Restated Articles of Incorporation—Business/Professional/Nonprofit

SECRETARY OF STATE
Corporation Division
255 Capitol St. NE, Suite 151
Salem, OR 97310-1327
FilingInOregon.com

REGISTRY NUMBER: 039012-87

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website. For office use only.

Please type or print legibly in black ink. Attach additional sheet if necessary.

1) NAME OF CORPORATION PRIOR TO AMENDMENT
   Hacienda Community Development Corporation

2) NEW NAME OF THE CORPORATION (if changed)

3) A COPY OF THE RESTATED ARTICLES MUST BE ATTACHED

4) CHECK THE AppROPRIATE STATEMENT
   □ The restated articles contain amendments which do not require shareholder approval. The date of the adoption of the amendments and restated articles was
   These amendments were duly adopted by the board of directors
   □ The restated articles contain amendments which require shareholder approval. The date of the adoption of the amendments and restated articles was
   The vote of the shareholders was as follows:
   
<table>
<thead>
<tr>
<th>Class or series of shares</th>
<th>Number of shares outstanding</th>
<th>Number of votes entitled to be cast</th>
<th>Number of votes cast FOR</th>
<th>Number of votes cast AGAINST</th>
</tr>
</thead>
</table>

   □ The corporation has not issued any shares of stock. Shareholder action was not required to adopt the restated articles. The restated articles were adopted by the incorporators or by the board of directors

5) CHECK THE APPROPRIATE STATEMENT
   □ The restated articles contain amendments which do not require membership approval. The date of the adoption of the amendments and restated articles was 03/29/07
   These amendments were duly adopted by the board of directors.

   □ The restated articles contain amendments which require membership approval. The date of the adoption of the amendments and restated articles was
   The vote of the members was as follows:
   
<table>
<thead>
<tr>
<th>Class or series of shares</th>
<th>Number of members entitled to vote</th>
<th>Number of votes entitled to be cast</th>
<th>Number of votes cast FOR</th>
<th>Number of votes cast AGAINST</th>
</tr>
</thead>
</table>

6) EXECUTION
   Signature
   Pietro Ferrari
   Executive Director

7) CONTACT NAME (To resolve questions with this filing)
   Catherine Kes
   DAYTIME PHONE NUMBER (include area code)
   503-961-6406

FEES
   Required Processing Fee $50
   Confirmation Copy (Domestic) $5
   Processing Fees are nonrefundable
   Please make check payable to Corporation Division

NOTE: Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

114 (Rev 1/04)
AMENDED AND RESTATED

ARTICLES OF INCORPORATION

of

HACIENDA COMMUNITY DEVELOPMENT CORPORATION
(AN OREGON NONPROFIT CORPORATION)

ARTICLE I
NAME, DESIGNATION AND DURATION

The name of the Corporation is HACIENDA COMMUNITY DEVELOPMENT CORPORATION. The Corporation is a public benefit corporation. Its duration shall be perpetual.

ARTICLE II
PURPOSE

2.1 Subject to the limitations set forth in Article III, below, the Corporation’s purposes include: providing decent supportive housing that is affordable to low and moderate income Latinos and others residing primarily in Clackamas, Multnomah, Washington, and Yamhill counties of Oregon and Clark county in Washington; engaging in activities which serve our residents needs for community and economic development, health education and community self-help in order to help these residents achieve self-sufficiency; undertaking community economic development, neighborhood revitalization or other activities to combat the negative effects of poverty and community deterioration; and providing support and engaging residents in other activities and services that are necessary or appropriate to carry out these purposes or that are otherwise allowed by law.

ARTICLE III
PURPOSES
(USDA RURAL DEVELOPMENT HOUSING)

3.1 Notwithstanding any other provisions of these Articles, the corporation’s purposes shall include the provision of low-income affordable housing for farmworkers, without favoring or discriminating against any protected class under federal, state or local civil rights laws. The Corporation will not discriminate or permit discrimination by any agent acting on its behalf, on the basis of any legally protected status. The Corporation will not require that any occupant work on any particular farm or for any particular owner or interest as a condition of occupancy of any building owned or controlled by the Corporation which is subject to Rural Development regulations.
3.2 The membership of the Board of Directors shall be broad-based. If any of the Corporation's housing is financed in whole or in part by USDA Rural Development, the membership of the Board of Directors shall reflect a variety of interests in the area where such housing is or will be located.

ARTICLE IV
IRS RESTRICTIONS

4.1 It is intended that the Corporation qualify as an organization that is exempt from Federal Income tax under Code 501(c)(3), contributions to which are deductible from federal income tax and estate and gift tax purposes under state and federal law. The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding section of any future tax code. (Including for such purposes the making of distributions to organizations that qualify as exempt organizations under the Code.)

4.2 Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3), or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding provisions of any future federal tax code.

4.3 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, other private persons, or organizations organized and operated for a profit, 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.

4.4 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall be empowered to make the election authorized under Section 501(h) of the Code. The Corporation shall not participate in, or intervene in (including the publishing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE V
MEMBERS

The Corporation shall have no members.

ARTICLE VI
PRINCIPAL OFFICE AND CORPORATE MAILING ADDRESS

The principal office and mailing address of the Corporation is 5136 NE 42nd Avenue, Portland, Oregon, 97218.

Amended and Restated Articles of Incorporation of Hacienda Community Development Corporation 03-2007
ARTICLE VII
BOARD OF DIRECTORS

7.1. The number of directors of the Corporation shall be at least 9 but not more than 19. The number of directors will be set from time to time by resolution of the Board. The term of office of each director will be 3 years and until the election and qualification of his or her successor. Beginning with directors elected after the adoption of these restated and amended Articles of Incorporation, a director may not serve more than 2 consecutive terms. A director may be re-elected to the board after one year has lapsed since the second consecutive term ended.

7.2. The directors shall be selected to reflect a variety of interests in the program areas of the Corporation.

ARTICLE VIII
INDEMNIFICATION

The Corporation may, but is not required to, indemnify up to the fullest extent allowed by law, and within the limitations of Article III, any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, officer, employee or agent, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents and fiduciaries included in any statute, bylaw, agreement, general or specific action of the Board of Directors or other document or arrangement, except that such person shall not apply for court-ordered indemnification.

ARTICLE IX
LIMITATION ON PERSONAL LIABILITY

No director or officer of the Corporation shall be personally liable to the Corporation for monetary damages for conduct as a director or officer; and no director or officer of the Corporation shall be liable to the Corporation or other person for any action taken or not taken as a director or officer if the director or officer acts in compliance with the standards of conduct for directors and officers set forth in ORS Chapter 65; provided however, that this provision shall not eliminate the liability of a director or officer for any conduct for which liability may not be eliminated under ORS Chapter 65, including liability of a director or officer for (a) breach of the duty of loyalty to the Corporation, (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) any unlawful distribution, (d) any transaction from which the director or officer derived an improper
personal benefit, or (e) any act or omission prohibited by ORS Chapter 65 involving conflict of
interest, loans or guarantees to directors or officers, or unlawful distributions. No amendment to these
Articles that further limits the acts or omissions for which elimination of liability is permitted shall
affect the liability of a director or officer for any act or omission which occurs prior to the effective
date of the amendment.

ARTICLE X
Dissolution

Upon the dissolution or final liquidation of the Corporation, after the payment or provision for
payment of all of the liabilities of the Corporation, all of the remaining assets shall be distributed to
one or more exempt organizations described in Section 501(c)(3) of the Code, or to a state or local
government for a public purpose. Any such assets not so disposed of shall be disposed of by the
Circuit Court of the county in which the principal office of the corporation is then located, exclusively
for such purposes or to such organizations as said court shall determine which are organized and
operated exclusively for such purposes. Housing funded by USDA Rural Development (RD) shall
continue to be subject to such restrictions as are imposed by RD loan and grant documents and
regulations.

ARTICLE XI
Amendments

These Articles may be amended by majority vote of the Directors then in office, provided that 2 days'
otice is first provided to each Director. The notice shall specify the time, date and place of the
meeting, shall state that one of the purposes of the meeting is to consider one or more proposed
amendments to the Articles, and shall contain or be accompanied by a copy or summary of the
amendment(s). Once amended, the Corporation shall deliver to the Secretary of State articles of
amendment, in accordance with ORS 65.447.

These Amended and Restated Articles of Incorporation contain amendments that do not require
membership approval. The date of the adoption of the restatement and amendments to the Articles is
March 29, 2007. These amendments were duly adopted by the Board of Directors.

Alejandro Tosi, Board Chair

Questions regarding this filing may be addressed to
Catherine Kes
Hacienda CDC
5136 NE 42nd Avenue
Portland, Oregon 97218
Phone: (503) 961-6406