Idaho.

- 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 of and on the Corporation's property.
- c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of the United States Department of Housing and Urban Development, and of such other instructions and undertakings as may be necessary to enable the Corporation to secure the benefits of capital advances or project rental assistance under the provisions of LIHPRHA. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of the United States Department of Housing and Urban Development.
- d) Upon the dissolution or winding up of the Corporation, to distribute all of the remaining assets of the Corporation after payment, or provision for payments, of all debts and liabilities of the Corporation, to one or more organizations created and operated solely for one or more exempt purposes within the meaning of Article III hereof, other than 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; or to distribute same, or any portion thereof, to the Secretary of the United States Department of Housing and Urban Development exclusively for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated for such purposes.

ARTICLE VII

The Bylaws of the Corporation, and any amendments thereof, may be adopted by the directors at the organization meeting of the original directors or at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or of the Regulatory Agreement between the Corporation and the Secretary of the United States Department of Housing and Urban Development.

ARTICLE VIII

Notwithstanding anything in these Articles of Incorporation to the contrary, in the event any provision of the Articles of Incorporation tends to contradict, modify, or in any way change the terms of the Regulatory Agreement encumbering the Pend Oreille Village the terms of the Regulatory Agreement shall prevail and govern; or if any provision of these Articles of Incorporation

in any way tends to limit the secretary of the United States Department of Housing and Urban Development in his administration of the National Housing Act, as amended (the "Act"), or the regulations issued pursuant thereto, these Articles of Incorporation shall be deemed amended so as to comply with the Act, the regulations and the aforementioned Regulatory Agreement.

ARTICLE IX

So long as a mortgage on the Corporation's property is held by the Secretary of the United States department of Housing and Urban Development or so long as the Use Agreement between the Corporation and the Secretary of the United States Department of Housing and Urban development remains in effect these Articles of Incorporation may not be amended without the prior written approval of the said Secretary.

ARTICLE X

The affairs of this Corporation shall initially be managed by a Board of Directors. The number of Directors may be increased or decreased in accordance with the ByLaws of the Corporation. The names and address of the initial Directors of the Corporation until the selection of their successors are:

Shella Brearley
1624 N. Pines Rd
Post Falls, ID 83854

Mike Bullard
3412 Moccasin Rd
Coeur d'Alene, ID 83814

Phil Colozzi
3408 1/2 Fourth St.
Coeur d'Alene, ID 83814

Denny Keim
801 Centennial Ct.
Coeur d'Alene, ID 83814

Kathy Reed
W. 5750 Highland Dr.
Coeur d'Alene, ID 83814

Gino White
PO Box 267
Plummer, ID 83851

Brenda Wyatt
PO Box 52
Cocolalla, ID 83813

Gary Ingram
910 N. Division #207
Sandpoint, ID 83864

ARTICLE XI

Participation in management and ownership of the Corporation shall be by Directorship only. The Corporation shall issue no stock and shall have no shareholders or members.

Signed by the incorporator this 13 day of SEPTEMBER, 1996.

Name:

Phil Polizzi

Address:

Phil Colozzi
1309 BEST AVE
COEUR D'ALENE ID 83814