

ELEVENTH REVISED AND RESTATED ARTICLES OF INCORPORATION OF
MERCY HOUSING, INC.
EFFECTIVE DATE: January 1, 2016

The undersigned duly authorized officers of Mercy Housing, Inc., pursuant to Neb. Rev. Stat. 21-1906, hereby set forth the Revised and Restated Articles of Incorporation of this Corporation, which Revised and Restated Articles shall supersede all prior Articles of Incorporation and all amendments thereto, to-wit:

ARTICLE I
NAME; OFFICE; AGENT

Section 1. The name of this Corporation shall be Mercy Housing, Inc.

Section 2. The name and address of the registered office of the Corporation is CSC-Lawyers Incorporating Service Company, 1900 First Bank Building, 233 South 13th Street, Lincoln Nebraska, 68505, Lancaster County.

ARTICLE II
FOUNDING COMMUNITIES

The Founding Communities, hereinafter referred to as "Founding Community" or "Founding Communities", are: (1) the Sisters of Mercy West Midwest Community; (2) the Sisters of St. Joseph of Peace; (3) Sisters of St. Joseph of Orange, Orange, California; (4) the Daughters of Charity of St. Vincent De Paul, Province of Los Altos Hills, California; (5) the Sisters of Bon Secours in the United States, Inc.; (6) the Sisters of Mercy South Central Community; (7) the Daughters of Charity of St. Vincent de Paul, Province of Saint Louise, acting through Daughters of Charity Ministries, a Missouri nonprofit corporation and (8) the Sisters of Mercy, Northeast Community.

ARTICLE III
NOT-FOR-PROFIT CORPORATION

This Corporation is not organized for profit and is a corporation organized and operated exclusively for benevolent, educational, scientific and other charitable purposes. No part of the accumulations, gains, profits or net earnings shall inure to the benefit of any member, person or individual, except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and reimburse reasonable expenses incurred. No substantial part of the activities of this Corporation shall consist of 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 or in any activity contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 as now in effect or as subsequently amended ("Code").

ARTICLE IV
PERIOD OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V
OBJECTS AND PURPOSES

This is a public benefit corporation. The objects and purposes of this Corporation shall be:

- (a) the operation and management of the affairs, property, business and activities of this Corporation including without limitation, directly or indirectly, to support and foster the development, acquisition, financing, operation and management of quality, affordable housing for low and moderate income persons;
- (b) to provide related support programs and services; and
- (c) to solicit and receive grants, gifts, loans and other funding for such purposes.

As such, the objects and purposes of this Corporation shall be duly educational, charitable and scientific.

ARTICLE VI
POWERS

This Corporation, in order to carry out its objectives and purposes, shall have all the powers set out in Neb. Rev. Stat. 21-1928 and 21-1929, as amended, and the powers as set forth therein:

Section 1. To own, acquire, hold, manage or direct housing facilities and to furnish holistic programs and services of every kind and character to meet human needs.

Section 2. To buy, sell, develop, improve, mortgage, invest or deal in or operate any and every kind and character of property or any interest therein, real or personal, tangible or intangible.

Section 3. To receive and accept contributions, grants, gifts, bequests, loans and devises and to hold and administer property of any kind in trust for the support and maintenance of any of the work and activities of the Corporation.

Section 4. As incidental to the objects and purposes of the Corporation as herein described:

- (a) To enter into, make, perform and carry out contracts of every kind and character which may be necessary or convenient for the business of this Corporation with any person or persons, partnership, business, corporation, private, public or municipal, or any body politic.
- (b) To acquire by purchase, exchange, subscription or otherwise and to receive, mortgage, pledge, sell, assign, transfer, exchange or otherwise dispose of evidences of indebtedness or obligations created by any other corporation or corporations organized under the laws of the State of Nebraska or of any other State and to pay therefore, in whole or in part, with cash or other property or with bonds or other obligations of any such other corporation or corporations, to possess and exercise in respect thereof all the rights, powers and privileges of ownership.
- (c) To borrow or raise moneys for any of the purposes of this Corporation and, from time to time, to issue bonds, debentures, notes or other obligations, secured or unsecured, of this Corporation for moneys so borrowed, or in payment for property acquired, or for any of the other objectives or purposes of this Corporation or in connection with its business; to secure such bonds, debentures, notes and other obligations by mortgage or mortgages, or deed or deeds of trust, or pledge or other lien upon any or all of the property, rights, privileges or franchises of this Corporation, wheresoever situated, acquired or to be acquired; and to pledge, sell or otherwise dispose of obligations of this Corporation for its corporate purposes.
- (d) To loan, grant or otherwise advance funds in furtherance of the objectives or purposes of this Corporation, and to receive, hold, sell, assign, enforce, foreclose or otherwise administer and deal in promissory notes, deeds of trust, mortgages, security interests, liens and other rights and obligations.

Section 5. To, from time to time, establish, discontinue, implement and maintain programs in community services in cooperation with public or private agencies to meet the needs or improve the conditions of the people it serves.

Section 6. To carry on any other lawful activities or do anything whatsoever which the Corporation may deem proper or convenient or capable of being carried on in connection with the foregoing, or otherwise, or which may be calculated, directly or indirectly, to promote the interests of the Corporation, or to enhance the value of its property; and to have, enjoy and exercise all the rights, powers and privileges which are now or which may hereafter be conferred upon not-for-profit corporations by the laws of Nebraska and to do any and all of the things hereinbefore set forth, as principal and as agent, to the same extent as natural persons might or could do.

Section 7. The foregoing clauses shall each be construed as purpose, objectives and powers, and the matters expressed in each clause shall, except as otherwise expressly provided, be in no way limited by reference to, or inference from, the terms of any other clause but shall be regarded as independent purposes, objectives and powers; and the enumeration of specific purposes, objectives and powers shall not be construed to limit or restrict in any manner the

meaning of the general powers of the Corporation nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed; provided that all of the foregoing purposes, business objectives, powers and matters set forth in these Articles shall be limited to those which do not jeopardize the Corporation's tax exempt status under Section 501(c)(3) of the Code, or under the laws of the State of Nebraska.

ARTICLE VII MEMBERSHIP

The Corporation shall have Corporate Members. These representatives shall constitute the Corporate Member Group. The exact number, qualifications, term, method of acting, method of appointment and renewal and the powers, duties and reserved rights of the Corporate Member Group shall be set forth in the Bylaws of the Corporation.

ARTICLE VIII BOARD OF TRUSTEES

The business and affairs of this Corporation shall be governed by a Board of Trustees appointed by the Corporate Member Group, the number and method of appointment of whom shall be set forth in the Bylaws of this Corporation.

ARTICLE IX DISSOLUTION

Section 1. This Corporation may be dissolved only upon the unanimous adoption of a resolution directing dissolution by the Corporate Member Group or by order of a court of competent jurisdiction of the State of Nebraska, acting upon the petition of the Corporate Member Group requesting that the court direct dissolution of the corporation.

Section 2. In the event of the adoption of a resolution of dissolution or the issuance by a court of competent jurisdiction of any order requiring dissolution the duly appointed Corporate Members holding office as of the date of the adoption of the resolution or issuance of the order of dissolution, shall meet and agree upon a plan of dissolution. A plan of dissolution shall be adopted within 120 days of the action requiring dissolution. In the event of the unanimous adoption of a plan of dissolution by the Corporate Member Group, the property, assets, and rights, including corporation membership rights in subsidiary organizations, shall be distributed as provided in the plan of dissolution provided that the proposed recipients of such properties, assets, rights and membership rights are qualified as provided in Section 4 below.

Section 3. If the Corporate Member Group cannot agree upon a plan of dissolution, as required by Section 2 above, and in such event, a court of competent jurisdiction in the State of Nebraska shall order dissolution. Unless otherwise mandated by a law of the State of Nebraska at the time of the court's entry of the order of dissolution, the order of dissolution shall direct that the assets, property rights, including membership rights in the subsidiary organizations, shall be valued and thereafter distributed among the Founding Communities in a ratio approximately equal, to the extent reasonable and practicable, to the contributions there before made to Mercy Housing Inc. by each Founding Community. Accordingly, if the

contributions to Mercy Housing, Inc. remain equal, as such contributions are as of June 15, 1989, then the court's order of distribution shall direct that the assets be divided equally among the Founding Communities. In the event, after June 15, 1989, the contributions of the Founding Communities become unequal, because one or more Founding Communities has made contributions to Mercy Housing, Inc. which could not be equally matched by the other Founding Communities, then the disproportionate contribution shall be recognized in the court's order of distribution.

Section 4. In the event of dissolution of this corporation by unanimous action of the Corporate Member Group or by actions of the court, the property, assets and rights of this corporation shall be distributed only to recipients which qualify as exempt organizations under Section 501(c)(3) of the Code. Such non-profit organizations, foundations, or corporations must be organized and operated exclusively for charitable or educational purposes and must have established tax-exempt status under Section 501(c)(3) of the Code. Upon dissolution, no asset of this Corporation shall be distributed to an organization not exempt from taxation under Section 501(c)(3) of the Code.

ARTICLE X INDEMNIFICATION

Section 1. The officers and former officers, as well as members of the Board of Trustees, former members of the Board of Trustees, the Corporate Member Group and the individuals who are past or present members of the Corporate Member Group, shall be, and are hereby indemnified, to the fullest extent permitted by Nebraska law, against liability, loss or expense arising out of their performance of duties on behalf of this Corporation; provided, however, that the requirements and procedures set forth in this Article X are complied with.

Section 2. Any officer, trustee or corporate member who is named as a defendant in an action or suit, or is threatened to be named as a defendant in an action or suit, shall give notice thereof to the Corporation, at the Corporation's place of business.

Section 3. As soon as practical after giving of such notice, and in any event within 30 days, the Board of Trustees of this Corporation shall meet and determine whether the actions of the officer, trustee or corporate member were performed in good faith and it is reasonably believed that such actions were in the best interest of the Corporation. Trustees or corporate members, having given notice of a request for indemnification, shall not attend or participate in such meeting. If the exclusion of trustees requesting indemnification shall serve to preclude the Board of Trustees from acting, due to a lack of quorum, then the same actions may be taken by the Corporate Member Group. Upon determination that the officer, trustee or corporate member has acted, as required by this section, then he/she shall be indemnified to the fullest extent permitted by Nebraska law.

Section 4. In the event the Corporation accepts the indemnification as requested by the officer, trustee or corporate member or former officer, trustee or corporate member, the Corporation shall have the right to select counsel of its choosing, which counsel shall be made available to the indemnified officer or trustee at no expense to the officer or trustee.

Section 5. This grant of indemnification shall be in excess of any valid and collectible

insurance which may extend coverage to the officer, trustee or corporate member, including such Directors and Officers Liability Insurance as the corporation may procure on behalf of the officers and trustees.

ARTICLE XI
AMENDMENT OF ARTICLES OF
INCORPORATION

These Articles of Incorporation may be altered or amended only by action of no less than two-thirds of the membership of the Board of Trustees holding office at the time of such alteration or amendment. Save that any change to these Articles of Incorporation which affects the purpose of the corporation shall also require the unanimous consent of the members of the Corporate Member Group.

CERTIFICATE OF ADOPTION

In accordance with these Articles of Incorporation, the above and foregoing Revised and Restated Articles of Incorporation have been adopted by a sufficient vote of the Board of Trustees of Mercy Housing, Inc. on October 14, 2015 which actions have not been revoked, rescinded or appealed as of this date. Corporate Member Group approval was not required.

In witness whereof, the undersigned officer has executed these Revised and Restated Articles of Incorporation this 14th day of October, 2015.

MERCY HOUSING, INC.

By: 
Jane Graf, CEO

12/16/15
Date