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AMENDED AND RESTATED
ARTICLES OF INCORPORATION

SECRETARY OF STATE
STATE OF IDAHO

OF

KIMBERLY CHURCH OF CHRIST, INC.

KNOW ALL MEN BY THESE PRESENTS, That I, the undersigned, being a citizen of the United States of America and of lawful age, acting as officer pursuant to the Idaho Non-profit Corporation Act, I.C. 30-3-1 et seq. hereby adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of this Corporation is **Kimberly Church of Christ, Inc.**

ARTICLE II

Non-Profit Corporation

This Corporation may have members and shall have no capital stock, its object and purpose being solely of a benevolent character, and not for individual pecuniary gain or profit to its members, if any. It is organized solely for nonprofit purposes, and no part of its income shall at any time be distributable to its members, directors, or officers; provided, however, this provision shall not be construed to prohibit payments of reasonable compensation for services actually rendered for the benefit of the corporation or to prohibit the conferring of benefits upon the corporation's members in conformity with its purposes.

ARTICLE III

Duration

The duration of the Corporation shall be perpetual.

ARTICLE IV

Address

The location of this Corporation is in the City of Twin Falls, County of Twin Falls, State of Idaho. The address of the initial registered office to the Corporation is 2312 Poleline Road East, Twin Falls, Idaho 83301, and Alphonse R. Gamache is the initial registered agent at this address.

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ARTICLE V

Purposes And Powers

The purposes and powers of the Corporation are the following:

1. To have specifically, and exclusively, charitable, educational or scientific purposes, and to have no purpose nor engage in any activity which would not be religious, charitable, educational or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, or by a corporation to which contributions are deductible within the meaning of Section 170(c)(2) of the Internal Revenue Code of 1954 or as these laws may be amended in the future.
2. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Non-profit Corporation Act. This includes, but is not limited to, the following:
 - a. To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the bylaws of this corporation; and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this corporation.
 - b. To receive donations and contributions from any person, firm, corporation, government agency, or other source to carry out the purposes of this Corporation;
 - c. To acquire title and hold title to such real and personal property as may be necessary or desirable to carry out its purposes, and to manage and operate any real or personal property given and devised to or acquired by the Corporation;
 - d. To sell, convey, dispose of, or exchange both real or personal property, and to do any and all things convenient and incidental to the purposes of the Corporation;
 - e. To borrow money and execute such evidence of indebtedness and such contracts, agreements, mortgages, deeds, leases, assignments, conveyances, security agreements or other instruments as may be necessary; and
 - f. To have and exercise all of the powers and authority granted by the Idaho Nonprofit Corporation Act, and all other powers authorized or permitted to nonprofit corporations by the laws of the state of Idaho, as the same may be in effect and amended from time to time; and
 - g. To carry into effect the objects and purposes aforesaid, this corporation is authorized to do all and singular that which is necessary and convenient to carry

out the general purposes for which it is organized; and

h. To carry on any other business, or do anything in connection with the objects and purposes above mentioned that may be necessary and proper to accomplish successfully or promote the said objects and purposes of this corporation; and

i. The foregoing clauses and enumeration of this corporation's purposes, objects and powers, by reason of the specific enumeration, shall not be held to restrict the power of this nonprofit corporation to do any of the things within its general powers as authorized or permitted to nonprofit corporations by the laws of the state of Idaho, as the same may be in effect and amended from time to time; and

ARTICLE VI

Membership; Property Rights

1. This corporation shall have Members, whose right, privileges, and voting rights shall be provided in the bylaws.
2. Member of this corporation shall not be personally liable for the debts, liabilities or obligations of this corporation.

ARTICLE VII

Board Of Directors

The affairs of the Corporation shall be managed by a Board of Directors. Those members of the initial Board of Directors are empowered to appoint the first Board of Directors of this Corporation. Thereafter, pursuant to I.C. 30-3-66, the existing directors will elect successor directors. The interests of each member of the Board of Directors are equal, and the members shall have no property rights in the Corporation. The number of members of the Board of Directors shall be fixed by the Board and may be changed by them; provided, however, that there shall be not less than three (3) nor more than fifteen (15) voting members of the Board of Directors, exclusive of any non-voting members of any advisory board appointed by the Board of Directors in accordance with the Bylaws. Subject to these limitations, the number of Directors shall be fixed by the Bylaws. The Bylaws may set forth specific criteria and qualifications for Board eligibility. Directors shall be elected or appointed in the manner and for the terms specified in the Bylaws. The initial Board of Directors for one (1) year from the date of incorporation shall consist of three (3) persons, to wit: Bart Reynolds, 259 Taylor Street, Twin Falls, Idaho 83301; Gary Graham, 1917 Sherry Lane, Twin Falls, Idaho 83301; and Paul Dunbar, 2913 E. 3600 N., Twin Falls, Idaho 83301.

ARTICLE VIII

Officers

The officers of the Corporation shall be president, secretary, and treasurer, who shall be elected annually by the Board of Directors. All officers shall serve until their successors are elected. The Board of Directors shall have the power to fill vacancies in the offices at any time. An officer so elected to fill such a vacancy shall serve until the next annual meeting of the Board of Directors or until a successor is elected.

ARTICLE IX

Bylaws

The Board of Directors shall have the power to adopt Bylaws regulating the affairs and prescribing the duties of the officers and directors of the Corporation, which Bylaws shall not be inconsistent with these Articles.

ARTICLE X

Executive Director

The Board of Directors may appoint an Executive Director of the Corporation if needed and shall fix the compensation, prescribe the duties and term of employment, and supervise and evaluate the job duties of such Executive Director.

ARTICLE XI

Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization(s) organized and operated exclusively for religious, charitable, educational or scientific purposes and which shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine; provided, however, and subject to the above limitations, if any of such assets have been acquired under a Federal grant or contract, their disposition shall be made in accordance with the appropriate instructions of the governmental official responsible under the law for the providing of such instructions under such circumstances. Any of such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Corporation is then

located, exclusively for such purposes or to such organization(s) as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII

Amendments

The Articles may be amended upon a majority vote of the members present and voting at any meeting of the Corporation, provided that a copy of the proposed amendment shall have been mailed to each member of the Corporation at least thirty (30) days before the date of the meeting at which the proposed amendment is to be acted upon.

ARTICLE XIII

Director Liability

1. The private property of the directors of the Corporation shall not be subjected to the payment of the corporate debts and no director shall become individually or personally liable or responsible for any debts or liabilities of the Corporation.
2. Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the Corporation shall be indemnified by the Corporation against any and all reasonable expenses, including attorney fees, incurred in connection with the defense or settlement of such action, suit or proceeding, except in relation to matters as to which it shall be determined in such action, suit or proceeding that the director is liable for misconduct, as defined by Idaho Code § 30-3-85., or as defined in I.C. 30-3-108.

ARTICLE XIV

No Discrimination

Kimberly Church of Christ, Inc. shall not discriminate against any person on the basis of race, age, gender, ethnicity, religion, creed, color, national origin, handicap or disability.

ARTICLE XV

Incorporator

The names and addresses of the incorporator is as follows:

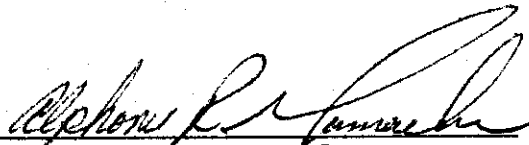
NAME

ADDRESS

Alphonse R. Gamache

2312 Poleline Road East
Twin Falls, ID 83301

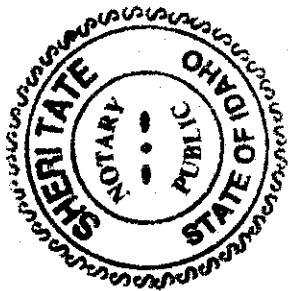
IN WITNESS WHEREOF the party hereto has subscribed his name on the day and year first written above.

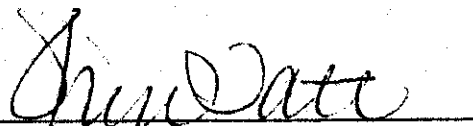

Alphonse R. Gamache, Secretary

STATE OF IDAHO)
)ss.
County of Twin Falls)

On the 5 day of May, 2008, before me, a Notary Public, in and for said County and State, personally appeared Alphonse R. Gamache, known or identified to me to be the individual whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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




NOTARY PUBLIC FOR IDAHO
Residing at: Twin Falls
My commission expires: 9/12/2012

MANNER OF ADOPTION

The amendment consists exclusively of matters which do not require member approval pursuant to Section 30-3-90, Idaho Code, and was therefore, adopted by the Board of Directors on June 1, 2008.

- a. Number of Directors entitled to vote was: 3
- b. Number of Directors that voted for each amendment was: 3
- c. Number of Directors that voted against each amendment as: 0