

**THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF MERCY TWIN FALLS, INC**

The following Third Amended and Restated Articles of Incorporation of Mercy Twin Falls, Inc. have been revised and restated to include the following changes which have been approved and adopted by the one Member who is entitled to vote, Boise Housing Corporation:

1. ARTICLE I, SECTION 2: *changed the name and address of the registered agent;*
2. ARTICLE III, SECTION 1, SUBSECTION (B): *changed a portion of this Corporation's purpose from contribution to the fulfillment of the purposes of Mercy Housing, Inc., a Nebraska nonprofit corporation to contribution to the fulfillment of the purposes of Boise Housing Corporation, an Idaho nonprofit corporation;*
3. ARTICLE V: *changed the member from Mercy Housing Idaho, Inc., an Idaho nonprofit corporation to Boise Housing Corporation., an Idaho nonprofit corporation;*
4. ARTICLE VI, SECTION 1: *changed the right to appoint the Board of Directors to Boise Housing Corporation., an Idaho nonprofit corporation*

ARTICLE I**NAME; OFFICE; AGENT**

Section 1. The name of this Corporation shall be Mercy Twin Falls, Inc.

Section 2. The address of the registered office of this Corporation is 205 N. Tenth Street, Second Floor, Boise, Idaho 83702 and the name of the Corporation's registered agent at such address is James R. Tomlinson.

ARTICLE II**PERIOD OF EXISTENCE**

This Corporation shall have perpetual existence.

ARTICLE III**PURPOSES**

Section 1. This is a public benefit corporation. The Corporation is organized for 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; and,
- (b) Contribute to the fulfillment of the purposes of Boise Housing Corporation, an Idaho nonprofit corporation, which is exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986.
- (c) Enable the financing of the construction of such rental housing with the assistance of mortgage insurance under the National Housing Act.
- (d) Enter into, perform, and carry out contracts of any kind necessary to or in connection with, or incidental to, the accomplishment of purposes of the corporation, including, expressly, any contract or contract with the Secretary of Housing and Urban Development which may be desirable or necessary to comply with the requirements of the National Housing Act, as amended, and the Regulations of the Secretary thereunder, relating to the regulation of mortgagors as to rents, sales, charges, capital structure, rate of return, and methods of operation.
- (e) Acquire any property, real or personal in fee or under lease, or any rights therein or appurtenant thereto, necessary for the construction and operation of such project.
- (f) Borrow money and to issue evidence of indebtedness, and to secure the same by mortgage, deed of trust, pledge, or other lien, in furtherance of any or all of the objects of its business in connection with said project.

This Corporation shall be operated exclusively for educational and charitable purposes and in a manner which is consistent with and supportive of the Mission, Philosophy and operating policies of the sponsor, Boise Housing Corporation.

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

ARTICLE IV POWERS

Section 1. This Corporation, in order to carry out its purposes, shall have the power to do any and all things as fully and to the same extent as natural persons could do, and this Corporation shall have such powers as may be necessary or incidental to the attainment of the purposes of this Corporation as set forth in Article III hereof.

A. The Corporation is empowered 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, acting by and through the Federal Housing Commissioner, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing with the assistance of mortgage insurance under the provisions of the National Housing Act. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, as long as a mortgage on the Corporation's property is insured or held by the Secretary of Housing and Urban Development.

B. This Corporation is empowered to buy, own, sell, convey, 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 elsewhere herein; however, this corporation shall have the power to own and manage the following multifamily housing project as its sole asset: Willswood Apartments, FHA Project No. 124-44023.

C. This Corporation is empowered 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.

D. This Corporation is empowered 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, acting by and through the Federal Housing Commissioner, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing with the assistance of mortgage insurance under the provisions of the National Housing Act. 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 insured or held by the Secretary of Housing and Urban Development.

E. This Corporation is empowered to indemnify its officers and directors only by insurance.

Section 2. The enumeration of the powers hereinabove shall not be deemed a renunciation of any of the powers conferred in the Idaho Nonprofit Corporation Act, for nonprofit corporations, charitable societies or religious associations, but rather all such powers shall be deemed fully vested in this Corporation as though hereinabove specifically enumerated.

ARTICLE V
MEMBERSHIP

This Corporation shall have only one member who is entitled to vote on matters relating to this Corporation and that member shall be Boise Housing Corporation, hereinafter "Member," an Idaho nonprofit corporation. The powers, duties and rights reserved to the Member shall be identified in the Corporation's Bylaws.

ARTICLE VI
BOARD OF DIRECTORS

Section 1. The affairs of this Corporation shall be managed by a Board of Directors appointed by the Member.

Section 2. The number, qualifications, term, method of acting and method of appointment and removal of the Board of Directors shall be set forth in the Bylaws of this Corporation. The Board of Directors shall consist of between three (3) and eleven (11) members and shall initially consist of eight (8) Directors, whose names and addresses are as follows:

Sara Baker, 8704 Ustick Road, Boise, Idaho 83704

Chris Bent, 205 N. Tenth Street, Second Floor, Boise, Idaho 83702

Allan Bosch, 225 N. 9th Street, Suite 210, Boise, Idaho 83702

Stephanie Johnson, Bank of the Cascades, 121 N 9th Street, Suite 100, Boise, Idaho 83702

Patrick McKeegan, 2419 Annett Street, Boise, Idaho 83705

Shan Miller, 205 N. Tenth Street, Second Floor, Boise, Idaho 83702

Joe Sanchez, 205 N. Tenth Street, Second Floor, Boise, Idaho 83702

James R. Tomlinson, 205 N. Tenth Street, Second Floor, Boise, Idaho 83702

ARTICLE VII
DISSOLUTION

The Corporation is bound, to the same extent as the original executing party, by the mortgage note, mortgage. Regulatory Agreement and other documents that have been executed in connection with the HUD insured mortgage loan affecting the Corporation's property. Upon any dissolution, no title or right to possession and control of the Corporation's property financed under such HUD insured mortgage loan, and no right to collect the rents therefrom, shall pass to any person who is not so bound in a manner satisfactory to the Secretary of Housing and Urban Development.

Upon 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 III (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.

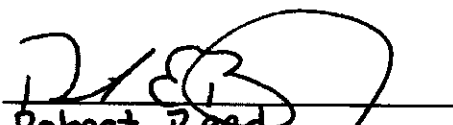
ARTICLE VIII
REVISION OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended upon receiving the affirmative vote of two-thirds of the directors in office and the approval of the Member. So long as a mortgage on the Corporation's property is insured or held by the Secretary of Housing and Urban Development or the Regulatory Agreement remains in effect, these Articles may not be amended without the prior written approval of the said Secretary.

ARTICLE IX
BYLAWS

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.

IN WITNESS THEREOF, the undersigned have executed these Articles of Incorporation on this 15th day of JULY, 2013.


Robert Reed
Vice President

APPROVED BY BOISE HOUSING CORPORATION AS MEMBER

By: 
James R. Tomlinson, President

7/1/2013
Date