

**RESTATEMENT OF ARTICLES OF INCORPORATION
OF
MI CASA**

By resolution of the Board of Directors of MI CASA, dated Aug. 3, 1994, the following Restatement of Articles of Incorporation for such Corporation is hereby adopted pursuant to RCW 24.03.183. These restated Articles of Incorporation correctly set forth without change the provisions of the Articles of Incorporation as amended and supersede the original Articles of Incorporation and all amendments thereto.

WE, THE UNDERSIGNED PERSONS, acting as the incorporators of a Corporation under the provisions of the Washington Non-Profit Corporation Act (Revised Code of Washington 24.03) adopt the following Articles of Incorporation for such Corporation.

ARTICLE I

NAME

The name of the Corporation shall be MI CASA.

ARTICLE II
DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE III
PURPOSE

The Corporation is organized exclusively for charitable, educational and scientific purposes, and exclusively to carry out the following purposes:

- A. Provide financial and other assistance to those in need and the disadvantaged as well as to engage in any other lawful act or activity for which the Corporation may be organized under the non-profit corporation law of the State of Washington.
- B. Develop and maintain safe affordable housing for low-income persons in Pierce County, Washington.
- c. Provide such educational, supportive, and referral services to low-income persons as may be necessary and appropriate to the accomplishment of the provision of affordable, low-income housing.

- D. To aid, support, and assist by fits, contributions or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, scientific, or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
- E. To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations or any kind or nature, such as corporations, firms associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Washington upon non-profit corporations, including, but without limitation thereon, the right and power to receive gifts, bequests and contributions in any form, to collect dues and to use, apply, invest and reinvest the principal and/or income therefrom or to distribute the same for the above purposes, and to lease, buy, own, sell, or otherwise deal with personal and real property.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. 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.

ARTICLE IV CONDUCT OF BUSINESS

That the provisions for the internal organization and regulation of the internal affairs of the Corporation shall be set forth in By Laws duly adopted by the Corporation.

ARTICLE V MEMBERSHIP

The Corporation shall not have any members.

ARTICLE VI

REGISTERED AGENT/OFFICE

The address of the initial registered office of the Corporation shall be 319 5th Street SW, Puyallup, WA 98371. The name of the initial registered agent of the Corporation at such address shall be Ovidio Penalver.

ARTICLE VII

DIRECTORS

The Corporation shall have at least five (5) but no more than fifteen (15) directors. That any change in the number of directors may be made by amendment to the By Laws. That the names and addresses of the persons who are to serve as the initial directors of the Corporation are as follows:

Ovidio Penalver
205 5th Avenue SW
Puyallup, WA 98371

Bobby Beaudreau
9025 33rd Street East
Puyallup, WA 98371

Sean Maloney
342-1/2 2nd Street SW
Puyallup, WA 98371

Nancy Stephens
915 4th Street SW
Puyallup, WA 98371

Gail Tomes
2705 123rd Avenue Court East
Puyallup, WA 98372

M. Joyce Brandner
2705 123rd Avenue Court East
Puyallup, WA 98372

The powers and duties, number, terms, manner of selection, and criteria for removal of directors shall be as set forth in the By Laws of the Corporation.

Directors of the Corporation shall not be personally liable to the Corporation or its members, if any, for monetary damages for conduct as a Director, except for acts or omissions that involve intentional misconduct by a Director or a knowing violation of law by a Director, where the director votes or assents to a distribution which is unlawful or violates the requirements of

these Articles of Incorporation, or for any transaction from which the Director will personally receive a benefit in money, property, or services to which the Director is not legally entitled.

A director shall have no liability to the Corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, **as so** amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE VIII
INCORPORATORS

The names and addresses of the incorporators of the Corporation are as follows:

Ovidio Penalver
205 5th Avenue SW
Puyallup, WA 98371

Bobby Beaudreau
9025 33rd Street East
Puyallup, WA 98371

Sean Maloney
342-1/2 2nd Street SW
Puyallup, WA 98371

Nancy Stephens
915 4th Street SW
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Gail Tomes
2705 123rd Avenue Court East
Puyallup, WA 98372

M. Joyce Brandner
2705 123rd Avenue Court East
Puyallup, WA 98372

ARTICLE IX

DISSOLUTION

This organization is organized exclusively for charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) ; or (b) by an organization contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) ; or (b) by an organization contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the winding up and dissolution of this Corporation, after paying or adequately providing of the debts and obligations of the Corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax exempt status under Section 501(c) (3) of the Internal Revenue Code.

ARTICLE X

INDEMNIFICATION

Section 1. Right to Indemnification. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation or, while a director or officer, he or she is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgements, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in

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Section 2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 1 or otherwise.

Section 2. Right of Claimant to Bring Suit. If a claim for which indemnification is required under Section 1 of this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation) and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or its members, if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses of the claimant is proper in the circumstances nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or its members, if any) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

Section 3. Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person

may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of members, if any, or disinterested directors or otherwise.

Section 4. Insurance Contracts and Funding. The Corporation may maintain insurance at its expense to protect itself and any director, trustee, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such persons against such expense, liability or loss under the Washington Business Corporation Act, as applied to nonprofit corporations. The Corporation may, without further membership action, enter into contracts with any director or officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

Section 5. Indemnification of Employees and Agents of the Corporation. The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

ARTICLE XI BY LAWS/AMENDMENTS

By Laws of the Corporation and any amendments thereto may be adopted by the Board of Directors at any regular meeting or any special meeting of the Board of Directors upon receiving a majority vote of the duly qualified Directors then in office, so long as they are not inconsistent with the provisions of these Articles. The authority to make, alter, amend or repeal By Laws is vested in the Board of Directors and may be exercised at any regular or special meeting of the Board of Directors.

ARTICLE XII ARTICLES OF INCORPORATION/AMENDMENTS

This Corporation reserves the right to amend or repeal the Articles of Incorporation at a regular or special meeting of the Board of Directors upon receiving the vote of two-thirds (2/3) of

the duly qualified Directors of the Board then in office as identified in the By Laws of the Corporation.

DATED this _____ 20th day of August, 1990,

Ovidio Penalver - Incorporator

Bobby Beaudreau – Incorporator

Sean Maloney - Incorporator

Nancy Stephens — Incorporator

Gail Tomes - Incorporator

M. Joyce Bradner - Incorporator

STATE OF WASHINGTON)

COUNTY OF PIERCE) ss
)

On this 20th day of August, 1990, before me the undersigned, a Notary Public, duly commissioned, appeared OVIDIO PENALVER, JOHN MCROBERTS, ROSE ANN MCROBERTS, BOBBY BEAUDREAU, SEAN MALONEY, NANCY STEPHENS, GAIL TOMES AND M. JOYCE BRANDNER, to me known to be the individuals described in and who executed the within and foregoing instrument, and acknowledged that they signed the same as their free and voluntary act and deed for the uses and purposes therein mentioned.

GIVEN under my hand and official seal the day and year first above written.

NOTARY PUBLIC in and for the State of
Washington, residing at _____
My commission expires: _____

MI CASA
BOARD RESOLUTION

WHEREAS MI CASA is a duly constituted incorporated nonprofit Washington corporation; and,

WHEREAS MI CASA wishes to restate its Articles of Incorporation with amendments;

BE IT HEREBY RESOLVED that the Board Of Directors of MI CASA approves and authorizes the filing of Restatement of Articles of Incorporation with amendments under the laws of the State of Washington.

DATED: Aug. 3, 1994

John E. McRoberts
President / Board of Directors

Gail Tomes
Secretary