

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

ST. SERAPHIM OF SAROV ORTHODOX CHURCH, INC.

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 ST. SERAPHIM OF SAROV ORTHODOX CHURCH, INC. 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: December 31, 1991



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Jonya Coulson*  
\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
ST. SERAPHIM OF SAROV ORTHODOX CHURCH, INC.

DEC 31 3 30 PM '91  
SECRETARY OF STATE

The undersigned, acting as incorporator of a nonprofit corporation under the Idaho Nonprofit Corporation Act, adopts the following articles of incorporation for this nonprofit corporation:

ARTICLE I

The name of this corporation shall be St. Seraphim of Sarov Church, INC. (herein referred to as the corporation or as the foundation). This corporation shall be a nonprofit corporation and its duration shall be perpetual.

ARTICLE II

The location and address of this nonprofit corporation shall be at: 1215 W. Washington St., Boise, Idaho 83702.

The registered agent shall be Lois K. Fletcher, 104 S. Capitol Blvd., Boise, Idaho 83702.

ARTICLE III

The corporation shall have a board of directors, in which shall be vested all of the power and authority to supervise, control, direct and manage the property, affairs and activities of the foundation. The rights, powers and privileges of the directors shall be fixed in the by-laws, except insofar as set forth herein. The by-laws of the foundation may, from time to time, be altered, amended, suspended, repealed or new by-laws

adopted by a resolution adopted by a two-third majority of the entire board of directors of the foundation.

The number of directors shall not be less than four (4). The maximum number of directors will be fixed in the by-laws. The incorporators and initial board of directors are the same, and consist of those designated in Article IX of this document.

#### ARTICLE IV

Members of the corporation shall be those qualified for membership and shall be admitted to membership according to the by-laws of the foundation.

#### ARTICLE V

The exclusive purposes of this foundation are to hold religious services according to the teachings of the Russian Orthodox Church and to provide education regarding the Slavic culture in Idaho and to solicit, receive and expend funds and property to carry out any or all purposes of the foundation.

#### ARTICLE VI

No part of the net earnings of the foundation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the foundation shall be authorized and empowered to pay reasonable and distributions in furtherance of the purposes set forth in Article V hereof.

No substantial part of the activities of the foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the foundation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

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

#### ARTICLE VII

The foundation shall not be dissolved except following the favorable vote of a majority of the entire membership at a meeting duly called for that purpose. Upon dissolution, all assets belonging to the foundation, after due provision of any liabilities then outstanding and unpaid, shall be paid to an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code to be selected by the Board of Directors. Any such assets not so disposed of shall be disposed of by the Fourth District Court in Ada County, exclusively for such purpose, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE VIII

No members of the board of directors and no officer duly appointed by the board shall have any personal liability for acts performed in his or her official capacity in good faith, nor shall any such director or officer be liable for nonfeasance or misfeasance in the performance of duties, but only in case of malfeasance. The foundation shall indemnify the members of its board of directors, its officers, agents and employees

against any and all expenses and liabilities, including attorney fees and other costs, which they or any of them incur in connection with any suit or suits which may be brought against them or any of them involving or pertaining to any of their official acts or duties (whether it be alleged that such acts are ultra vires or otherwise), provided only that in such suit or suits personal liability is finally established against them incident to any act of malfeasance on their part. This provision shall not be deemed to prevent compromise of any such litigation when such compromise is deemed advisable.

#### ARTICLE IX

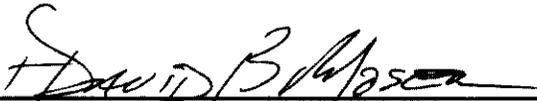
The members of the foundation shall have the power by two-thirds majority of entire membership of the foundation to amend the Articles of Incorporation from time to time.

#### ARTICLE X

The incorporator shall be Father David B. Moser. The initial board of directors shall consist of the following persons:

<b>President:</b>	Father David B. Moser 12012 Hickory Dr. W. Boise, ID 83704
<b>Vice President:</b>	Michael B. Sivy 2224 Tawny Woods Pl. Boise, ID 83706
<b>Secretary:</b>	Lois K. Fletcher 104 S. Capitol Blvd. Boise, ID 83702
<b>Treasurer:</b>	Rebekah K. Moser 12012 Hickory Dr. W. Boise, ID 83704

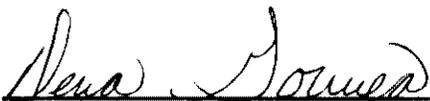
IN WITNESS WHEREOF, I have signed duplicate originals of these Articles of Incorporation this 27 day of December, 1991.

  
\_\_\_\_\_  
Father David B. Moser

STATE OF IDAHO,            )  
                                      )  
County of Ada                )

On this 27th day of December, 1991, before me, the undersigned, a notary public in and for said state, personally appeared David B. Moser, known to me to be the president of the Saint Seraphim of Sarov Orthodox Church, Inc., that he signed the foregoing document as president of the corporation, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

  
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Notary Public for Idaho  
Residing at:  
My Commission Expires: 4-22-97