



CERTIFICATE OF INCORPORATION
OF

IDAHO SOUTHWEST, INCORPORATED

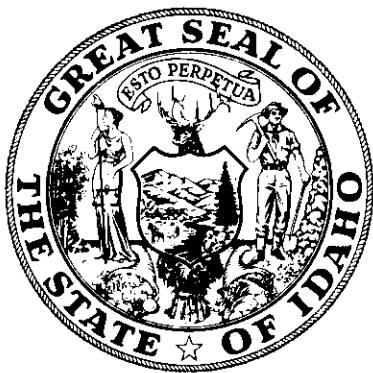
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

IDAHO SOUTHWEST, INCORPORATED

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 February 29, _____, 19 84.



Pete T. Cenarrusa

SECRETARY OF STATE

Denise Hiner

Corporation Clerk

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SECRETARY OF
STATE

ARTICLES OF INCORPORATION
OF
IDAHO SOUTHWEST, INCORPORATED

We the undersigned, all residents of the State of Idaho and citizens of the United States for the purpose of forming a non-profit corporation pursuant to Chapter 1, Title 30, Section 30-117A, Idaho Code, do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is IDAHO SOUTHWEST, INCORPORATED.

ARTICLE II

The corporation shall have perpetual duration.

ARTICLE III

The corporation is organized pursuant to the provisions of the general non-profit corporation law of the State of Idaho.

ARTICLE IV

The ^{registered}~~principal~~ office for the transaction of business is to be located in the City of Nampa, County of Canyon, State of Idaho. The mailing address of this corporation shall be 1224 1st Street South, Nampa, Idaho 83651. REGISTERED AGENT IS
JEANNE S. TROUTNER, SAME ADDRESS.

ARTICLE V

The purposes for which this corporation is formed are exclusively charitable and consist of the following:

1. The promotion of the social welfare of the poor and underprivileged by providing low cost rental housing for senior citizens and families otherwise unable to obtain said housing on the open market;

2. To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons, organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.

ARTICLE VI

The corporation is empowered to do and perform all acts reasonably necessary to accomplish the purposes of the corporation, including the following:

1. To execute a Regulatory Agreement with the Secretary of Housing and Urban Development, and such other instruments and undertakings as may be necessary to enable the corporation to secure the benefits of financing under Section 202 of the Housing Act of 1959. 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 held by the Secretary of Housing and Urban Development.

2. To acquire, construct, provide and operate rental housing and related facilities suited to the special needs and living requirements of eligible occupants as determined by Federal and State regulations, without regard to race, color, creed or national origin;

3. To acquire, improve and operate any real or personal

property or interest or rights therein or appurtenant thereto;

4. To sell, convey, assign, mortgage, or lease any real or personal property;

5. To borrow money and to execute such evidence of indebtedness and such contracts, agreements, and instruments as may be necessary, and to execute and deliver any mortgage, deed of trust, assignment of income, or other security instrument in connection therewith;

6. To do all things necessary and appropriate for carrying out and exercising the foregoing purposes of powers;

7. To exercise all other rights and powers conferred upon corporations formed under the general non-profit corporation law of the State of Idaho, provided, however, that the corporation shall not engage in any activities or exercise any powers, including those specifically mentioned herein, that are not in furtherance of the specific and primary charitable purpose of the corporation.

ARTICLE VII

All of the foregoing purposes and powers shall be exercised exclusively for charitable purposes in such manner that the corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 and applicable state law provisions, as they are currently and shall hereafter be in force and effect.

ARTICLE VII

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 V.

The balance, if any, of all money received by the corporation from its operations, after payment in full of all operating expenses, debts and obligations of the corporation of whatsoever kind and nature as they become due, shall be used to make advance payments on any loans owed by the corporation, to lower the lease/rental charge to occupants of the housing, and to provide additional housing and related facilities.

ARTICLE IX

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or 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 Section 501(c)(3) of the Internal Revenue Code of 1954 (of the corresponding provision of any future United States Internal Revenue law) as the Board of Directors determine.

In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organization or organizations created and operated for nonprofit purposes similar to those of

the Corporation: PROVIDED, however, that the Corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations or organization, as such Court shall determine, which are organized and operated exclusively for such purposes. There shall be no distribution to any member of the corporation.

ARTICLE X

The management of the corporation will be vested in a Board of Directors; the number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of Directors shall be such as are prescribed by the By-Laws of the corporation; the authority to make By-Laws for the corporation is hereby vested in the interim Board of Directors. The initial officers of the corporation are to be selected by the interim Board of Directors and shall be chosen from members of the Board of Directors.

ARTICLE XI

Membership shall be evidenced by certificates of membership rather than by share of stock.

The qualifications for membership and all rights incident to membership in this corporation shall be such as are defined in the By-Laws of the corporation, the voting rights, property rights and interest of each member of the corporation shall be equal and all new members shall have voting rights, property rights and interest in the corporation equal to that of all old members. All directors

of this corporation shall be members of the corporation.

ARTICLE XII

A quorum for a meeting of the members of the corporation shall consist of a majority of the members of the corporation.

ARTICLE XIII

The Incorporators of this corporation shall constitute the interim Board of Directors until such time as the first annual meeting of the corporation shall be held.

The names and addresses of the incorporators who shall first manage the affairs of the corporation until the first annual meeting of the members are:

1. Anita L. Donica
559 Central Canyon
Nampa, Idaho 83651
2. Jeanne S. Troutner
1224 1st. Street South
Nampa, Idaho 83651
3. William A. Zahm
Route 1 Box 1011-D
New Plymouth, ID 83655
4. Ivan Simonsen
405 S. Wardwell
Emmett, Idaho 83617
5. Chester R. Mateer
11611 Lower Bench Road
Emmett, Idaho 83617

ARTICLE XIV

The By-Laws of the corporation may be repealed, altered and amended or new By-Laws adopted by the Board of Directors at any special meeting of the Board of Directors called for that purpose by a vote of two-thirds majority of the total membership of the Board.

ARTICLE XV

Any person (and the heirs, executors and administrators of such persons) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or officer of the corporation shall be indemnified by the corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or officer (or such heirs, executors, or administrator) may be entitled apart from this ARTICLE.

IN WITNESS WHEREOF, the following person acknowledges that she is a resident of the State of Idaho and has joined together with those others herein signed to incorporate this Corporation as a non-profit corporation.


ANITA L. DONICA

STATE OF IDAHO)
) ss.
County of Canyon)

On this the 21st day of February, 1984, before me the undersigned Notary Public for the State of Idaho, personally came Anita L. Donica.

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

(SEAL)


Notary Public for Idaho
Residing at Nampa, Idaho
My Commission Expires: 2-12-85

IN WITNESS WHEREOF, the following person acknowledges that she is a resident of the State of Idaho and has joined together with those others herein signed to incorporate this Corporation as a non-profit corporation.


JEANNE S. TROUTNER

STATE OF IDAHO)
) ss.
County of Canyon)

On this 21st day of February, 1984, before me the undersigned Notary Public for the State of Idaho, personally came Jeanne S. Troutner.

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

(SEAL)


Notary Public for Idaho
Residing at: Nampa, Idaho
My Commission Expires: 2-12-85

IN WITNESS WHEREOF, the following person acknowledges that he is a resident of the State of Idaho and has joined together with those others herein signed to incorporate this corporation as a non-profit corporation.


WILLIAM A. ZAHM

STATE OF IDAHO)
) ss.
County of Canyon)

On this the 28th day of February, 1984, before me the undersigned Notary Public for the State of Idaho, personally came William A. Zahm.

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

(SEAL)

David J. Jakes
Notary Public for Idaho
Residing at: Nampa, Idaho

My Commission Expires: 2-12-85

IN WITNESS WHEREOF, the following person acknowledges that he is a resident of the State of Idaho and has joined together with those others herein signed to incorporate this Corporation as a non-profit corporation.

Ivan Simonsen
IVAN SIMONSEN

STATE OF IDAHO)
) ss.
County of Canyon)

On this the 28th day of February, 1984, before me the undersigned Notary Public for the State of Idaho, personally came Ivan Simonsen.

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

(SEAL)

David J. Jakes
Notary Public for Idaho
Residing at: Nampa, Idaho

My Commission Expires: 2-12-85

IN WITNESS WHEREOF, the following person acknowledges that he is a resident of the State of Idaho and has joined together with those others herein signed to incorporate this Corporation a non-profit corporation.

Chester R. Mateer
Chester R. Mateer

STATE OF IDAHO)
) ss.
County of Canyon)

On this the 28th day of February, 1984, before me the undersigned Notary Public for the State of Idaho, personally came Chester R. Mateer.

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

David J. [Signature]
Notary Public for Idaho
Residing at: Nampa, Idaho
My Commission Expires: 2-12-85