

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

LIFELINE RESOURCES, INC.

File number C 111579

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of LIFELINE RESOURCES, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: August 3, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Reuben*

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ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
STATE OF IDAHO

LIFELINE RESOURCES, INC.

A Non-Profit Corporation

The undersigned, acting as incorporator of a non-profit corporation organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of this corporation is Lifeline Resources, Inc.

ARTICLE II. NONPROFIT STATUS

This Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION

The period of duration of this Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The location of this Corporation is in the city of Sandpoint, county of Bonner, State of Idaho. The address of the initial registered office is 9010 Lower Pack River Road, Sandpoint, ID 83864. The name of the initial registered agent at this address is Jim Spagon.

ARTICLE V. PURPOSES

The purposes for which this corporation is organized are to serve the development needs of individuals, families and organizations with resources that are based upon a balanced biblical view of life. Resources that will be identified or developed and applied to the needs of these target users consist of programs, media, trained personnel (teachers, counselors, health practitioners, facilitators and researchers), facilities and communication networks. The individuals, families and organizations served with these resources will have needs ranging from crisis support to education for prevention and positive growth. Resources will be available directly to the public and through support to other Christian ministries, urban care centers, churches, businesses and non profit institutions. Looking at the users as part of a larger system allows the sharing of program resources through repackaging or modification to meet specific needs. Organizational resources will be focused on achieving organizational learning through incorporating biblically based values in programs that advocate team empowerment and shared strategic vision. Duplicable centers located in natural settings with wilderness extensions will provide the physical facilities for education and training. Activity learning methods will be an integral part of programs developed and applied in order to facilitate growth for all users. A major objective is to provide resources to improve the quality of life so that there is balance in the physical, social, spiritual and emotional components, to strengthen families, and honor God in church and the workplace.

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CORPORATION NON PROFIT

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This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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, 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 in Article v. hereof. 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 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. MEMBERSHIP

The Corporation shall have no members and shall exist as a nonmembership Corporation.

ARTICLE VIII. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors.

A. The number of directors of this Corporation shall be fixed in the Bylaws and may be changed from time to time by amending the Bylaws.

B. The names and addresses of the initial directors of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
James A. Spagon.	9010 Lower Pack River Road Sandpoint, ID 83864

Linda I. Larson-Spagon	9010 Lower Pack River Road Sandpoint, ID 83864.
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C. A director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages arising from any conduct as a director, except this limitation on liability shall not apply to (a) acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director, or to (b) any transactions from which the director shall receive a benefit in money, property, or services to which the director is not legally entitled. This limitation shall not apply to any act or omission occurring before the effective date of this paragraph. If the Idaho Nonprofit Corporation Act and/or the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Nonprofit Corporation Act and/or the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the members of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE IX. INDEMNIFICATION

The Corporation shall provide any indemnification required by the Idaho Nonprofit Corporation Act and/or the Idaho Business Corporation Act and shall indemnify directors, officers, agents and employees as follows:

1. The Corporation shall indemnify its officers and directors to the full extent required or permitted by the Idaho Nonprofit Corporation Act and/or the Idaho Business Corporation Act not or hereafter in force, whether they are serving the Corporation or, at its request, any other entity, as an officer, director, or in any other capacity; provided no such indemnity shall indemnify any director on account of any (a) acts or omissions of the director finally adjudged to be intentional misconduct or a known violation of law; or (b) any transaction with respect to which it was finally adjudged that such director personally received a benefit in money, property, or services to which the director was not legally entitled.

2. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, or contracts to implement such provisions, including but not limited to implementing the manner which determinations as to any indemnity or advancement of expenses shall be made, or make such further indemnification agreements as may be permitted by law.

3. The Corporation shall indemnify other employees and agents to the extent as may be authorized by the Board of Directors or the Bylaws and as permitted by law, whether the employees and agents are serving the Corporation or, at its request, any other entity.

4. The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled under any statute, provision of the Articles of Incorporation, Bylaws or other agreements.

5. No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

ARTICLE X. DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Corporation, the Board of Director, after paying or making provision for the payment of all liabilities of the Corporation, shall distribute all assets of the Corporation to such organization or organizations shall at the time qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, and whose purposes are consistent with the purposes of the Corporation, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the court of the county in which the principle office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE XI. AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended upon a vote of a majority of the Board of Directors of the Corporation, subject to any mandatory contrary provisions of state law.

ARTICLE XII. BYLAWS

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

ARTICLE XIII INCORPORATOR

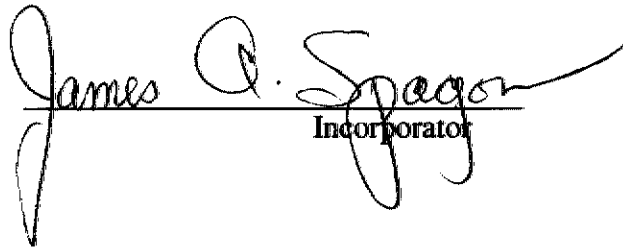
Name

Address

James A. Spagon.

9010 Lower Pack River Road
Sandpoint, ID 83864

In witness whereof, the incorporator hereinabove named has executed these Articles of Incorporation this 1st day of August, 1995.


Incorporator