

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

IDAHO PRAYER FELLOWSHIP, INC.

File number C 117996

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 IDAHO PRAYER FELLOWSHIP, 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: January 24, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Shirley R. Rives*

# ARTICLES OF INCORPORATION

OF

**Idaho Prayer Fellowship, Inc.**

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SECRETARY OF STATE  
STATE OF IDAHO

THE UNDERSIGNED, acting as incorporator of a nonprofit corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation:

## I. Name

The name of the corporation is Idaho Prayer Fellowship, Inc.

## II. Purpose

This corporation is organized for the primary purpose of furthering religious, social and charitable activities for the citizens and residents of the State of Idaho. In furtherance of such purposes, the corporation is empowered to exercise all powers conferred upon a nonprofit corporation by the laws of the state of Idaho, by any means not inconsistent with the requirements of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future federal tax code (the "Code").

## III. Tax Exempt Status

The corporation is intended to qualify as a tax-exempt religious organization described in Section 501(c)(3) of the Code. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

Without limiting the generality of the foregoing, no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, members, or other private persons. However, 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 IV.

**IV.  
No Members**

This corporation shall have no members. The initial Board of Directors and each subsequent Board of Directors shall have the authority to elect new directors.

**V.  
Directors**

The initial number of directors of this corporation shall be three. This number may be changed by amendment to the bylaws, but shall not be less than three.

The names and addresses of the directors constituting the initial board of directors are as follows:

Chuck Winder  
9090 W. Woodglade Lane  
Boise, ID 83703

Dianne Winder  
9090 W. Woodglade Lane  
Boise, ID 83703

Bill Powell  
1142 Cowhorse  
Kuna, ID 83634

Herm Steger  
11513 West Amity Road  
Boise, ID 83709

James Flecker  
1156 E. Peacock  
Meridian, ID 83642

Dick Cooke  
3640 Holl Drive  
Eagle, ID 83616

## **VI. Officers**

Officers of this corporation shall be elected by the Directors. The offices, qualifications for holding office, and manner of election shall be determined in accordance with the bylaws.

## **VII. Organization Meeting**

The initial directors of this corporation shall hold an organization meeting, at the call of a majority of the directors, to complete the organization of the corporation by appointing officers, adopting bylaws and carrying on any other business brought before the meeting.

## **VIII. Indemnification of Officers and Directors**

The corporation shall indemnify, to the fullest extent not prohibited by law, any current or former officer, employee, or agent, who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was an officer, employee or agent of the corporation, or serves or served at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of officers, employees, or agents included in any statute, bylaw, agreement, action of the members, or other document or arrangement.

## **IX. Dissolution**

Upon dissolution, the assets of the corporation first shall be used to discharge all claims against the corporation. Any remaining assets shall be distributed to a nonprofit fund, foundation or corporation which is organized and shall be operated exclusively for charitable and educational purposes in harmony with those of this organization, and which has established its tax exempt status under IRC Section 501(c)(3).

**X.  
Registered Office**

The initial registered agent and the initial registered office are as follows:

Kim Wherry Toryanski, Attorney  
STOEL RIVES, LLP  
999 Main Street, Suite 1015  
Boise, ID 83702

**XI.  
Incorporator**

The name and address of the incorporator is:

Kim Wherry Toryanski

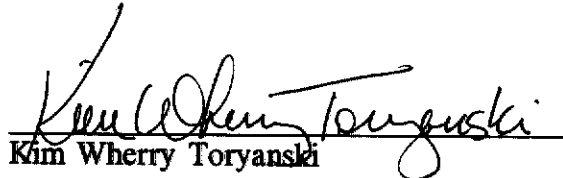
**XII.  
Amendment of Bylaws**

The Board of Directors is expressly authorized to the extent not prohibited by Idaho law to alter, amend or repeal the Bylaws of the corporation, and to adopt new Bylaws, without a vote of the members, subject to the right of the members to repeal or adopt bylaws.

**XIII.  
Amendment of Articles of Incorporation**

The Board of Directors is expressly authorized to the extent not prohibited by Idaho law to alter, amend or repeal the Articles of Incorporation of the corporation and to adopt new Articles, subject to the right of the members to repeal or adopt new Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 24<sup>th</sup> day of January, 1997.

  
Kim Wherry Toryanski