

CERTIFICATE OF INCORPORATION  
OF

KENDRICK ASSEMBLY OF GOD, INCORPORATED

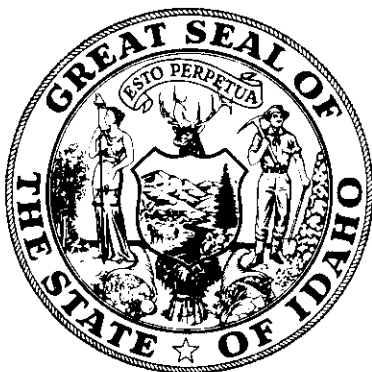
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

KENDRICK ASSEMBLY OF GOD, INCORPORATED

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received  
in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of  
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated June 9, 19 30.



*Pete T. Cenarrusa*

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
KENDRICK ASSEMBLY OF GOD, INCORPORATED

JUN 9 AM 8 45

This is to certify that we, whose names appear upon the roster of the Kendrick Assembly of God on the date of the filing of these articles of incorporation, do hereby associate ourselves together to form a nonprofit religious organization under and by virtue of the provisions of an act of the legislature of the State of Idaho, Title 30, Chapter 3, entitled, Idaho Nonprofit Corporation Act.

FIRST: The name of this association (hereinafter sometimes referred to as the Organization) is Kendrick Assembly of God, Incorporated.

SECOND: The purposes of the Organization are to do any or all of the things hereinafter mentioned in the United States or in any part of the world to the extent deemed advisable and appropriate by the membership and official board of the Organization.

1. To conduct and carry on the work of the Organization not for profit but exclusively for religious, charitable, and educational purposes in such a manner that no part of its income or property shall inure to the private benefit of any donor, member, board member, officer or individual having a personal or private interest in the activities of the Organization, and in such a manner that no substantial part of the Organization's activities are directly involved with:

(a) carrying on propaganda or otherwise attempting to influence legislation, or

(b) participating in or intervening in any

political campaign on behalf of any candidate for public office.

2. Subject always to the provisions of paragraph 1 of this Article Second, to undertake, promote, develop, and carry on religious, charitable, or educational work; to establish and maintain in whole or in part religious, charitable, or educational agencies, institutions, facilities, or projects, for the spiritual education and development as well as the physical care of men, women, and children. The distribution of the funds of the Organization other than for services rendered to the Organization and the expenses of the Organization shall also be limited to the purposes listed in this paragraph. Any distributions to needy individuals shall be made in accordance with the requirements of I.R.S. revenue ruling 56-304.

3. Subject always to the provisions of paragraph 1 of this Article Second, to acquire, receive, purchase, take by gift, grant, devise, bequest or otherwise, real, personal and mixed property of every kind and description, wheresoever the same may be situated and without limit as to amount, including, without limiting the generality of the foregoing, money, lands, buildings, mortgages, shares, stocks, debentures, or other securities of any donor, bills, notes, claims, or any evidence of indebtedness and any interest in any property which may be necessary or convenient for the conduct of Kendrick Assembly of God, Inc.; to hold, invest, reinvest, use, mortgage, pledge, sell, lease, assign, give, exchange, transfer or otherwise dispose of

the same at pleasure; to borrow money of any person, firm, or corporation and to issue notes or obligations of the Organization from time to time for any of the objects or purposes of the Organization and secure the same by lawful means; to enter into, make, perform and carry out contracts of any kind or nature for any of the objects or purposes of the Organization without limit as to amount; and to have one or more offices to carry on all or any of the operations and the exercise of any of the powers of the Organization.

4. Subject always to the provisions of paragraph 1 of this Article Second, to do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth and to the same extent as natural persons might or could do, either alone or through the agency of other corporations, organizations, foundations, institutions, governmental bodies or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, and to do all things not forbidden by the laws of the State of Idaho and with all the powers conferred upon corporations by the laws of said state.

5. Notwithstanding any of the provisions of this Article, Kendrick Assembly of God, Inc., shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the

corresponding provisions of any future United States Internal Revenue laws) or (2) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law).

THIRD: The location of the principal office of this organization is the city of Kendrick, P. O. Box 95, East Main Street, county of Latah, state of Idaho, zip code, 83537; and the agent therein, upon whom process against the corporation may be served, is the Organization secretary thereof. (Beverly Wilson)

FOURTH: The conditions, terms, and qualifications for membership in the Organization shall be provided for in the by-laws of the Organization.

FIFTH: The official board of the Organization shall consist of not less than two (2) nor more than ten (10) individuals elected by the membership of the Organization in accordance with the procedures established in the by-laws of the Organization and the laws of the State of Idaho. Each board member shall be a member of the Organization prior to being elected to a position on the official board.

SIXTH: The names and addresses of the persons who are the current duly elected official board members and the incorporators of the Kendrick Assembly of God, Inc., are as follows:

Lydia L. Belt	Route 1, Box 96 Juliaetta, Idaho 83535
Ethel S. Groseclose	Route 1, Box 7 Juliaetta, Idaho 83535
Douglas C. Johns	Box 392 Juliaetta, Idaho 83535
Beverly C. Wilson	Route 1, Box 307 Moscow, Idaho 83843
William E. Wilson	Route 1, Box 307 Moscow, Idaho 83843

SEVENTH: The Organization shall have no capital stock.

EIGHTH: The Organization is to have perpetual existence.

NINTH: The private property of the members, pastor, board members, deacons, trustees, and other officers of Kendrick Assembly of God, Inc., shall not be subject to the payment of corporate debts to any extent whatever.

TENTH: In the event of the liquidation, dissolution, or winding up of Kendrick Assembly of God, Inc., whether voluntary, involuntary, or by operation of law, any disposition made of the assets of the Organization shall be made exclusively to carry out the objects and purposes for which the Organization was formed or to such organization or organizations organized and operated exclusively for religious, charitable, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 510 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law), as the membership shall determine. Any such assets not so disposed of shall be given to the Northwest District of the Assemblies of God by the Court of Common Pleas of Latah County, State of Idaho, as long as it qualifies for exemption under Section 501 (c) (3).

ELEVENTH: The qualifications of board members and of other officers, together with their terms of office, election, removal, change in number within the prescribed limits, filling of vacancies and of newly created board positions or other offices, powers, duties, and liabilities shall, except as may otherwise be provided for in these Articles of Incorporation or by the laws

of the State of Idaho, be prescribed by the by-laws.

TWELFTH: In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, the Organization membership is expressly authorized:

1. to make, alter, or repeal any by-laws of the Organization,
2. to designate (by appropriate by-laws, or by resolutions passed by a majority of the entire membership) two (2) or more of its number, to constitute a board or boards with such name or names as may be stated in the by-laws or as may be determined from time to time by resolution of the membership, which board or boards, to the extent provided in such resolution or resolutions or in the by-laws of the Organization, shall have and may exercise the powers of the Organization in the management of the daily work and affairs of the Organization, and may have power to authorize the seal of the Organization to be affixed to all papers which may require it.
3. In addition to the powers and authorities hereinbefore of by the laws of the State of Idaho expressly conferred upon it, to exercise all such powers and do all such acts and things as may be exercised or done by the Organization, subject, nevertheless, to the provisions of the laws of Idaho and these Articles of Incorporation.

THIRTEENTH: Pursuant to the assent of at least two thirds (2/3) of the attending membership of the Organization, the Organization may at the annual or a specifically called meeting, sell, lease, or exchange all of the property and assets of the Organization, or any substantial part thereof; upon such terms

and conditions and for such consideration as it may deem expedient and for the best interests of the Organization and for carrying out the objects and purposes for which the Organization is formed.

FOURTEENTH: The Organization may by its by-laws confer upon the official board and officers additional powers and authorities not inconsistent with these Articles of Incorporation and the laws of the State of Idaho.

FIFTEENTH: Any person may be paid such compensation for services rendered to Kendrick Assembly of God, Inc., in his or her capacity as pastor, minister, evangelist, youth leader, secretary, music director, employee, or otherwise, as the official board shall from time to time deem reasonable; and any person may be reimbursed for any expense, disbursements, or liabilities made or incurred by such person for or on account of or in behalf of the Organization or in connection with the management or conduct of the affairs of the Organization.

SIXTEENTH: Any present or future pastor, deacon, elder, trustee, board member, or officer of the Organization shall be indemnified by the Organization against reasonable costs, expenses (exclusive of any amount paid to the Organization in settlement) and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such pastor, board member, or officer or his legal representative may be made a party by reason of his being or having been such pastor, board member, or officer; provided (1) said action, suit or proceeding shall be prosecuted against such pastor, board member, or officer or against his legal representative to final determination, and it shall not



be finally adjudged in said action, suit, or proceeding that he had been derelict in the performance of his duties as such pastor, board member, or officer; or (2) said action, suit or proceeding shall be settled or otherwise terminated as against such pastor, board member, or officer or his legal representative without a final determination on the merits, and it shall be determined by the membership or in such other manner as may be provided in the by-laws that said pastor, board member, or officer had not in any substantial way been derelict in the performance of his duties as charged in such action, suit, or proceeding. The privilege and power conferred by this Article shall be in addition to and not in restriction or limitation of any other privilege or power which a corporation of the State of Idaho may have with respect to the indemnification or reimbursement of corporation board members or officers.

SEVENTEENTH: The annual meeting of the membership of the Organization may be held within or without the State of Idaho on any day chosen by the official board. An announcement of said annual meeting shall be made at each regularly scheduled meeting of the Organization for two Sundays prior to said annual meeting. The annual election of the Organization's officers and board members whose terms of office have expired shall be conducted during the annual business meeting. All elections shall be conducted in accordance with the procedures prescribed in the by-laws and the laws of the State of Idaho.

EIGHTEENTH: The Organization reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the

laws of the State of Idaho, provided, however, that any such action shall be calculated exclusively to carry out the objects and purposes for which the Organization is formed, and all rights herein conferred on the members of the Organization are granted subject to this reservation.

THE UNDERSIGNED; duly elected board members and incorporators of the Kendrick Assembly of God, Inc., do make, file, and record these Articles of Incorporation and accordingly have hereunto set our hands, this 29th day of May, A.D. 1980.

Ethel Groselove

Lydia Belt

Deverly Wilson

W. E. Wilson

Douglas John

I, the undersigned, a Notary Public in the State of Idaho, County of Latah, do hereby certify that on the day first written above, the individuals whose hands are set above personally appeared before me and individually executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF: I have hereunto set my hand and affixed my official seal this 29th day of May, A.D. 1980.

Doat. E. Magnusson

Notary Public