

# State of Idaho

## Department of State

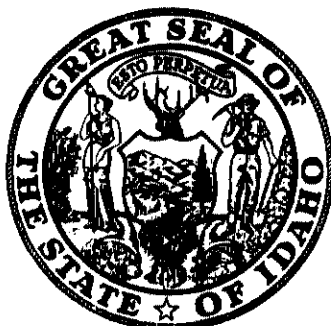
### CERTIFICATE OF INCORPORATION OF

### THE INDEPENDENT EPISCOPAL CHURCH OF NORTH AMERICA INCORPORATED

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 THE INDEPENDENT EPISCOPAL CHURCH OF NORTH AMERICA INCORPORATED 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: April 26, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Valerie Taylor*

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SEC. OF STATE  
**The Independent Episcopal Church of North America**  
**Incorporated**  
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We the undersigned persons, citizens and residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a corporation, not for profit, acting as incorporators under the provisions of the Idaho Nonprofit Corporation Act, adopt the following articles of incorporation for such corporation:

**Article I**

The name of the Corporation shall be The Independent Episcopal Church of North America Incorporated.

**Article II**

This nonprofit corporation is organized and operated exclusively for the religious purposes of a church within the meaning of Section 501(c)3 of the Internal Revenue Code of 1954, as amended of the United States of America.

**Article III**

The period of duration of the corporation shall be perpetual.

**Article IV**

In furtherance of its nonprofit, tax-exempt purposes, the corporation shall have the following powers and authority; however, the corporation shall not be empowered, and is prohibited from, engaging in any activity which is not allowed pursuant to Section 501(c)3 of the Internal Revenue Code of 1954, as amended, of the united States of America:

- (1) To operate under the name as set forth in Article I above;
- (2) To employ qualified counsel and other necessary personnel to carry out the purposes of this corporation;
- (3) To adopt and use a corporate seal.
- (4) To proclaim, preach, and teach the Gospel of Jesus Christ through evangelism and discipleship, according to the teaching of the Holy Scriptures.
- (5) To provide services of worship and instruction in the Christian faith.

- (6) To provide Christian counseling as a ministry of the Church.
- (7) To support Christian missionaries and missionary activities.
- (8) To promote the study of the Holy Bible as the Word of God and the rule of faith, doctrine, and practice.
- (9) To train people for Christian lifestyles, service and Christian missions; whether through private counseling, Bible study; private instruction or public church services in private residences, public buildings, or in any proper place where assemblies may be held.
- (10) To establish and maintain any such schools as necessary for the religious education of the faithful, or the inquirer.
- (11) To establish and maintain local assemblies, to be known as churches, and to be the successor to the corporations of said churches, or any that might be received into fellowship with this nonprofit corporation as affiliate assemblies.
- (12) To receive tithes, offerings, and property by gift, devise or bequest subject to the laws relating to the transfer of property by gift or will.
- (13) To establish and maintain any religious communities, orders, or convents that would either emanate from, or come under the protection of this corporation.
- (14) To receive into fellowship any local, state, national or international Christian assemblies (known as churches) under the protection and direction of this corporation for the mutual benefits of common doctrine, fellowship and practice, as affiliate bodies.
- (15) To provide a place(s) of public worship of Almighty God and the administration of the Sacraments, Rites, and Ceremonies of this Church.
- (16) To promote the worship of Almighty God in Trinity: the Father, the Son, and the Holy Spirit.
- (17) To promote the personal reception of Jesus Christ as Lord and Savior, by each individual believer.
- (18) To promote the personal reception of the Holy Spirit, known as the Baptism of the Holy Spirit, as well as the exercise of the Gifts of the Holy Spirit, in the manner the Scriptures teach, by each individual believer.
- (19) To provide insofar as it is possible, for the training, preparation, education, welfare, and ordination of bishops, priest, deacons, and the nurturance of other New Testament ministries, in accord with the Bylaws of this Corporation.
- (20) To join in active association with, as it seems appropriate, other churches, fellowships, assemblies, or denominations, as an affiliate body, or

as a fellowshipping body, or, as a Church in communion with other Church or Christian organizations.

(21) To charitably provide for those persons, regardless of creed, that we are able to appropriately help.

(22) To act as Director under any trust incidental to the principal objects of the corporation and to receive, hold, administer and expend funds and property subject to such trust.

(23) To take, purchase, or otherwise acquire; to own, hold, occupy, use, and enjoy; manage, improve, develop and work; to grant, sell, exchange, let, demise, and otherwise dispose of real estate, buildings, and improvements, and every right, interest and estate therein without limit as to the amount thereof and wheresoever the same may be situated; to erect, construct, alter and repair buildings; to assume any and every kind of contract, agreement and obligation by or with any person, firm, corporation, or association, or any Federal, State, or other government for the erection, construction, alteration, repair, renewal, equipment, improvement, development, use, enjoyment, leasing, management or control of any buildings, improvements, or structures of any kind wherever the same may be situated.

(24) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount and with any person, firm, association or corporation; to draw, make, accept, endorse, discount, issue, and execute promissory notes, warrants, and other negotiable or transferable interests.

(25) To purchase or otherwise acquire, to own, hold, use and enjoy, to sell, assign and transfer, exchange or otherwise dispose of, deal in or deal with personal property of every kind and description without limit as to the amount thereof and wheresoever the same may be situated.

(26) To borrow and to loan money and to give and to receive evidence of indebtedness and security therefore; to draw, make accept, endorse, execute and issue promissory notes, warrants and other debentures of the corporation, or otherwise to make guarantees of every kind and secure any or all obligations of the corporation, by mortgage, trust deed or otherwise.

(27) To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation and to have and exercise all the powers now or hereafter conferred by the laws of the State.

(28) To exercise such other and incidental powers as may reasonably be necessary to carry out the purposes for which the corporation is established, provided that such incidental powers shall be exercised in a manner consistent with its tax-exempt status as a religious organization as set forth

in Section 501(c)3 of the Internal Revenue Code of 1954, as amended, of the United States of America.

(29) The several clauses contained in this Article IV shall be construed both as purposes and powers and the statements contained in each clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clauses, but shall be regarded as independent purposes and powers. Notwithstanding any provisions of these Articles of Incorporation, the corporation shall NOT engage in any political activity proscribed by Section 501(c)3 of the Internal Revenue Code of 1954, as amended, of the United States of America, nor shall any income or assets of the corporation inure to the benefit of any member, private individual or business entity.

(30) To act as a successor corporation to the former Washington corporation The Independent Episcopal Church of North America Inc., incorporated in 1978, to adopt its Bylaws, Canons, and Articles of Religion and to receive any and all church documents, materials, equipment and possessions, and to continue its ministry in full.

#### Article V

The corporation shall have members and a Board of Directors. The Bylaws of The Independent Episcopal Church of North America Incorporated outline the procedures of becoming a member, as well as the procedures required to elect the Board of Directors and their powers, pursuant to subsection (b) or (c) of section 30-314 of the Idaho Code. These articles may be amended at any regular meeting of the Board of Directors, or at a special meeting called for that purpose, by a two-thirds (2/3) majority.

#### Article VI

The internal affairs of the corporation will be governed in accord with the Bylaws of the Independent Episcopal Church of North America Inc..

#### Article VII

This nonprofit corporation is formed without any purpose of pecuniary profit and shall have no capital stock.

The private property of the directors shall be non-assessable and shall not be subject to payment of any corporate debts, nor shall the directors or members of

the congregation become individually or corporately liable or responsible for any debts or liabilities of the corporation.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors or 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 IV 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:

- (a) by a corporation exempt from Federal Income Tax under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or

- (b) by a corporation, contributions to which are deductible under section 170(c)12 of the Internal Revenue Code, or corresponding section of any future federal tax code. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

## Article VIII

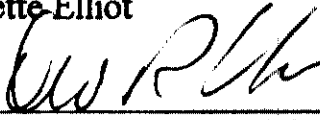
The name and address of the initial Registered Agent of the Corporation is as follows:

The Rev. Darrell W. Richardson, 1000 Driscoll Ridge, Troy ID 83871

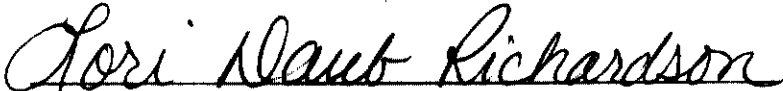
## Article IX

The names and addresses of the initial Board of Directors are as follows:

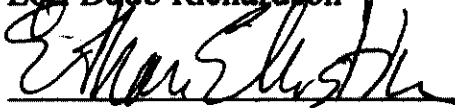
The Rev. Darrell Richardson	1000 Driscoll Ridge, Troy ID 83871
Lori Daub Richardson	1000 Driscoll Ridge, Troy ID 83871
Charles Nance	1413 Hawthorne, Moscow ID 83843
Ethan Ehrstine	1163 S. Harrison #5, Moscow ID 83843
Sue Ehrstine	1163 S. Harrison #5, Moscow ID 83843
Brian Hastings	309 East 5th Ave., Apt. A., Moscow ID 83843
Bill Elliot	1676 Damen St. Moscow ID 83843
Annette Elliot	1676 Damen St. Moscow ID 83843



The Rev. Darrell W. Richardson



Lori Daub Richardson



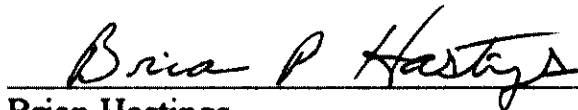
Ethan Ehrstine



Sue G. Ehrstine



Charles Nance



Brian Hastings



Bill Elliot



Annette Elliot

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