

IDAHO SECRETARY OF STATE

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**ARTICLES OF INCORPORATION
OF****Awakening Israel Ministries, Inc.**

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SECRETARY OF STATE
STATE OF IDAHO**Article I
Name**

1.1 The name of the corporation shall be Awakening Israel Ministries, Inc. and will be referenced by the general term "ministry" throughout these articles.

**Article II
Duration**

2.1 The duration of this ministry is perpetual and is for public benefit and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of the State of Idaho, exclusively for charitable and educational public benefit purposes.

**Article III
Purpose**

3.1 The purpose of Awakening Israel Ministries, Inc. is to glorify the LORD by educating leaders who care for and serve the people of Israel, by developing houses of prayer for all nations, and by helping to catalyze and accelerate sustainable support for the people of Israel globally. Awakening Israel Ministries, Inc. will accomplish this purpose by proactive education, charitable service, and practical care for the people of Israel. This ministry defines the "people of Israel" to include Jews and Arabs who live in Israel as well as Jews throughout the world.

3.2 The vision includes two distinctions: (1) educating and awakening the people of Israel globally to faith in God's purposes and promises articulated in Bible covenants, and (2) educating and awakening faith-filled individuals, churches, and organizations globally to meet practical needs among the people of Israel.

**Article IV
Non-Profit Nature**

4.1 The lawful purpose of Awakening Israel Ministries, Inc. is to engage in any lawful act or activity for which non-profit corporations may be chartered under the laws of the State of Idaho. Awakening Israel Ministries, Inc. is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to corporations that qualify as exempt corporations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4.2 No part of the net earnings of this ministry shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the ministry shall be authorized and empowered to pay reasonable compensation for

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services rendered and to make payments and distributions in furtherance of the purposes set forth in the statement of Purpose hereof. The property of this ministry is irrevocably dedicated to the 501(c)(3) exempt purposes and no part of the net income or assets of this ministry shall ever inure to the benefit of any director or officer thereof, or to the benefit of any private individual.

4.3 No substantial part of the activities of this ministry shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the ministry shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. *Notwithstanding any other provision of these articles, this ministry shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this ministry.*

4.4 Upon the dissolution of the ministry, assets shall be distributed for one or more *exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.*

4.5 No officer or director of this ministry shall be personally liable for the debts or obligations of this ministry of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this ministry.

Article V

Board of Directors and Meetings

5.1 A Board of Directors shall govern Awakening Israel Ministries, *Inc*

5.2 The board shall fix the number of directors to constitute the entire board, but such number shall not be less than three (3). The initial incorporator is Dr. Daniel Ketchum of Boise, Idaho.

5.3 The Board of Directors for the ministry shall consist of individuals listed below and those added by official action of the Board of Directors. Each director shall hold office until the next annual meeting of the board and until such director's successor has been elected and qualified, or until his or her death, resignation, or removal.

5.4 Subject to the provisions of the law and of these articles of incorporation, but in furtherance and not in limitation of any rights and powers thereby conferred, the board shall have the control and management of the affairs and operations of the ministry and shall exercise all the powers that may be exercised by this ministry.

5.5 A meeting of the board shall be held annually at such place, on such date, and at such time as may be fixed by the board, for the purpose of electing directors, receiving annual reports of the board and officers, and for transaction of such other business as

may be brought before the board. Special meetings of the board may also be called at any time by the President or by a majority of the directors then in office.

5.6 At any meeting of the board, a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a majority of the directors present may adjourn the meeting from time to time to another time and place, without notice other than announcement at such meeting, until a quorum shall be present.

5.7 At all meetings of the board, each director shall have one vote. In the event that there is a tie in any vote, the president shall have an additional vote to be the tiebreaker.

5.8 Any action required or permitted by the board may be taken without a meeting if all members of the board consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the board shall be filed with the minutes of the proceedings of the board or such committee.

5.9 Any director may be removed for cause by vote of the board provided there is a quorum of not less than a majority present at the meeting at which such action is taken.

5.10 Any director may resign from office at any time by delivering a resignation in writing to the board, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

5.11 Any newly created directorships and any vacancy occurring on the board arising at any time and from any cause may be filled by the vote of a majority of the directors then in office at any directors' meeting. A director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

5.12 Any one or more members of the board may participate in a meeting of the board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

5.13 No director shall receive compensation for carrying out duties as a director. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities.

5.14 Directors are not restricted from being remunerated for professional services provided to the ministry. Such remuneration shall be reasonable and fair to this ministry and must be reviewed and approved in accordance with the vote of the board.

Article VI

Officers

6.1 The officers of this ministry shall be a President, a Vice-President, a Secretary, and a

Treasurer. The officers shall be elected by the board at the annual meeting of the board and each officer shall hold office for a term of one year and until such officer's successor has been elected or appointed and qualified, unless such officer shall have resigned or shall have been removed as provided below. The same person may hold more than one office, except that the same person may not be both President and Secretary. The board may appoint such other officers as may be deemed desirable. Such officers shall serve for such period as the board may designate.

6.2 The board shall fill any vacancy occurring in any office, whether because of death, resignation, or removal, with or without cause, or any other reason.

6.3 The President shall be chair of the board and chief executive of this ministry. The President shall from time to time make such reports of the affairs and operations of this ministry as the board may direct and shall preside at all meetings of the board. The President shall have such other powers and shall perform such other duties as may from time to time be assigned to the President by the board.

6.4 The Vice-President shall have such powers and shall perform such duties as may from time to time be assigned to such Vice President by the board.

6.5 The Secretary shall record and keep the minutes of all meetings of the board. The Secretary shall be the custodian of, and shall make or cause to be made the proper entries in, the minute book of the ministry and such books and records as the board may direct. The Secretary shall be the custodian of the seal of the ministry and shall affix such seal to such contracts, instruments, and other documents as the board may direct. The Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by the board.

6.6 The Treasurer shall be the custodian of all funds and securities of this ministry. Whenever so directed by the board, the Treasurer shall render a statement of the cash and other accounts of the ministry, and the Treasurer shall cause to be entered regularly in the books and records of this ministry to be kept for such purpose full and accurate accounts of this ministry's receipts and disbursements. The Treasurer shall at all reasonable times exhibit the books and accounts to any director upon application at an office of the ministry during business hours. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board.

6.7 In case of the absence of any Officer of the ministry, or for any other reason that the board may deem sufficient, the board may at any time and from time to time delegate all or any part of the powers or duties of any Officer to any other Officer or to any director or directors.

6.8 Any Officer may be removed from office at any time, with or without cause, by a vote of a majority of the directors then in office at any meeting of the board.

6.9 Any Officer may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance by the ministry.

Article VII Membership

7.1 Awakening Israel Ministries^{inc} shall have no members. Ministry management shall be vested in a Board of Directors, as defined in this ministry's bylaws.

Article VIII Bank Accounts, Checks, Contracts, and Investments

8.1 Bank Accounts, Checks and Notes. The Board of Directors is authorized to select the banks or depositories it deems proper for the funds of this ministry. The Board shall determine who shall be authorized from time to time on this ministry's behalf to sign checks, drafts, or other orders for the payment of money, acceptances, notes, or other evidences of indebtedness.

8.2 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, in addition to those specified in these Articles of Incorporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the ministry, and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the ministry by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

8.3 Investments. The funds of the ministry may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable.

Article IX Records, Fiscal Year, and Conflict of Interest

9.1 Books and Records. This ministry shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by committees of the Board of Directors. In addition, this corporation shall keep a copy of this ministry's Articles of Incorporation as amended to date.

9.2 Fiscal Year. The fiscal year of the ministry shall be from January 1 to December 31 of each year.

9.3 Conflict of Interest. The Board of Directors shall adopt and periodically review a conflict of interest policy to protect the ministry's interest when it is contemplating any transaction or arrangement that may benefit any director, officer, employee, affiliate, or

member of a committee with board-delegated powers.

Article X Amendments

10.1 Any amendments to the Articles of Incorporation shall be adopted by approval of two-thirds (2/3) of the Board of Directors.

Article XI Addresses of the Ministry

11.1 The physical address of Awakening Israel Ministries^{Inc} is 1409 North 8th St., Boise, Idaho 83702 USA.

11.2 The mailing address of Awakening Israel Ministries^{Inc} is 770 South 13th St., PO Box 9637, Boise, Idaho 83707 USA.

Article XII Registered Agent and Incorporator

12.1 The registered agent of this ministry shall be Daniel D. Ketchum.

12.2 The address of the registered agent is 1409 North 8th St., Boise, Idaho 83702 USA.

12.3 The incorporator of this ministry is Daniel D. Ketchum.

12.4 The address of the incorporator is 1409 North 8th St., Boise, Idaho 83702 USA.

Certificate of Adoption of Articles of Incorporation

We, the undersigned, do hereby certify that the Board of Directors approved the above-stated Articles of Incorporation for Awakening Israel Ministries^{Inc} on February 28, 2015 and that this seven-page document constitutes a complete copy of Articles of Incorporation for Awakening Israel Ministries.

Bob Helstrom, PO Box 3887, Lacey, Washington 98509 USA

Signature Bob Helstrom Date 2/28/15

Carol A. Ketchum, 1409 North 8th St., Boise, Idaho 83702 USA

Signature Carol A. Ketchum Date 2.28.15

Daniel D. Ketchum, 1409 North 8th St., Boise, Idaho 83702 USA

Signature Daniel D. Ketchum Date 2.28.15

Cherie R. Reiter, 1409 North 8th St., Boise, Idaho 83702 USA

Signature Cherie R. Reiter Date 2-28-15

Bruce D. Skaug, 1226 East Karcher Rd., Nampa, Idaho 83687 USA

Signature Bruce Skaug Date 3-27-2015

Terri White, PO Box 786, Corvallis, Oregon 97339-0786 USA

Signature Terri White Date 2.28.15

Acknowledgment of Consent to Appointment as Registered Agent

I, Daniel D. Ketchum, agree to be the registered agent for Awakening Israel Ministries, ^{Inc} as appointed herein.

Signature Daniel D. Ketchum Date 2.28.15