

**Amended and Restated
Articles of Incorporation for
Community Development, Inc.**

MAR 10 PM 12:46
SECRETARY OF STATE
STATE OF IDAHO

To the Secretary of State of the State of Idaho Pursuant to Title 30, Chapter 3, Idaho Code, the undersigned non-profit corporation amends and restates its Articles of Incorporation as follows:

Article 1

The name of this corporation is Community Development, Inc.

Article 2

This corporation is a charitable corporation and is not organized for the private gain of any person. It is organized under the Idaho Nonprofit Corporation Act for charitable purposes.

Article 3

The Corporation shall have a perpetual existence.

Article 4

Section 1. The Corporation is organized for educational and 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 by:
 1. Involving the low-income in developing and carrying out anti-poverty programs;
 2. Mobilizing public and private resources in support of anti-poverty programs;
 3. Conducting programs which will promote the provision of decent housing affordable to low-income persons; and
- b) The Corporation also is devoted to assisting humanitarian efforts in construction and construction management. The Corporation will support and pursue other projects that benefit low-income and disadvantaged people.

including but not limited to orphanages, clinics, and schools. The Corporation will provide assistance to disadvantaged people including personal, educational and other supportive services with an end goal of helping them achieve self-sufficiency.

- c) Additionally, the Corporation is authorized to engage in any other lawful act or activity for which it was organized under the Idaho Nonprofit Corporation Act.

Section 2. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributed 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.

Section 5. The Corporation shall have the right to create subsidiary corporations or establish tradenames to accomplish its purpose. In the case of corporate subsidiaries, the Corporation will serve as a member of any such organizations, reserving full rights as specified in each respective organization's Articles of Incorporation and Bylaws. Each corporate subsidiary will have its own board, Articles and Bylaws and will meet applicable state and federal laws.

Article 5

The number of directors of this corporation shall be no less than five (5) nor more than thirteen (13). The names and addresses of the current members of the Board of Directors are as follows:

C.Fred Cornforth
16075 Ashland Drive
Caldwell, ID 83607

Gregory A. Urrutia
10525 Perch Road
Caldwell, ID 83605

Tracie Lloyd
13649 Crisholm
Caldwell, ID 83607

Keith Hanson
3613 W. Havstad Street
Pasco, WA 99301

Terry Edwards
1002 59th Avenue NE
Pasco, WA 99301

Millicent Wallenberg
4801 Lamplighters Lane
Minnetonka, MN 55345

Caleb Roope
4110 Eaton Ave., Suite A
Caldwell, ID 83607

Daniel S. Royal
19210 Densmore Avenue N.
Shoreline, WA 98133

Brent Leiske
3 Monroe Parkway
PMB 417
Lake Oswego, OR 97035

Article 6

The name and address in the State of Idaho of the Corporation's registered agent for service of process is:

C. Fred Cornforth
4110 Eaton Ave., Suite A
Caldwell, ID 83607

Article 7

The Corporation shall have no members.

Article 8

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Article 9

The property of this corporation is dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any private persons. Upon the dissolution of the Corporation, its assets remaining after payment of all debts and liabilities of the Corporation shall be distributed as determined by the Board of Directors to a nonprofit fund, foundation or corporation organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

* * *

The undersigned Incorporator of the Corporation identified in the foregoing instrument does hereby certify that the foregoing Amended and Restated Articles of Incorporation of Community Development, Inc., were duly adopted by the Board of Directors of said corporation by unanimous vote at a duly called and constituted meeting of the Board of Directors, and that they do now constitute the Amended and Restated Articles of Incorporation of Community Development, Inc., for said corporation.

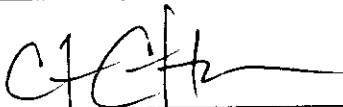
Dated: January 8, 2003

Signed: 
C. Fred Cornforth, Incorporator

Declaration

The undersigned declares under penalty of the perjury laws of the State of Idaho that he is the person who executed the above Articles and that such action took place on the above date.

Dated: January 8, 2003

Signed: 
C. Fred Cornforth, Incorporator
Exec Director