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SECRETARY OF STATE
STATE OF IDAHO

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7 Attorney for Corporation

8 **Articles of Incorporation**
9 **Of**
10 **Living Waters Ranch, Inc.**

11 **KNOW ALL MEN BY THESE PRESENTS, that Christopher James, Debbie James, Warren**
12 **"Abe" Abrams, Effie Abrams, Mark Bryan, Nick Pool, Gayle Pool, Larry Halstead, and**
13 **Carmen Halstead, being of legal age and citizens of the United States, for the purpose of**
14 **forming a body corporate in accordance with the provisions of the Idaho Non-Profit**
15 **Corporation Act, §§30-3-1, et seq., of the Revised Statutes of the State of Idaho, do hereby**
16 **make, execute, and acknowledge these Articles of Incorporation, in writing as follows:**

17 **ARTICLE I**

18 The corporate name of this association shall be Living Waters Ranch, Inc.

19 **ARTICLE II**

20 This association shall be a non-profit corporation. This organization is not organized for
21 profit, and no part of the net earnings shall inure to the benefit of any private shareholder.

22 **ARTICLE III**

23 The period of duration of this association shall be perpetual.

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24 **ARTICLE IV**

25 The purposes for which said association is formed are:

26 (a) The following list of purposes shall be the sole and only purposes for which said
27 association is formed, and these Articles and the following list of purposes shall comprise
28 the limits on the activities of the association, which said association shall not have the
29 power, authority, or ability to operate outside said purposes. Notwithstanding any other

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1 provisions of these Articles, the association shall not carry on any other activities not
2 permitted to be carried on by an organization exempt from Federal Income Tax under
3 §501(c)(3) et seq. of the Internal Revenue Code of 1986, as amended, and in particular the
4 individual code sections hereinafter referenced, if any.

5 (b) The association is constituted so as to attract substantial support from a representative
6 number of persons and entities in the State and community in which it operates. No
7 substantial part of the activities of the association shall be the carrying on of propaganda,
8 or otherwise attempting to influence legislation, and the association shall not participate in,
9 or intervene in, any political campaign on behalf of any candidate for public office.

10 (c) The purposes for which the association is to be formed are for purposes within the
11 meaning of §501(c)(3) et seq. of the Internal Revenue Code. To said ends, the association
12 may cooperate with other associations not created for propaganda purposes to advance
13 such purposes as are within the foregoing Code sections, to the extent not in conflict with
14 said Internal Revenue Code sections and attendant law or regulations, including carrying
15 on of nonpartisan legislative activities to further the above goals. The association may do
16 everything necessary, suitable, or proper for the accomplishment, attainment, or
17 furtherance of, or do every other act or thing incidental, appurtenant, growing out of, or
18 connected with, the purposes, objects, or powers set forth in these Articles, whether alone,
19 or in association with others, and shall possess all the rights, powers, and privileges now
20 or hereafter conferred by the laws of Idaho. PROVIDED, HOWEVER, that nothing herein
21 shall be construed as authorizing the association to possess any purpose, object, or power,
22 or to do any act or things:

23 1. forbidden by law to a not-for-profit corporation organized under the laws of the
24 State of Idaho; or,

25 2. which, either expressly or by interpretation or by operation of law, would prevent
26 it from qualifying and continuing to qualify as a Corporation described in §§501(c)(3)
27 et seq. of the Internal Revenue Code of 1986, as amended, nor to engage directly
28 or indirectly in any activity which would cause the loss of such qualification.

29 d. The incorporator of the association, together with such other persons as said
30 incorporator may elect, shall comprise the initial Board of Trustees, which said board, by
31 majority vote, shall administer the above purposes.

32 e. The association may do any and all things necessary and incidental in carrying out the
33 aforesaid objects, or any of them, and exercise the usual powers of corporate bodies.

34 f. The association may sue and be sued, complain and defend in any law or equity.

35 g. The association may have and use a corporate seal, which may be altered at pleasure.

1 h. The association may elect such officers and appoint such agents as the business of the
2 association shall require and allow them suitable compensation.

3 i. The association may make by-laws not inconsistent with the Constitution or laws of the
4 United States and/or of this State, for the management of its property and the regulation
5 and government of its affairs.

6 j. The association may wind up and dissolve itself, or be wound up and dissolved in the
7 manner provided by the statutes of this State. Upon the winding-up and dissolution of this
8 association, after paying or adequately providing for the debts and obligations of the
9 association, the remaining assets shall be distributed to a non-profit fund, foundation or
10 association which has established its tax exempt status under §501(c)(3) et. seq. of the
11 Internal Revenue Code.

12 k. This association is organized exclusively for purposes within the meaning of §501(c) et.
13 seq. of the Internal Revenue Code. Notwithstanding any other provision of these Articles,
14 the association shall not carry on any other activities not permitted to be carried on by an
15 organization exempt from Federal income tax under said section of the Internal Revenue
16 Code.

17 l. The association may accept donations from other persons and/or entities in support of
18 the above purposes.

19 m. The primary purpose of the corporation shall be to the provision of a Christian
20 conference and retreat center for counseling and recreation to both refresh and edify.

21 n. The corporation shall engage in promoting the Gospel of Jesus Christ through various
22 media, including but not limited to radio, television, newsletters, publications, Internet,
23 conferences, seminars, and so forth.

24 o. The corporation may send out staff members individually and in teams to support,
25 encourage, and exhort various ministries.

26 ARTICLE V

27 At the time of formation, the affairs of the association shall be under the control of Trustees;
28 and those who shall, as Trustees, manage the affairs of the association for the first year,
29 and until their successors are duly elected and qualified, are:

30 Christopher James
31 P.O. Box 510
32 Challis, Idaho 83226

Warren "Abe" Abrams
635 El Rancho
Pocatello, Idaho 83201

1 Debbie James
2 P.O. Box 510
3 Challis, Idaho 83226

Effie Abrams
635 El Rancho
Pocatello, Idaho 83201

4 Mark Bryan
5 P.O. Box 1122
6 Challis, Idaho 83226

Nick Pool
P. O. Box 116
Challis, Idaho 83226

7 Gayle Pool
8 P.O. Box 116
9 Challis, Idaho 83226

Larry Halstead
95 West Claire Street
Meridian, Idaho 83642

10 Carmen Halstead
11 95 West Claire Street
12 Meridian, Idaho 83642

13 At the first annual meeting following the expiration of the one year period for which the
14 Trustees herein designated will serve, and at each annual meeting thereafter, a new Board
15 of Trustees will be elected in accordance with the provisions of the by-laws of the
16 association and the laws of the State of Idaho. The number of Trustees may be modified
17 by amendment of the by-laws of this association.

18 ARTICLE VI

19 This association shall have no capital stock. Membership in the association shall be
20 evidenced by certificates, as further provided in the by-laws of the association.

21 ARTICLE VII

22 Membership in this association shall not be transferable except upon the approval of the
23 Board of Trustees. The above provision shall be recited in all certificates of membership
24 issued.

25 ARTICLE VIII

26 These Articles may be amended as provided for by the Idaho Non-Profit Corporation Act,
27 Idaho Code §§30-3-1, et seq.

28 ARTICLE IX

29 The by-laws of the association for the management of its affairs shall be adopted by the
30 Trustees of said association, and said Trustees will be empowered to amend or repeal said
31 by-laws in accordance with the provisions thereof.

1 ARTICLE X

2 Voting shall be allowed on the basis of one vote per member, with cumulative voting
3 allowed.

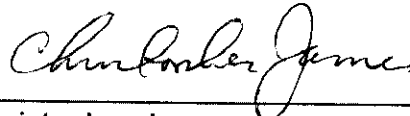
4 ARTICLE XI

5 In the event of the liquidation or dissolution of the association, the assets of the association,
6 after the payment of all debts and obligations shall be donated to another non-profit
7 organization with similar objectives, operating in Idaho, or if none, operating in as close a
8 proximity to Idaho as possible, as more particularly described and limited in Article IV(j)
9 hereof.

10 ARTICLE XII

11 The initial registered agent for this corporation is Christopher James, 4.2 Garden Creek
12 Road, Challis, Idaho 83226.

13 IN WITNESS WHEREOF, the incorporators do hereby make, sign, and acknowledge these
14 Articles of Incorporation this March 15, 1999.

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16 _____

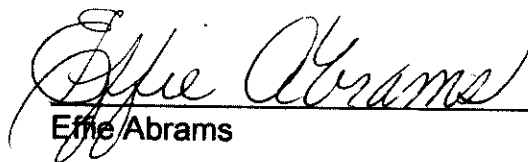
Christopher James

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18 _____

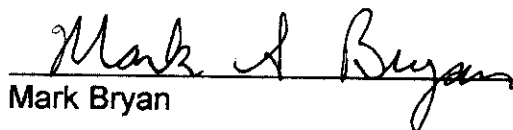
Debbie James

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Warren "Abe" Abrams

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Effie Abrams

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Mark Bryan

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2
Nick Pool

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Gayle Pool

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Larry Halstead

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8
Carmen Halstead

9 THE UNDERSIGNED hereby certifies that Christopher James is an officer and director of
10 Living Waters Ranch, Inc., and that the above Articles of Incorporation were duly adopted
11 by the Corporation and the Board of Trustees at a meeting thereof on March 15, 1999, by
12 unanimous consent.

13
14
Christopher James