



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

HAYDEN UNITED MINISTRIES, INCORPORATED

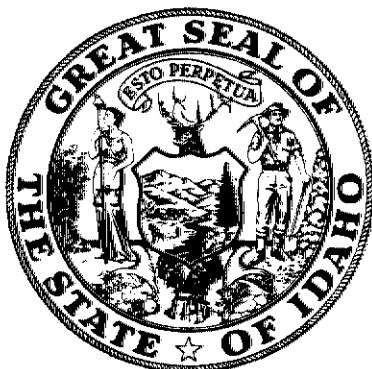
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

HAYDEN UNITED MINISTRIES, 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 February 18, 19 86.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF

FEB 18 9 28 AM '86  
SECRETARY OF STATE

HAYDEN UNITED MINISTRIES, INCORPORATED

The undersigned, acting as incorporators of a corporation under the Idaho Non-Profit Corporation Act adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is : Hayden United Ministries, Incorporated.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the non-profit corporation is organized are: The transaction of any or all lawful activities for which a non-profit corporation may be incorporated under the Idaho Non-Profit Corporation Act, including but not limited to:

a) To construct and manage a religious multipurpose facility for the benefit of the two above non-profit religious corporations, represented by this corporation.

b) To acquire, hold title to, to control the use, to maintain and to protect any and all real property or personal property, interest in said properties or intangibles for the mutual benefit of the churches.

c) To decide all scheduling, property rights, regulations and compromises regarding use of this Corporation's real property, personal property and interest therein.

d) To borrow money, to pledge, mortgage or secure property of this non-profit corporation, consistent with the bylaws of the corporation.

e) To do everything necessary, suitable, and useful for the accomplishment of any goal or objective which shall at the time appear conducive to or expedient for the benefit of this corporation and the churches so long as compatible to the character of this corporation.

f) To hire and employ personnel, excluding the pastoral staff of the churches, and/or pay wages or salaries for work performed in furtherance of purposes and intents of this corporation and the churches.

g) To enter into leases, contracts, and agreements with any individual, corporation, association or partnership to carry out purposes and intents of this corporation and the churches, consistent with the By-Laws of this corporation.

h) To seek arbitration and/or court resolution of conflicts between the churches or between churches and third parties, concerning this Corporation's real property, personal property and interest therein.

i) This corporation is organized exclusively for religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

FOURTH: This non-profit corporation shall have no members but rather shall have the Board of Directors elected by the Board of Directors of two Idaho non-profit corporations, namely St. Marks Lutheran Church and Faith Presbyterian Church, both of the City of Hayden, County of Kootenai, State of Idaho.

FIFTH: The address of the initial registered office of the corporation is 9485 Maple Avenue, Hayden Lake, Idaho 83835 and the name of its initial registered agent at such address is Mr. Bob Newcomb or Mr. Grant A. MacLean.

SIXTH: The number of Directors constituting the Incorporators and initial Board of Directors of the corporation shall be twelve (12), and Six (6) directors shall be appointed by each of respective church governing bodies (St. Marks Lutheran Church and Faith Presbyterian Church) with two being appointed each year from each church. Each class, those elected in any one year, shall serve as directors for a term of three years. The names and addresses of the persons who are to serve as the Incorporators and Directors until the first annual meeting of the governing bodies of each church or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Steven C. Wetzel	5510 North Parkwood Drive Coeur d'Alene, Idaho 83814
Carmel T. Killion	2060 Avon Circle Hayden Lake, Idaho 83835

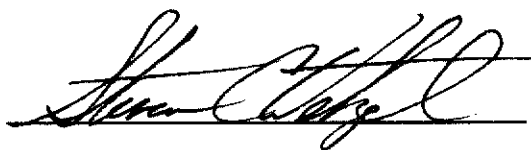
John Bushfield	4930 Honeysuckle Drive Coeur d'Alene, Idaho 83814
Ted Thompson	1719 Hayden View Drive Coeur d'Alene, Idaho 83814
Marta Tridle	10370 Skyview Lane Hayden Lake, Idaho 83835
Claudia Brennan	7575 Capt. John Mullan Coeur d'Alene, Idaho 83814
Ramona R. Liesche	P. O. Box 1196 Hayden Lake, Idaho 83835
Janet L. Sylte	Route 1, Box 90 D Athol, Idaho 83801
Jerry Tausend	12560 Emerald Hayden Lake, Idaho 83835
Linda Johann	E. 2965 Mullan Road Post Falls, Idaho 83854
Edward J. Javorka	990 Loch Maree Drive Hayden Lake, Idaho 83835
James Kimball	6919 North 16th Street Coeur d'Alene, Idaho 83814

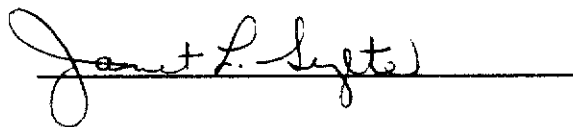
SEVENTH: Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501 (C)(3) of the Internal Revenue Code.

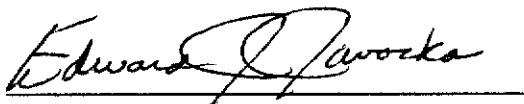
EIGHTH: In the event of the winding up and dissolution of this Corporation, and after paying or adequately providing for debts and obligations, all remaining assets, properties and moneys then on hand or thereunto belonging shall be distributed to St. Marks Lutheran Church and Faith

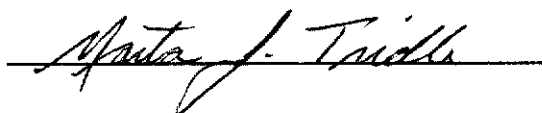
Presbyterian Church (non-profit tax exempt religious Idaho corporations), in proportion with the ownership as indicated by the records of this corporation and certificates of ownership and as restricted by a Buy-Sell Agreement between the owners of the respective churches in the corporation. In the case that either or both churches have ceased to exist at the date of dissolution, then the respective share of that church shall be distributed to The American Lutheran Church and The Presbytery of the Inland Empire or the legal successor of either. The intent of this article is to assure that the assets be divided preferably between the non-profit denominational organizations and churches, but in the alternative to the denominational organizations of each in their proportional share. All possible recipients shall be charitable, religious organizations, non-profit funds, foundations, or corporations, and qualified as such under I.R.C. 501(C)(3) of the Internal Revenue Code.

DATED this 12<sup>th</sup> day of February, 1986.

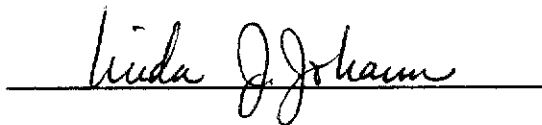












Samuel L. L.

Carmel F. Killion

Tim Thompson

James M. Kimball

John P. Buckfield

Jeff B. J. J.