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FILED
STATE OF WASHINGTON
DEC 19 1990
RALPH NICHOLS
SECRETARY OF STATE

NONPROFIT CORPORATION
Articles of Incorporation

The undersigned, for the purpose of forming a corporation under the nonprofit laws of the State of Washington, RCW 24.03, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

The name of the Corporation shall be Lewiston and Clarkston Partners in Habitat for Humanity.

ARTICLE TWO

The term of existence shall be perpetual.

ARTICLE THREE

The purposes for which the Corporation is organized are as follows:

(a) To witness to and implement the Gospel of Jesus Christ in Asotin County, Washington and Nez Perce County, Idaho and throughout the United States and the world by working with economically disadvantaged people to help them to create a better human habitat in which to live and work;

(b) To cooperate with other charitable organizations, through grants and otherwise, which are working to develop a better human habitat for economically disadvantaged people;

(c) To communicate the Gospel of Jesus Christ by means of the spoken and written word;

(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, to 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 a "charitable purposes" which would jeopardize the status of the Corporation as 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 Washington Nonprofit Corporation Code.

ARTICLE FOUR

The powers of the Corporation will include any powers necessary for the maintenance of corporate business.

ARTICLE FIVE

The name of the Registered Agent of the Corporation is Harold Lacy.

The street address of the Registered Office, which is also the address of the Registered Agent, is as follows: 2610 Sixth Avenue, Clarkston, Washington 99403.

ARTICLE SIX

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislations, 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.

ARTICLE SEVEN

Anything contained in these Articles of Incorporation to the contrary notwithstanding, 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 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) a corporation organized and existing under the Washington Nonprofit Corporation Code.

ARTICLE EIGHT

In the event of 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 of such sales distributed to (i) Habitat for Humanity International, Inc., a Georgia Nonprofit Corporation and a corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, as amended, or (ii) any other organization(s) 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, or educational, or other purposes permitted by Section 501(c)(3) of the Internal Revenue Code, as amended, all of which such organizations, foundations, funds, or corporations shall be exempt under Section 501(c)(3) of the Internal Revenue Code, as amended. In the event that any assets are not disposed of in accordance with the provisions of these Articles of Incorporation or that the Corporation shall fail to act within a reasonable time in the manner provided in these Articles of Incorporation, the Superior Court of Asotin 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 in these Articles of Incorporation.

ARTICLE NINE

The Corporation is organized pursuant to the Washington Nonprofit Corporation Code and is a non-profit corporation as described in Section 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE TEN

There will be 13 directors serving as the initial Board of Directors. Their names and addresses are as follows:

1. Susan Butts, 1608 16th Avenue, Apt. A, Lewiston, Idaho 83501.
2. Jeanne Keatts, 317 Bridge Street, Clarkston, Washington 99403.
3. Harold Lacy, 2610 6th Avenue, Clarkston, Washington 99403.

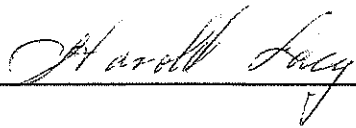
4. Mike McCroskey, 900 8th Street, Clarkston, Washington 99403.
5. David Risley, 1106 Idaho Street, Lewiston, Idaho 83501.
6. Kathy Tuttle, 1790 Lapwai Road, Lewiston, Idaho 83501.
7. Deanna Vickers, 807 6th Street, Lewiston, Idaho 83501.
8. Steve Pack, 1835 "G" Street, Lewiston, Idaho 83501.
9. Cynthia Cross, 3319 9th Street, Apt. 2, Lewiston, Idaho 83501.
10. Arthur Johnstone, 2011 11th Avenue, Clarkston, Washington 99403.
11. Jack Dunaway, 3535 18th Street, Lewiston, Idaho 83501.
12. William Picard, Box 363, Lapwai, Idaho 83540.
13. Cathy Bostrum, 1424 Main, Lewiston, Idaho 83501.

ARTICLE ELEVEN

The name and address of each incorporator is as follows:

Harold Lacy	2610 Sixth Avenue Clarkston, Washington 99403
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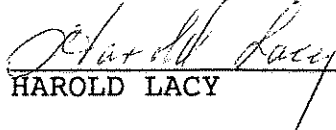
IN WITNESS WHEREOF the incorporator has affixed his signature on this 10 day of December, 1990.



CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, HAROLD LACY, hereby consent to serve as Registered Agent, in the State of Washington, for the Corporation herein named. I understand that as agent for the Corporation, it will be my responsibility to receive Service of Process in the name of the Corporation; to forward all mail to the Corporation; and to immediately notify the Office of the Secretary of State in the event of my resignation or of any change in the Registered Office address of the Corporation for which I am agent.

12/10 /, 1990.


HAROLD LACY



STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

CERTIFICATE OF INCORPORATION

of

LEWISTON AND CLARKSTON PARTNERS IN HABITAT FOR HUMANITY

a Washington Non Profit corporation,

was/were filed for record in this office on the date indicated below.

Corporation Number: 601 291 610

Date: December 19, 1990



Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State

2-436424-2