

**THIRD AMENDED ARTICLES OF INCORPORATION
OF
SOUTHEASTERN IDAHO COMMUNITY ACTION AGENCY, INC.**

The undersigned officer of Southeastern Idaho Community Action Agency, Inc. does hereby certify, pursuant to the Idaho Non-Profit Corporation Act, Chapter 3, Title 30, Idaho Code, that at a meeting of the Members and Board of Directors of the corporation, the Articles of Incorporation of Southeastern Idaho Community Action Agency were amended and restated.

After these amendments have been made, the following are the Third Amended and Restated Articles of Incorporation, which amend and supersede the Articles of Incorporation and all amendments thereto in their entirety in the following respects:

I.

The name of the corporation is “Southeastern Idaho Community Action Agency, Inc.”

II.

The corporation is organized exclusively for charitable and educational purposes. The corporation shall work to develop new or substantially rehabilitated housing and related facilities to serve the elderly, physically handicapped, developmentally disabled or homeless adults. Further, the corporation shall work to provide safe, decent and affordable housing to low and moderate income persons. The corporation shall work for the reduction of poverty, the revitalization of low-income communities, and the empowerment of low-income families and individuals in rural and urban areas to become self sufficient. The corporation is dedicated to providing opportunity and support for individuals and communities to thrive and reach their fullest potential, promoting self-sufficiency, and greater economic independence through services, education, affordable housing, and training.

The powers of the corporation shall be co-extensive with those provided for in Idaho Code §§ 30-3-24 and 30-3-25, being sections of the Idaho Nonprofit Corporation Act, including (but not limited to) the power to accept donations or contributions of money, property (whether real or personal) or any other thing of value; and to engage in any and all activities as are incidental or conducive to the attainment of the purposes of the corporation as set out in Article II, above.

Further, the corporation is empowered to do and perform all acts reasonably necessary to accomplish the purpose of the corporation, including the execution of a Regulatory Agreements as required by the Secretary of Housing and Urban Development and other such instruments and undertakings as may be necessary to enable the corporation to secure the benefits of financing under the Housing Act of 1959. Such Regulatory Agreement and related instruments 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.

Provided, further, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of the corporation set forth in that portion of § 501(c) of the Internal Revenue Code of 1986, under which the corporation chooses to qualify for tax exemption, as the same now exists, or as it may be amended from time to time. Nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business for profit, or to exercise any power or do any act that a corporation formed under the Idaho Nonprofit Corporation Act, as amended, may not lawfully carry on or do.

III.

The duration of this corporation shall be perpetual.

IV.

The street address of the corporation's registered office in the State of Idaho is: 641 N. 8th Ave., Pocatello, Idaho 83201. The registered agent of the corporation at such street address shall be the Executive Director, hired by the Board of Directors of the Corporation. Such registered agent shall be identified in the annual report filed with the Secretary of State for the State of Idaho.

V.

Under the authority of Idaho Code §30-3-36, the corporation shall not have members, and sole governance of the corporation shall be through its Board of Directors. The Board of Directors so elected shall consist of 9 or more individuals as the Board of Directors may determine; with subsequent Boards of Directors to be elected by the then current Board of Directors for the term specified in the By-Laws of the corporation. Decrease in the number of directors to less than the minimum provided in this Article shall be by amendment to the By-Laws of the corporation as provided in Idaho Code §30-3-65(2).

VI.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any members the corporation may have in the future, 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 II hereof. 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 (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Articles, 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 § 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

VII.

Upon dissolution of the corporation, and after payment (or provision for payment) of all liabilities of the corporation, the assets shall be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of pursuant to order of the District Court 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.

VIII.

The corporation shall not issue certificates of membership, and shall not engage in business for profit, but shall be supported by grants, gifts, bequests, benefits and contributions.

IX.

Except as provided in Article VIII, above, no part of the earnings, income, or receipts of the corporation shall ever inure to the benefit of or be distributed to: (a) any individual member, or members of the corporation (if the corporation later has members); (b) any officer or director of the corporation; or (c) any other person.

X.

The corporation shall comply with the requirements of Idaho Code § 30-3-13. The corporation shall also comply with the following:

(A) The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(B) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(C) The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(D) The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(E) The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

XI.

Regulation and management of the internal affairs of the corporation shall be as provided by the By-Laws of the corporation, which By-Laws, not inconsistent with law or with these Articles of Incorporation, shall be adopted by the Board of Directors pursuant to Idaho Code § 30-3-21.

XII.

The By-Laws of the corporation may be altered, amended, or repealed by the Board of Directors at any regular meeting of the directors of the corporation or at any special meeting of the directors thereof, called for that purpose, in the manner provided in Idaho Code § 30-3-97, by the affirmative vote of a majority of the directors present in person or by proxy, at such meeting; provided that a quorum as specified in the By-Laws of the corporation or the laws of the State of Idaho be present. No amendment shall be put to vote, unless written notice shall have been mailed to each director of the corporation not less than 10, nor more than 50, days previous to the meeting at which the amendment is to be voted on, said notice to state the proposed alteration, amendment or repeal. So long as a mortgage on the corporation's property is held by the Secretary of Housing and Urban Development, these articles may not be amended without the prior written approval of Housing and Urban Development.

The amendment was approved by a sufficient vote of the members and board of directors of the corporation.

DATED this 18 day of September, 2013.

**SOUTHEASTERN IDAHO COMMUNITY ACTION
AGENCY, INC.**

By: Paula Miller
Its: Secretary

