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**SECRETARY OF STATE
STATE OF IDAHO**

**ARTICLES OF INCORPORATION
OF**

MEADOWINDS MINISTRIES, Inc.

AN IDAHO NONPROFIT CORPORATION

The undersigned incorporator of a corporation under the provisions of the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation:

Article I.

The name of the Corporation shall be MEADOWINDS MINISTRIES, INC. (the "Corporation").

Article II.

The period of duration of the Corporation shall be perpetual.

Article III.

This association is organized exclusively for charitable, religious, educational and scientific purposes, and the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future United States Internal Revenue law). Chief among the purposes for which the Corporation is organized and operated is to aid the people of the greater Moscow, Idaho area, through, including, but not limited to, educational and scientific research activities, public forums, publishing, giving social and material aid, and in fellowship in the name of Jesus Christ.

Article IV.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, 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 above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation 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 of 1986 (or the

**SECRETARY OF STATE
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corresponding section of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding section of any future United States Internal Revenue law).

Article V.

The Corporation shall have no members.

Article VI.

The address of the registered office of the Corporation shall be 2493 Blaine Road, Moscow, Idaho 83843. The name of the registered agent of the Corporation at such address shall be Ernest L. Brannon.

Article VII.

The management of the Corporation shall be vested in a Board of Directors. The powers and duties, number, qualifications, terms of office, manner of election, and time and criteria for removal of Directors shall be set forth in the Bylaws of this Corporation. The names and addresses of the persons who currently serve as the initial Board of Directors of the Corporation are as follows:

Charlene Brannon
2493 Blaine Road
Moscow, Idaho 83843

Ernest L. Brannon
2493 Blaine Road
Moscow, Idaho 83843

Theodore Charles Swartz,
27621 North 96th Place,
Scottsdale, Arizona, 85255

The current board of directors shall serve until their successors shall be appointed and/or elected and qualified as provided for in the Bylaws.

Article VIII.

1. **Limitation of Liability of a Director.** Except to the extent otherwise required by applicable law (as it exists on the date of the adoption of this Article or may be amended from time to time), no present or future director of the Corporation shall be personally liable to the Corporation or its members, if any, for monetary damages for any conduct as a director occurring after the date of the adoption of this Article. No amendment to or repeal of this Section shall adversely affect any

right of protection of a director of the Corporation with respect to any acts or omissions of such director occurring after the date of the adoption of this Article and prior to such amendment or repeal of this Section.

2. **Indemnification of Directors and Officers.** The Corporation shall indemnify any director or officer of the Corporation, who is involved in any capacity in a proceeding by reason of the position held by such person or entity in the Corporation, to the full extent allowed by applicable law, as presently in effect and as hereafter amended; provided, however, that the Corporation shall only indemnify a director or officer seeking indemnification in connection with a proceeding (or a part of a proceeding) initiated by such person if such proceeding or part of a proceeding was authorized by the Board of Directors or if such proceeding or part of a proceeding was brought by a director or officer to enforce a claim for indemnification under this Section and a court or an arbitrator determines that the director or officer is entitled to all of the relief claimed.

3. **Indemnification of Employees and Agents.** By means of a resolution or of a contract specifically approved by the Board of Directors, the Corporation may indemnify an employee or agent to such degree as the Board of Directors determines to be reasonable, appropriate, and consistent with applicable law and to be in the best interests of the Corporation.

4. **Notice.** Any indemnification of a director in accordance with this Article shall be reported to the Board of Directors in a written report describing the proceeding and the nature and extent of such indemnification.

5. **Advances.** Reasonable expenses incurred by a director or officer, who is involved in any capacity in a proceeding by reason of the position held by such person or entity in the Corporation, shall be advanced by the Corporation to the full extent allowed by applicable law, as presently in effect and as hereafter amended; provided that the director or officer shall first promise in a writing delivered to the Corporation to repay all amounts advanced by the Corporation in the event that it is later determined that such director or officer is not entitled to be so indemnified. Reasonable expenses incurred by an employee or agent who is involved in any capacity in a proceeding by reason of the position held by such person or entity in the Corporation may be, but is not required to be, advanced by the Corporation prior to the final disposition of such proceeding to the full extent allowed by applicable law, as presently in effect and as hereafter amended; provided, however, that the Corporation shall not advance any such funds unless the employee or agent promises in a writing delivered to the Corporation to repay all amounts advanced by the Corporation in the event that it is later determined that such employee or agent is not entitled to be so indemnified.

6. **Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is a director, officer, employee, or agent of the Corporation or is serving at the request or consent of the Corporation as an officer, employee, or

agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability incurred by such person because of such person's status, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

7. **Designation of Counsel.** The Board of Directors of the Corporation shall have the right to designate the counsel who shall defend any person or entity who may be entitled to indemnification, to approve any settlement, and to approve in advance any expense.

8. **Consistency With Applicable Law; Survival of Benefits.** The right to indemnification and limitation of liability conferred by this Article shall be interpreted to conform with, and shall not create any right that is inconsistent with applicable law, as presently in effect and as hereafter amended. To the full extent allowed by applicable law (as presently in effect and as hereafter amended), the right to indemnification and limitation of liability conferred by this Article shall continue as to a person who has ceased to be a director and shall inure to the benefit of the heirs, executors, and administrators of such a person.

9. **Nonexclusivity of Rights.** The rights conferred in this Article shall not be exclusive of any other rights which any person may have or acquire under any applicable law (as presently in effect and as hereafter amended), the Articles of Incorporation, the Bylaws of the Corporation, a vote of the Board of Directors of the Corporation, or otherwise.

Article IX.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation first, to Sciphre Institute, Incorporated, Moscow, Idaho, and second, if the named recipient is not in existence or is no longer exempt from federal income tax or is unwilling or unable to accept the distribution then to such organization or organizations organized and operated exclusively for charitable, religious, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future United States Internal Revenue law) as the directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court for Latah County, Idaho, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

Article X.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

Article XI.

The name and address of the incorporator of the Corporation is as follows:

Erncst L. Brannon
2493 Blaine Road
Moscow, Idaho 83843

IN WITNESS WHEREOF, the incorporator has set his hand this 29th day of August, 2005.

Erncst L. Brannon