

## ARTICLES OF MERGER

The undersigned, Kim B. Kirkland and Ralph Budwig, President of the Board and Secretary, respectively of New Life Bible Fellowship, Inc., an Idaho nonprofit corporation and Mark A. Matthews and Martin L. Trail, President of the Board and Secretary, respectively of Mountain View Ministries, Inc., an Idaho nonprofit corporation hereby certify as follows:

(1) Attached hereto as Exhibit "A" is a true and correct copy of the Plan of Merger between MOUNTAIN VIEW MINISTRIES, INC., an Idaho nonprofit corporation ("MVM") and NEW LIFE BIBLE FELLOWSHIP, INC., an Idaho nonprofit corporation ("NLBF") dated and to be effective as of January 1, 2005 (the "Plan").

(2) Pursuant to the terms in the Plan, NLBF is to be merged with and into MVM with MVM being the Surviving Corporation (the "Merger").

(3) The approval of members of NLBF was not required and the Plan was approved by a unanimous vote of the board of Elders of NLBF.

(4) The approval of members of MVM was not required and the Plan was approved by a unanimous vote of the board of Elders of MVM.

(5) The effective date of the Merger shall be January 1, 2005.

*[Remainder of page intentionally left blank.  
See the following page for signatories.]*

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SECRETARY OF STATE  
STATE OF IDAHO

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IDAHO SECRETARY OF STATE  
12/17/2004 05:00  
CK: 2874 CT: 94685 BH: 782192  
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IN WITNESS WHEREOF, we have hereunto set forth our hands as of the 8<sup>th</sup> day of December, 2004.

NEW LIFE BIBLE FELLOWSHIP, INC.:

By: Kim B. Kirkland  
President

By: Ralph Bushong  
Secretary

MOUNTAIN VIEW MINISTRIES, INC.:

By: Mark A. Mattie  
President

By: MARION L. Train  
Secretary

**PLAN OF MERGER BETWEEN MOUNTAIN VIEW MINISTRIES, INC., AN  
IDAHO NONPROFIT CORPORATION AND NEW LIFE BIBLE FELLOWSHIP,  
INC., AN IDAHO NONPROFIT CORPORATION**

THIS PLAN OF MERGER is dated as of January 1, 2005, between MOUNTAIN VIEW MINISTRIES, INC., an Idaho nonprofit corporation ("MVM") and NEW LIFE BIBLE FELLOWSHIP, INC., an Idaho nonprofit corporation ("NLBF").

**RECITALS:**

WHEREAS, MVM is an Idaho nonprofit corporation organized and existing for religious purposes under the laws of the State of Idaho, having been incorporated on August 22, 1988 and reinstated on October 25, 2004;

WHEREAS, NLBF is an Idaho nonprofit corporation organized and existing for religious purposes under the laws of the State of Idaho, having been incorporated on November 10, 1980;

WHEREAS, NLBF wishes to merge into MVM and MVM desires that NLBF merge into MVM with MVM as the surviving corporation pursuant to their Plan of Merger (the "Plan"); and

WHEREAS, the Board of Elders of NLBF and MVM, respectively, as hereinafter more particularly set forth, deem it desirable and in the best interest of the corporations and their members that NLBF be merged into MVM and that MVM be the surviving corporation, and the corporations, respectively, desire that they so merge under and pursuant to the laws of the State of Idaho.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein set forth and for the purpose of prescribing the terms and conditions of such merger, the parties hereto covenant and agree as follows:

1. **Merger.** New Life Bible Fellowship, Inc. shall be merged with and into Mountain View Ministries, Inc. and the Mountain View Ministries, Inc. does hereby merge New Life Bible Fellowship, Inc. with and into itself. The effective date of the contemplated merger shall be January 1, 2005, at 12:01 o'clock A.M. On and after the effective date of the contemplated merger:

a. MVM shall be the Surviving Corporation and shall continue to exist as a domestic Idaho nonprofit corporation under the laws of the State of Idaho, with all of the rights and obligations of such domestic Idaho nonprofit corporation as provided by the Idaho Nonprofit Corporation Act (I.C. §§ 30-3-1 *et seq.*).

b. NLBF and its properties and liabilities shall become the properties and liabilities of MVM as the Surviving Corporation.

2. **Articles of Incorporation; Bylaws.** The Articles of Incorporation of MVM

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shall be Articles of Incorporation of the Surviving Corporation. The Bylaws of MVM shall be the Bylaws of the Surviving Corporation, effective January 1, 2005.

3. **Members.** Upon the effective date of the merger the Member congregations of the NLBF shall be members of MVM.

4. **Purpose of Surviving Corporation.** The purpose of MVM is set forth in its Articles of Incorporation, and is generally to carry on the religious mission, programs and activities of the combined nonprofit religious corporations.

5. **First Elders.** The names and addresses of the first Elders are set forth in Exhibit A attached hereto, which is incorporated herein by reference.

6. **Approval.**

a. This Plan was approved at a meeting held on October 27, 2004 by the Board of Elders of NLBF as required by the laws of the State of Idaho. All Elders consisting of three (3) individuals were of one class and three voted for the Plan and none against the Plan.

b. This Plan was approved at a meeting held on October 27, 2004 by the Board of Elders of MVM, as required by the laws of the State of Idaho. All Elders consisting of four (4) individuals were of one class and four voted for the Plan and none against the Plan.

7. **Tax Qualification.** The parties intend that MVM continue to be tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, and its successors, and the Elders of MVM are empowered and authorized to make such amendments to the Articles and Bylaws as they deem necessary, with the advice of counsel, to secure and maintain such exempt status, provided that no such amendment may change the requirements, rights or privileges of membership.

8. **Authorization.** To the extent that the state of Idaho prescribes specific forms for Articles of Merger to be utilized in this case, those persons authorized to execute such documents may do so to the extent such documents are not inconsistent with the provisions of this Plan.

9. **Abandonment of Plan.** Notwithstanding any of the provisions of the Plan, the Elders of NLBF or of MVM, at any time prior to the effective date of the merger herein contemplated, and for any reason they may deem sufficient and proper, shall have the authority to abandon and refrain from making effective the contemplated merger set forth herein, in which case this Plan shall hereby be cancelled and become null and void.

IN WITNESS WHEREOF, New Life Bible Fellowship, Inc. and Mountain View Ministries, Inc. have caused this Plan to be signed in their corporate names by their respective Board of Elders, all as of the day and year first above written.

NEW LIFE BIBLE FELLOWSHIP, INC.

By: Kim B. Kirkland

By: Ralph J. Bauding

By: Ferry Kirkland

MOUNTAIN VIEW MINISTRIES, INC.

By: Walter H. Matten

By: Lee Hays

By: Don Durr

By: Marion L. T. Ball

## **EXHIBIT A**

### **Surviving Corporation's Board of Elders**

Mark Matthews  
276 Sunrise Dr.  
Moscow, Idaho 83843

Kim Kirkland  
1066 W. Palouse River Dr.  
Moscow, Idaho 83843

Lee Neer  
1037 Juliene Way  
Moscow, Idaho 83843

Larry Kirkland  
823 Lynn  
Moscow, Idaho 83843

Martin Trail  
1010 E. First  
Moscow, Idaho 83843

Ralph Budwig  
711 Indian Hills Dr..  
Moscow, Idaho 83843

Darrell Anglen  
1005 Libey Rd.  
Viola, Idaho 83872