

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION  
OF**

**COMMUNITY RESOURCES, INC.,**  
an Idaho nonprofit corporation

2018 AUG 23 AM 9:55

SECRETARY OF STATE  
STATE OF IDAHO

In compliance with the requirements of the law of the Idaho Nonprofit Corporation Act, Idaho Code Section 30-3-1, et seq. (the "Act"), the undersigned natural person, being of full age and a resident of the United States, in order to form a nonprofit corporation for the purposes hereinafter stated, acting as incorporator, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation is "Community Resources, Inc." (the "Corporation").

**ARTICLE II**

The Corporation is a nonprofit corporation and is not organized for the private gain of any person. The duration of the Corporation is perpetual. It is organized under the Idaho Nonprofit Corporation Act, Idaho Code 30-3-1, et seq., now existing or as the same may be hereinafter amended.

**ARTICLE III**

The Corporation is organized and operated exclusively for charitable, religious and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and, include, but are not limited to, the fostering of low-income housing, providing housing, both owner occupied and for rental, to low income and moderate income persons that would otherwise not qualify or be able to afford such housing, to lease land, make loans to or in support of such persons and/or such housing, to finance and/or support education-based projects with an emphasis on providing schools in under-served areas or housing for teachers, to provide financial resources and benefits to such persons and/or such housing with emphasis in basic personal maintenance, lifeskills, spiritual wellbeing, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code and, including, but not limited to, to acquire, finance, build, develop, lease, sell and invest in land and/or improvements or otherwise to generate revenues in support of the foregoing purposes.

The Corporation may, consistent with the foregoing, engage in all lawful purposes, activities, and pursuits presently or hereafter allowed to be carried on by a corporation which qualifies under § 501(c)(3) of the Code, receive property by gift, devise, or bequest, invest or reinvest the same, and apply the income and principal thereof as the Board of Directors may

C 218829

from time to time determine, and shall likewise in furtherance of its corporate purposes, have all the general powers enumerated in the Act or any successor law or regulation, together with the power to solicit grants and contributions for such purposes.

#### **ARTICLE IV**

Membership in the Corporation shall consist solely and entirely of the members of the Board of Directors.

#### **ARTICLE V**

The name and address in the State of Idaho of the Corporation's Registered Agent for service of process is L. Andrea Clark, 550 W. State Street, Eagle, Idaho 83616.

The name and address of the incorporator for the Corporation is L. Andrea Clark, 550 W. State Street, Eagle, Idaho 83616.

The mailing address of the Corporation shall be 430 E State Street, Suite 100, Eagle, Idaho 83616.

#### **ARTICLE VI**

In all events and under all circumstances, and notwithstanding any other provisions of these Articles of Incorporation or any merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation, voluntarily, or by operation of law, or upon amendment of the Articles of Incorporation, the Corporation's operations and activities shall be strictly of a non-profit nature and:

(a) The Corporation shall not have nor exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent it from qualifying and continuing to qualify as (i) a corporation described in § 501(c)(3) of the Code or (ii) a corporation, contributions to which are deductible under § 170(c)(2) of the Code.

(b) The property, assets, profits and net income of the Corporation are irrevocably dedicated to the purposes set forth in Article III hereof, and no part of the assets or net earnings of the Corporation shall ever inure to the benefit of or be distributable to its incorporator, Directors, 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 reimbursement in reasonable amounts for expenses actually incurred in carrying out the purposes set forth in Article III hereof.

(c) No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall the

Corporation participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

(d) At no time shall the Corporation engage in any activities which are unlawful under the laws of the United States of America or under the laws of the State of Idaho.

(e) Neither the whole, nor any part or portion, of the assets or net earnings of the Corporation shall be used, nor shall the Corporation ever be operated, for objects or purposes other than those set forth in Article III hereof.

(f) Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Code or the corresponding section of a future federal tax code, or to a state or local government 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 located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VII**

The affairs of the Corporation shall be managed by its Board of Directors. Except for the initial Board of Directors whose names are set forth below, the Board of Directors shall be elected or appointed as provided in the Bylaws. The number of Directors constituting the Board of Directors of the Corporation shall be fixed by the Bylaws, except that there shall not be less than three (3) Directors. The names and addresses of the persons who are to serve as Directors until the first meeting of the Board of Directors or until their successors are elected and qualified, are as follows:

Shellan Rodriguez — 529 Hillview Drive, Boise, Idaho 83712

Steve Loomis — 7154 W State Street #187, Boise, Idaho 83714

L. Andrea Clark — 550 W. State Street, Eagle, Idaho 83616

The majority of the members of the Board of Directors shall constitute a quorum, and are authorized to adopt Bylaws to govern the operation of the Corporation to transact the business and exercise the powers of the Board of Directors as herein provided. The Board of Directors shall serve without compensation. Regular meetings of the Board of Directors of the Corporation shall be held at the times and at the places specified in the Bylaws.

## **ARTICLE VIII**

The Board of Directors shall have the power to make such Bylaws as it deems proper for the management of the affairs of the Corporation. Except as provided by applicable statutes of

the State of Idaho, the Bylaws may be altered and amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting.

#### **ARTICLE IX**

To the fullest extent permitted under of the Act, as amended, or pursuant to any successor statute with similar effect, no Director, officer or incorporator of the Corporation shall be personally liable to the Corporation or, if applicable, its members for civil claims arising from acts or omissions made in the performance of his or her duties as a Director, officer or incorporator. Any repeal or modification of the foregoing paragraph by the Directors of the Corporation shall not adversely affect any right or protection of a Director, officer or incorporator of the Corporation existing at the time of such repeal or modification.

#### **ARTICLE X**

The effective date of this document is the date it is filed with the Secretary of the State of Idaho.

*[signature page(s) to follow]*

IDAHO SECRETARY OF STATE

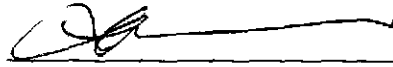
08/23/2018 05:00

CK:CASH CT:362300 BH:1660235

1@ 30.00 = 30.00 INC NONP #2

1@ 20.00 = 20.00 EXPEDITE C #3

IN WITNESS WHEREOF, the undersigned, being the incorporator of the Corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated this 23<sup>rd</sup> day of August, 2018.

A handwritten signature in black ink, appearing to read 'L. Andrea Clark', is written over a horizontal line.

L. Andrea Clark, Incorporator