

# State of Idaho

## Department of State

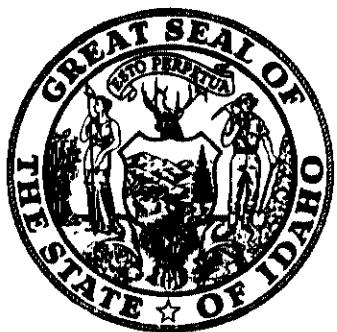
### CERTIFICATE OF INCORPORATION OF

MERCY SOUTHEAST IDAHO, INC.

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 MERCY SOUTHEAST IDAHO, 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: April 7, 1994



*Pete T. Cenarrusa*  
Pete T. Cenarrusa  
SECRETARY OF STATE  
By *John M. Smith*

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ARTICLES OF INCORPORATION  
OF

MERCY SOUTHEAST IDAHO, INC.

2 The undersigned, in order to form a nonprofit corporation  
STATE the Idaho Nonprofit Corporation Act, Chapter 3, Title  
30, Idaho Code ("Act"), hereby adopt the Articles of Incorporation  
as follows:

ARTICLE I  
NAME; OFFICE; AGENT

Section 1. The name of this Corporation shall be Mercy Southeast  
Idaho, 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 Sister  
Mary Terese Tracy, RSM.

ARTICLE II  
PERIOD OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III  
PURPOSES

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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 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 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 Sponsors.

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.

#### 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 Mercy Housing Idaho, Inc., hereinafter "Member," a 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. The initial Board of Directors shall consist of three Directors, whose names and addresses are as follows:

<b>Sr. Lillian Murphy, RSM</b>	<b>1601 Milwaukee St., Fifth Floor Denver, CO 80206</b>
<b>Sr. Mary Terese Tracy, RSM</b>	<b>1512 12th Avenue Road Nampa, ID 83651</b>
<b>Joanne Poppleton</b>	<b>924 Park Ave. Pocatello, ID 83201</b>

**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.

ARTICLE IX  
NAMES AND ADDRESSES OF INCORPORATORS

The names and addresses of the incorporators of this Corporation are:

Sr. Lillian Murphy, RSM      1601 Milwaukee St., Fifth Floor  
Denver, CO 80206

Sr. Mary Terese Tracy, RSM      1512 12Th Avenue Road  
Nampa, ID 83651

IN WITNESS THEREOF, the undersigned have executed these Articles of Incorporation on this 29<sup>th</sup> day of March, 1994.

Sr. Lillian Murphy  
Sr. Lillian Murphy, RSM  
Sr. Mary Terese Tracy  
Sr. Mary Terese Tracy, RSM

APPROVED BY MERCY HOUSING IDAHO, INC.

By Sr. Mary Terese Tracy  
President  
Dated 4-3-94

APPROVED BY MERCY HOUSING INC.

By Sr. Lillian Murphy  
President/CEO  
Dated 3-29-94