

**FILED EFFECTIVE**

## ARTICLES OF INCORPORATION

(NON-PROFIT)

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OF

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, in order to form a non-profit corporation under the provisions of Title 30, Chapter 3, Idaho Code, submit the following Articles of Incorporation to the Secretary of State.

## **ARTICLE 1**

**Name and Mailing Address**

The name of this corporation is Shepherd's Table, Inc., and its mailing address shall be 212 W Ironwood Dr, Ste D, PMB 152, Coeur d'Alene ID 83814.

## ARTICLE 2

### Duration

The period of duration of this corporation shall be perpetual.

## ARTICLE 3

## Purpose

The purposes for which this corporation is formed are:

1. As a faith-based charitable organization this corporation will endeavor to help individuals and families in our community who are having a difficult time making ends meet. We will come alongside to help meet their immediate needs with prayer, food, shelter, funds for bills, and any other support needed to help them through difficult times. We will marshal community resources and other non-profit resources whenever possible to help with longer term needs. This will be done within the meaning of Section 501(c)(3).

2. As a faith-based charitable organization this corporation will promote the knowledge of and faith in our Lord Jesus Christ so that all people may come to know and follow Him. This will be done through one-on-one and/or small group meetings at the times and places convenient to all parties. This will be done within the meaning of Section 501(c)(3).

3. As a faith-based charitable organization this corporation will engage in any other lawful activity which may hereafter be authorized from time to time by the Board of Directors; provided, however, that the purposes for which the corporation is formed shall at all times be consistent with Section 501(c)(3) of the Internal Revenue Code. *SECRETARY OF STATE* *11/21/2014 855*  
such purposes the making of distributions to organizations that qualify as exempt under section 501(c)(3) of the Internal Revenue Code. *SECRETARY OF STATE* *11/21/2014 855* *54318 BH: 128*

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organizations under Section 501(c)(3).

## **ARTICLE 4** **Registered Agent and Office**

The street address and registered agent at that address is as follows:

Kenneth M. Gilbert  
11786 N Friar Dr  
Hayden ID 83835

The written consent of such person to serve as registered agent is attached hereto.

## **ARTICLE 5** **Board of Directors**

1. The management of this corporation shall be vested in a Board of Directors, the number of which shall be at least three (3). The method of selecting directors shall be fixed by the Bylaws of this corporation. The initial directors shall be the following named individuals:

<u>Name</u>	<u>Address</u>
Kenneth M. Gilbert	11786 N Friar Dr, Hayden ID 83835
Maureen P. Hannon	11786 N Friar Dr, Hayden ID 83835
Megan K. Gilbert	15 Hermann St, Apt 311, San Francisco CA 94102
Caitlin R. Gilbert	2207 West College Ave, Spokane WA 99201

2. A director shall have no personal liability to the corporation for monetary damages for conduct as a director, except for:

- (i) Acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director, or
- (ii) Any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled.

If the laws of the State of Idaho are hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted under Idaho law. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification for or with respect to an

act or omission of such director occurring prior to such repeal or modification. The corporation shall indemnify any director or officer or former director or officer or other person in the manner and to the extent provided under Idaho law.

## **ARTICLE 6** **Incorporators**

The names and addresses of the incorporators of **Shepherd's Table, Inc.** are:

<u>Name</u>	<u>Address</u>
Kenneth M. Gilbert	11786 N Friar Dr, Hayden ID 83835
Maureen P. Hannon	11786 N Friar Dr, Hayden ID 83835

## **ARTICLE 7** **Powers**

This corporation shall have the power to do all lawful acts or things necessary, appropriate, or desirable to carry out and in furtherance of its purposes described in Article 3 which are consistent with Title 30, Chapter 3, Idaho Code, and Section 501(c)(3).

## **ARTICLE 8** **Influence Legislation**

No substantial part of the activities of this corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements with respect to) any political campaign on behalf of or in opposition to any candidate for public office.

The individual Board members, however, acting apart from the purpose described in Article 3 may devote their own time, talents, and treasure to influence legislation by propaganda or otherwise, and the individual may participate in, or intervene in (including the publication or distribution of statements with respect to) any political campaign on behalf of or in opposition to any candidate for public office. Such actions, influence, publications, and statements shall be the sole personal views of the individual and not those of this corporation.

## **ARTICLE 9** **Bylaws**

The Board of Directors is authorized to make, alter, amend, or repeal the Bylaws of this corporation and members shall have the power to alter, amend, or repeal such Bylaws

only as provided therein.

## **ARTICLE 10**

### **Limitations**

This corporation shall have no capital stock and no part of the net earnings of this corporation shall inure in whole or in part to the benefit of, or be distributable to, any officer, director, or other individual having a personal or private interest in the activities of the corporation, or to any person or organization other than an organization which is exempt from federal income taxation under Sections 501(a) and 501 (c)(3), except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred in its behalf, and to make payments and distributions in furtherance of the purposes stated in Article 3 hereof. Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) or (b) by a corporation the contributions to which are deductible under Section 170(c)(2).

## **ARTICLE 11**

### **Distributions upon Dissolution**

Upon any dissolution of this corporation under provisions of the laws of the State of Idaho for nonprofit corporations, all of its assets remaining after payment of creditors shall be distributed to one or more organizations selected by the Board of Directors which are qualified as exempt from taxation under the provisions of Sections 501(a) and 501(c)(3), or any successor statutes, and which further the purposes set forth in Article 3. In no event shall any of the corporation's assets be distributed to the officers, directors, or members of the corporation.

## **ARTICLE 12**

### **Amendments**

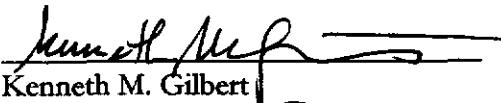
This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation by the affirmative vote of a majority of the directors present at a meeting of the Board of Directors.

## **ARTICLE 13**

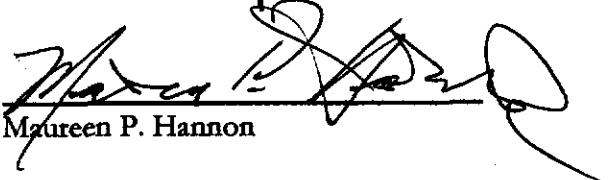
### **Members**

This corporation shall have no members.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed by the following persons, as Incorporators, on this 19<sup>th</sup> day of November, 2011.



Kenneth M. Gilbert



Maureen P. Hannon

**Consent to Appointment of Registered Agent**

I, Kenneth M. Gilbert, hereby consent to serve as registered agent in the State of Idaho for **Shepherd's Table, Inc.** I understand that as registered agent for the corporation, it will be my responsibility to accept service of process in the name of the corporation; to forward all mail and license renewals to the appropriate officer of the corporation; and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of the corporation for which I am agent.

DATED this 19<sup>th</sup> day of November, 2011.



Kenneth M. Gilbert