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CLERK OF STATE  
IDAHO

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL MISSIONARY NETWORK, INC.**

**ARTICLE I.**

**Name**

The name of the corporation is INTERNATIONAL MISSIONARY NETWORK, INC.

**ARTICLE II.**

**Duration**

The period of existence and duration of the corporation shall be perpetual.

**ARTICLE III.**

**Nonprofit**

The corporation is a non profit corporation.

**ARTICLE IV.**

**Corporate Purposes**

The purposes for which this corporation is organized are:

A. Exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code as now in effect and as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3), or any corresponding section of any future federal tax code.

B. To transact any and all lawful business necessary to accomplish the above-mentioned purposes and which is permitted for

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF IDAHO SECRETARY OF STATE  
INTERNATIONAL MISSIONARY NETWORK, INC. - 1

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corporations incorporated under the Idaho Non Profit Corporation Act (hereinafter referred to as the "Act").

C. To exercise all powers granted by law necessary and proper to carry out the above stated purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

## ARTICLE V.

### Limitations

Notwithstanding any other provisions of these Articles or the Bylaws:

(1) No part of the earnings of this corporation shall inure to the benefit of, nor be distributable to, any director or officer of the corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation.

(2) No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise involve the attempt to influence legislation, nor shall this corporation participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

(3) Notwithstanding any other provision in this document, the corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status (a) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code, or (b) as a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future tax code.

(4) This corporation shall be duly educational, charitable and/or humanitarian. Its purposes shall be conducted, and the corporation shall be operated, supervised and controlled, for the specific purposes above set forth and shall be available to interested persons without regard to race, creed, color, religion, sex or national origin.

(5) All income of the corporation for each taxable year (for federal income tax purposes) shall be distributed at such time and in such manner so as not to subject the corporation to federal tax under the Internal Revenue Code.

(6) The corporation created hereby shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code as now in effect and as amended; retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code as now in effect and as amended; make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code as now in effect and as amended; or make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code as now in effect and as amended.

#### ARTICLE VI.

##### Registered Office and Registered Agent

The street address of the initial registered office of the corporation is 1111 South Orchard, #167, Boise, Idaho 83705, and the name of the initial registered agent at such address is Richard Ralston.

#### ARTICLE VII.

##### No Membership

This corporation shall not have members.

#### ARTICLE VIII.

##### Board of Directors

(1) The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) individuals nor more than fifteen (15) individuals. The actual number of Directors shall be fixed by the Bylaws of the corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Amended and Restated Articles, the Directors shall be elected or appointed as provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

##### NAME

##### ADDRESS

Cosmo Zimik

1387 Cormorant Place, #203  
Boise, Idaho 83713

Sarah Zimik

1387 Cormorant Place, #203  
Boise, Idaho 83713

Richard Ralston

9365 Maple Hill Drive  
Boise, Idaho 83709

Jerry Elwell

1211 East 90th North  
Owasso, OK 74055

(2) The corporation shall indemnify any director, officer or former director or officer of the corporation against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he/she is made a party by reason of being or having been a director or officer, except in relation to matters as to which he/she is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation; and to make any other indemnification that is authorized by the Bylaws.

#### ARTICLE IX.

##### Funds and Properties

All funds and properties received by this corporation shall be used in the first instance, or shall be invested and the income therefrom used, after payment of necessary expenses, for the exclusive objects and purposes set forth in these Amended and Restated Articles of Incorporation as deemed advisable by the Board of Directors.

#### ARTICLE X.

##### Amendment of Articles and Bylaws

These Amended and Restated Articles of Incorporation may be altered, amended or replaced by the Board of Directors at any regular or special meeting, as provided for in the Bylaws of the Corporation. The Bylaws of the corporation may be amended at any meeting of the Board of Directors of the corporation as provided in the Bylaws.

#### ARTICLE XI.

##### Dissolution

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, distribute all of the assets of the corporation consistent with the purpose of the corporation, to any

organizations dedicated to similar purposes as this corporation and shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code as now in effect and as amended from time to time, or shall be distributed to the federal government or to a state or local government, for a public purpose, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organizations as such court shall determine to be consistent with the purposes of the corporation.

DATED this 26 day of August, 2003.

Richard Ralston

Richard Ralston  
Member of the Board of Directors

#### CERTIFICATE OF ADOPTION

Comes now RICHARD RALSTON and certifies as follows:

1. That he is a Member of the Board of Directors;
2. That the above and foregoing Amended and Restated Articles of Incorporation do not require approval of any person other than the Board of Directors;
3. That the above and foregoing Amended and Restated Articles of Incorporation were duly adopted at a meeting of the Board of Directors duly and regularly called; and
4. That the above and foregoing Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them.

Richard Ralston

Richard Ralston

Date Signed: 8-26-03