

State of Idaho

Department of State

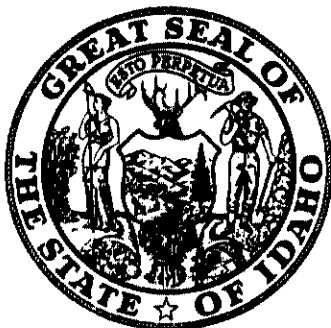
CERTIFICATE OF INCORPORATION OF

SHELTER ALLIANCE DEVELOPMENT CORPORATION

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 SHELTER ALLIANCE DEVELOPMENT 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: March 29, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By 

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**ARTICLES OF INCORPORATION
OF
SHELTER ALLIANCE DEVELOPMENT CORPORATION**
(A non-profit corporation)

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all being of lawful age and being citizens of the United States of America, having associated and do hereby associate ourselves together, for the purpose of forming a non-profit cooperative association, under Title 30, Chapter 3, Idaho Code, governing non-profit cooperative associations and we do hereby adopt Articles of Incorporation as follows:

I.

That name of this corporation shall be "SHELTER ALLIANCE DEVELOPMENT CORPORATION".

II.

The location and post office address of the registered office of the corporation within this state shall be 11100 Airport Drive, Hayden, Idaho 83835, and the registered agent at such address is James L. Deffenbaugh.

III.

The term of existence of this corporation shall be perpetual.

IV.

This corporation does not contemplate pecuniary gain or profit to the members thereof and the purpose for which this corporation is formed is not for profit. The corporation shall have no capital stock. Membership in the corporation shall be evidenced by membership certificates issued as provided by the bylaws of the corporation; provided further that the certificates cannot be assigned so that the transferee thereof can by such transfer become a member of the corporation except by resolution of the Board of Directors, and under such regulations as the bylaws may prescribe.

V.

The rights and interests of all members of the corporation shall be equal and no member can have or acquire a greater interest therein than any other member; provided further that the holder of each membership certificate in the corporation shall have one vote in the corporation.

VI.

The purposes for which this corporation is formed are as follows:

a) Serve to help meet the housing needs of the lowest income persons of North Idaho through the use of any or all existing housing assistance resources.

b) To support a continuing effort to evaluate housing needs within the five Northern Counties of Idaho, and develop programs of assistance

reflective of the area needs.

c) To support a continuing effort to bring about community attitudinal change that may contribute to a better environment for the production and preservation of housing for low income persons in North Idaho.

d) To purchase, own, lease, mortgage and dispose of sufficient real estate and other property as may be necessary for the purposes of the corporation and to receive, manage, take and hold real and personal property by gift, grant, devise or bequest.

e) To borrow money to issue notes, mortgages, and other obligation of the corporation as from time to time for any of the objects or purposes of the corporation, and to mortgage, pledge, hypothecate, and/or convey in trust all of its property to secure the payment thereof.

f) To enter into, make perform and carry out contract of every kind and nature for any and all lawful purposes with any person, firm, association, corporation, municipality, state or government, or any subdivision district or department thereof.

g) To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes herein enumerated, or which shall at any time appear conducive or expedient for the protection, benefit or advancement of this corporation as long as the same shall be lawful and shall not involve the accumulation or distribution of monetary profit or dividends to the members thereof.

h) The several clauses contained in this statement of purposes shall be construed as both purposes and powers and the statements contained in each clause shall in no way be limited or restricted by reference or inference from any of the term of any other clause but shall be regarded as independent purposes and powers and no purpose herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all lawful powers not inconsistent herewith are hereby included.

VII.

The business and affairs of the corporation shall be managed and controlled by a Board of Directors, each of whom owns a Certificate of Membership on the corporation. The directors who have been duly chosen to manage the affairs of the corporation until their successors have been duly selected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Chuck Wade	U.S. Bancorp, W. 296 Sunset Ave., Suite 29 Coeur d'Alene, ID 83814
Phil Colozzi	N.I.C.S.C., P.O. Box 1227, Coeur d'Alene, ID 83814
Bill Willis	Retired, 6006 W. Pinegrove Coeur d'Alene, ID 83814
John Austin	Finance Dir., City of Coeur d'Alene 710 Mullan Ave., Coeur d'Alene, ID 83814
Colin Coles	Planner, City of Post Falls, W. 6930 Highland Dr., Post Falls, ID 83854
Mary Lou Reed	Senator, 10 Geisha Rd., Coeur d'Alene, ID 83814

Robbie Eaton	4755 Seltice Way, Coeur d'Alene, ID
Arline Stanley	Box 437, Silverton, ID 83867
Mildred Robinette (Dolly)	512 Bank St., Wallace, ID 83873
Charlotte Weaver	4301 Ramsey Rd., F126, Coeur d'Alene, ID

VIII.

That the names and post office address of the incorporators of this non-profit corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James Deffenbaugh	11100 Airport Drive, Hayden, ID 83835
Barbara J. Toliver	1405 Highwood Ln. CDA, ID 83814
Kent Helmer	Courthouse, 501 N. Gov't Way , CDA, ID

IX.

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 rendered and to make payments and distributions in furtherance of the purposes set forth in Article VI hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda directly attempting to influence legislation or actively participating in any political campaign on behalf of any candidate for public office. Nothing contained herein

however shall forbid the corporation from publicly stating its position on any issue or question of legitimate concern to or relevant to the purposes for which the corporation has been organized. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law.)

X.

Upon liquidation, dissolution or abandonment of the corporation for any purpose, the Board of Directors shall, after paying or making provisions for the payment of all of the lawful liabilities of the corporation, dispose of all of the remaining assets of the corporation to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under said Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall Determine.

XI.

The Articles of Incorporation may be altered or amended at any regular

meeting of the corporation or any any spacial meeting of the membership hereof called for that purpose by the affirmative vote of two thirds of the members present at such meeting, provided that a quorum as specified in the bylaws of the corporation, or the laws of the State of Idaho, be present.

IN WITNESS WHEREOF, we have hereunto set our hands this

16th day of ~~November, 1992.~~ ^{M.C.A.}
February, 1993

Chuck Wade, President
William E. Willis, Vice President
Robbie Eaton, Sec. / Treas.

STATE OF IDAHO,)
 : ss.
County of Kootenai)

On this 16th day of February, 1992³, before me, the undersigned, a ^{M.C.A.}

Notary Public in and for the State of Idaho, personally appeared

Chuck Wade, William Willis, and
Robbie Eaton, _____, known to me

to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

Mary Ellen Adams
Notary Public - State of Idaho
Kootenai
Expires 2-27-94

INCORPORATORS

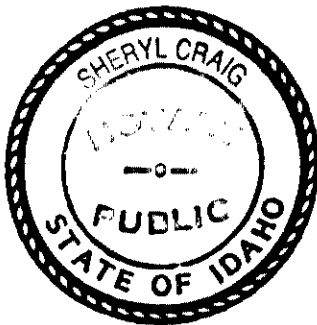
IN WITNESS WHEREOF, we have hereunto set our hands this 19th
day of February, 1993.

James L. Deffenbaugh
Barbara Saliner
Kent Helmer

STATE OF IDAHO,)
 :
County of Kootenai)

On this 19th day of February, 1993, before me, the
undersigned, a Notary Public in and for the State of Idaho,
personally appeared
James Deffenbaugh, Barbara Saliner, and
Kent Helmer, _____, known to me
to be the persons whose names are subscribed to the within
instrument and acknowledged to met that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the
day and year first above written.



Sheryl Craig
Notary Public - State of Idaho
Kootenai County
Expires May 4, 1998

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