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AMENDED AND RESTATED ARTICLES OF INCORPORATION

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-FILED-

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BUILDING HOPE PROJECT INC.

The Amended and Restated Articles of Incorporation ("Articles") of Inc. (the "Corporation") hereto attached, are entered into effective upon filing with the Idaho Secretary of State.

WHEREAS the Corporation is an Idaho nonprofit corporation formed under the laws of the State of Idaho on November 15, 2023, Registry # 0005479160; and

WHEREAS the Corporation has no members or shareholders; and

WHEREAS the Directors of the Corporation have approved the amendment and restatement of the Articles consistent with the purposes of the Corporation.

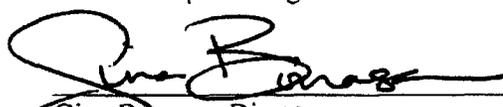
THEREFORE, the Directors take the following action:

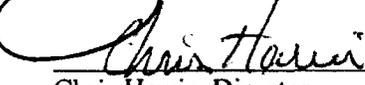
APPROVAL AND ADOPTION

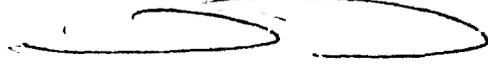
All Directors hereby unanimously adopt and approve the attached Articles and by their signature below, waive any meeting or notice which may be required by the Corporation's Articles, Bylaws, or otherwise.

IN WITNESS WHEREOF, the Directors of the Corporation sign below, these Amended and Restated Articles of Incorporation to become effective upon filing.

Approved:


Gina Bourasa, Director 12/5/23
Date


Chris Harris, Director 12/5/23
Date


Matthew Schoener, Director 12/5/2023
Date

[Attached Amended and Restated Articles of Incorporation]

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
THE BUILDING HOPE PROJECT INC.**

ARTICLE 1. Name. The name of the corporation is "The Building Hope Project Inc." (the "Corporation")

ARTICLE 2. Nonprofit. The Corporation is organized as a non-profit corporation pursuant to the provisions of Idaho Code Chapter 30, the Idaho Nonprofit Corporation Act, as amended (the "Act") and as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE 3. Duration. The Corporation shall have perpetual duration and succession in its corporate name.

ARTICLE 4. No Members or Shareholders. The Corporation shall have no members or shareholders.

ARTICLE 5. Board of Directors. The number of Directors of the Corporation and the method of their election shall be as provided in the Bylaws. The mailing address for all Directors shall be the principal office of the Corporation. The initial Directors are:

- Gina Bourasa
- Chris Harris
- Matthew Schoener

ARTICLE 6. Offices. The mailing address of the principal office of the Corporation is Suite 100, 209 Phoenix Lane, Caldwell, Idaho 83607-9129, or such other address as may be on file with the Idaho Secretary of State.

ARTICLE 7. Registered Agent. The registered office shall be the principal office of the Corporation, and the registered agent shall be Gina Bourasa, or such other agent or agent address as may be on file with the Idaho Secretary of State.

ARTICLE 8. Purposes. The purposes for which the Corporation is organized are as follows:

- (a) To witness to and implement the Gospel of Jesus Christ throughout the southwest region of the State of Idaho that includes of Ada County, Canyon County, Gem County and Owyhee County, and throughout the United States and the world by working with economically disadvantaged people to help them to create a better home in which to live and work; and
- (b) To communicate the Gospel of Jesus Christ by means of the spoken and written word and loving acts; and
- (c) To support other charitable organizations which are working to eliminate poverty housing; and
- (d) To receive, maintain, and accept as assets of the Corporation any property, whether real, personal, or mixed, by way of gift, bequest, devise, or purchase from any person, firm trust, or

corporation, and be held, administered, and disposed of exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, and in accordance with and pursuant to the provisions of these Articles of Incorporation; but no gift, bequest, devise, or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than a "charitable organization" or for any purposes other than the "charitable purposes" which would jeopardize the status of the Corporation, an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended; and

(e) To exclusively promote and carry on any other religious, charitable, or educational purposes and activities for which corporations may be organized and operated under the relevant provisions of the Internal Revenue Code, as amended, and under the Act.

ARTICLE 9. Corporate Powers. Except as hereinafter provided, the Corporation shall have all powers necessary or convenient to carry out its purposes, including the powers now or hereafter enumerated in the Act. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, as amended, or under corresponding section of any future federal tax code.

ARTICLE 10. Limitations. The powers and activities of the Corporation shall be limited as follows:

- (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, trustees, 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 herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.
- (b) Notwithstanding any other provision herein, the Corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by: (i) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, as amended, or any corresponding section of any future federal tax code; (ii) a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; or, (iii) an organization organized and existing under the Act.

ARTICLE 11. Dissolution. In the event of the dissolution and liquidation of this Corporation, to the extent allowed or permitted under applicable laws, the property and assets of the Corporation shall be, as determined by the Board of Directors, distributed to or sold and the proceeds distributed to any other one or more organizations, funds or foundations organized and operating for the same purposes for which the Corporation is organized and operating or any organization(s), foundation(s), fund(s), or corporation(s) organized and operating exclusively for religious, charitable, scientific, literary, or educational purposes permitted by Section 501(c)(3) of the Internal Revenue Code, as amended, which shall be selected by the Board of Directors of the Corporation. In the event that any assets are not disposed of in

accordance with the provisions herein, or that the Corporation shall fail to act within a reasonable time in the manner provided herein, the Court of the Third District for the State of Idaho, Canyon County, shall, upon application of one or more persons having a real interest in the Corporation or its assets, make such distribution(s) as provided herein.

ARTICLE 12. Indemnification. The Corporation shall indemnify an incorporator, director, officer, or former director or officer of the Corporation against expenses actually or reasonably incurred by him/her in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he/she is made a party by reason of being or having been a director or officer, except in relation to matters as to which he/she is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation and to make any other indemnification that is authorized by the Bylaws.

ARTICLE 13. Liability. Directors of the Corporation shall not personally be liable to the Corporation for monetary damage for breach of any duties to the Corporation except to the extent that such liability arises: (a) for any breach of the director's duty of loyalty to the Corporation; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (c) for any transaction from which a director derived an improper personal economic benefit.