

ARTICLES OF INCORPORATION

OF

WINGS OF CHARITY INC.

FILED EFFECTIVE

07 FEB -5 AM 11:45

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles"):

ARTICLE I - NAME

_____ The name of the Corporation is Wings of Charity, Inc.

ARTICLE II - NONPROFIT STATUS

The Corporation is a nonprofit corporation.

IDAHO SECRETARY OF STATE
02/05/2007 05:00
CK: CASH CT: 209381 BH: 1031103
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ARTICLE III - PERIOD OF DURATION

_____ The period of duration of the Corporation is perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The location of the Corporation is in the City of Middleton County of Canyon and in the State of Idaho. The address of the initial office is PO box 921 and the name of the initial registered agent at this address is Doug Bergner. Physical Address: 14252 Hwy 44 Caldwell id 83607

ARTICLE V - PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

A. To make a positive difference in the lives of disadvantaged children and their families primarily by offering assistance and resources not normally available to less fortunate families who may have special medical, adoptive or other family needs. Assisting them to achieve the highest-level possible of quality of life and permit normal growth and sustained health and well-being. Allowing special needs families or adoptive parents and children to realize their full potential as they grow to become competent, caring, and confident individuals themselves. To provide support and resources along with committed volunteers who will assist in air and ground transport for special medical

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need or adoptive families.

B. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act, subject only to limitations in the Corporation's Bylaws.

C. Charitable, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

D. To exercise all powers granted by law necessary and proper to carry out the forgoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI - LIMITATIONS

No Part of the net earnings or the assets 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 the services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the Corporation shall be for 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 provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time.

ARTICLE VII - NO VOTING MEMBERS

_____The Corporation does not have voting members.

ARTICLE VIII - BOARD OF DIRECTORS AND TERMS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall consist of no fewer than three (3) or more than seven (7) people and shall be fixed in accordance with the Corporation's Bylaws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the qualifications and election of Directors shall be as set forth in the Bylaws of the Corporation.

The Initial Board of Directors shall consist of Four (4) people, each of whom shall be elected for a one (1) year term. The names and street addresses of the persons constituting the Initial Board of Directors are as follows:

Doug Bergner
14252 Highway 44
Caldwell, ID 83607

Kevin Pearl
9705 Ustick
Boise, ID 83704

Andrea Busmann
506 Nebula
Star, ID 83609

Darin Hunt
21835 Weitz Rd
Caldwell, ID 83607

The Name & Address of the Incorporator is

Doug Bergner
14252 Hwy 44
Caldwell, ID 83607

BYLAWS

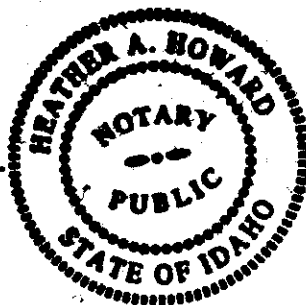
By: |

D. R. Berg
INCORPORATOR

By:

Heather A. Howard
My Commission Expires: 5/31/2012

By:



Date Approved: Jan. 31 - 2007

Date Adopted: Feb. 5 - 2007