

State of Idaho

Department of State

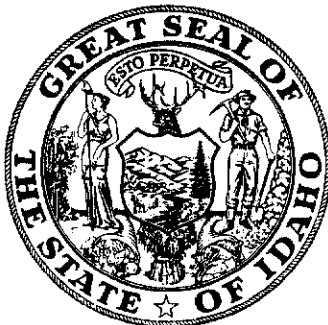
CERTIFICATE OF AMENDMENT OF

MERCY MOSCOW, INC.
File Number C 105874

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of MERCY MOSCOW, INC., 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: May 15, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Louisa Herold*

REVISED AND RESTATED
ARTICLES OF INCORPORATION
OF
MERCY MOSCOW, INC

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The following Articles of Incorporation of Mercy Moscow, Inc. have
been revised and restated to include the following changes.

1. Article I, Name, Office, Agent: changed the name of the registered agent.
2. Article IV, Powers: added Sections 3 and 4
3. Article V, Membership: deleted the following language from the first line "...who is entitled to vote on matters relating to this Corporation...".
4. Article VI, Board of Directors: removed the listing of the names and address of the initial Board of Directors.
5. Article VII, Dissolution: added last sentence.

The undersigned, pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), hereby adopt these revised and restated Articles of Incorporation as follows:

ARTICLE I
NAME; OFFICE; AGENT

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

Section 2. The address of the registered office of this Corporation is 1512 12th Avenue Road, Nampa, ID 83651, and the name of the Corporation's registered agent at such address is Christina Martell.

ARTICLE II
PERIOD OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III
PURPOSES

Section 1. 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 decent housing that is affordable to low-income persons, moderate-income persons, homeless persons, potentially homeless persons or otherwise disadvantaged persons, and to provide educational and supportive

services to these same persons; and,

- (b) Contribute to the fulfillment of the purposes of Mercy Housing Inc., a Nebraska 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.

This Corporation shall be operated exclusively for educational and charitable purposes and in a manner which is consistent with and supportive of the Mission and Philosophy of its Sponsor.

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.

Section 2. The enumeration of the powers hereinabove shall not be deemed a renunciation of any of the powers conferred in the Idaho 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.

Section 3. 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.

Section 4. 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.

ARTICLE V MEMBERSHIP

This Corporation shall have only one member and that member shall be Mercy Housing Idaho, Inc., hereinafter "Member," an Idaho nonprofit corporation. The powers, duties and rights reserved to the Member shall be identified in the Bylaws of the Corporation.

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.

ARTICLE VII DISSOLUTION

In the event that this Corporation shall be dissolved or wound up at any time, then all of the properties, monies, and assets of this Corporation remaining after provision has been made for payment of its known debts and liabilities as provided by law, shall become the exclusive property of Mercy Housing Inc. or other entity that is designated by Mercy Housing Inc. and is an exempt organization under Section 501(c)(3) of the Internal Revenue Code. In the event that Mercy Housing Inc. no longer exists, such properties, monies, and assets of this Corporation shall be transferred exclusively to and become the property of such nonprofit funds, foundations or corporations, organized and operated exclusively for charitable or educational purposes, as are selected and designated by the Board of Directors and the Member of this Corporation;

provided, however, that any such funds, foundations and/or corporations shall qualify as an exempt organization or organization 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 shall be distributed to the Secretary of Housing and Urban Development exclusively for a public purpose, provided further that prior to taking any action to permit or cause the voluntary or involuntary dissolution of this Corporation, the Board of Directors shall obtain all approvals required of the Member. 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.

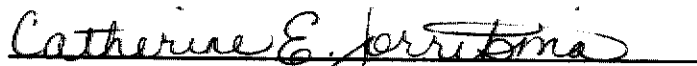
ARTICLE VIII
REVISION OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended upon receiving the affirmative vote of a majority of the directors in office and the approval of the Member. 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.

IN WITNESS THEREOF, the undersigned have executed these Revised and Restated Articles of Incorporation on this 25th day of January, 1996.



President, Mercy Moscow, Inc.



Secretary, Mercy Moscow, Inc.

APPROVED BY MERCY HOUSING IDAHO, INC. AS MEMBER



President, Mercy Housing Idaho, Inc.

1-25-96

Date

APPROVED BY MERCY HOUSING INC.



President/CEO

1-25-96

Date