

**ARTICLES OF INCORPORATION
OF
ST. VINCENT'S FRUITLAND APARTMENTS, LIMITED**

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SECRETARY OF STATE
STATE OF IDAHO

The undersigned incorporator, desiring to form a nonprofit corporation under the Idaho Nonprofit Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE I.

- (a) The name of the corporation is ST. VINCENT'S FRUITLAND APARTMENTS, LIMITED, referred to as "the Corporation."
- (b) The existence of the Corporation will be perpetual.
- (c) The principal office of the Corporation will be at 108 East Walnut Avenue, Coeur d'Alene, Idaho 83814.
- (d) The initial registered agent of the Corporation is St. Vincent DePaul Salvage Bureau, Inc., whose post office address is 108 East Walnut Avenue, Coeur d'Alene, Idaho 83814.

ARTICLE II.

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

- (a) This Corporation is organized exclusively for charitable and/or educational 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, or to the Secretary of Housing and Urban Development for the time being exclusively for a public purpose. In pursuance of the foregoing purposes, the Corporation shall have the power to provide elderly persons and handicapped persons with housing

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facilities and services specially designed to meet their physical, social, and psychological needs, and to promote their health, security, happiness, and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. 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 in, 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. 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.

(c) This is a public benefit corporation. They have no members.

ARTICLE III.

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 II hereof, but solely in connection with the project assisted under (Section 202 of the housing act of 1959, as amended, or Section 811 of the National Affordable Housing Act).

(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 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 Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of capital advances or project rental assistance under (Section 202 or Section 811). Such Regulatory Agreement and other instruments and undertaking 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 housing and urban development.

(d) Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article II(a) hereof, other than for 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 shall be distributed to the Secretary 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 exclusively for such purposes.

(e) The Corporation shall have the power to indemnify its officers and directors only by insurance.

ARTICLE IV.

The Corporation's board of directors shall have five (5) members. The original directors and the term for which each will serve are:

John Bruning
108 E. Walnut Avenue
Coeur d'Alene, ID 83814

Three (3) years beginning January 30, 2008

Renata McLeod
108 E. Walnut Avenue
Coeur d'Alene, ID 83814

Three (3) years beginning January 30, 2008

Karen Cotton
108 E. Walnut Avenue
Coeur d'Alene, ID 83814

Two (2) years beginning January 30, 2008
(Subsequent terms for this director's position shall be three (3) years.)

Ginger Seaman
108 E. Walnut Avenue
Coeur d'Alene, ID 83814

Two (2) years beginning January 30, 2008
(Subsequent terms for this director's position shall be three (3) years.)

Marla Lewis
108 E. Walnut Avenue
Coeur d'Alene, ID 83814

One (1) year beginning January 30, 2008
(Subsequent terms for this director's position shall be three (3) years.)

The directors shall serve without compensation.

Each member of the board of directors shall, at all times, be either an individual who is also a director of the board for St. Vincent DePaul Salvage Bureau, Inc. or an individual approved by the board of directors for St. Vincent DePaul Salvage Bureau, Inc. In the event that a director of the Corporation ceases to be a member of the board of directors for St. Vincent DePaul Salvage Bureau, Inc. or if the board of directors for St. Vincent DePaul Salvage Bureau, Inc. withdraws its approval, then, in either event, such shall constitute

automatic resignation as a director of the Corporation.

One-third of the members of the Corporation's board of directors must be residents of Kootenai County, Idaho.

The officers of the Corporation, as provided by the bylaws of the Corporation, shall be elected by the directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors shall elect the regular officers of the Corporation at the annual meeting for terms of one (1) year. The secretary and treasurer may be one and the same person.

The annual meeting shall be held on the third Thursday of January of each year.

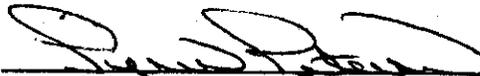
ARTICLE V.

Bylaws of the Corporation may be adopted by the directors 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 Housing and Urban Development pursuant to Article II hereof.

ARTICLE VI.

So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development or the Use Agreement remains in effect, these Articles may not be amended without the prior written approval of the said secretary.

SIGNED by the incorporator this 7th day of December 2007.



LYNN PETERSEN
c/o St. Vincent DePaul
108 E. Walnut Ave.
Coeur d'Alene, Idaho 83814