ARTICLES OF INCORPORATION

OF

RELIANCE WORSHIP CENTER, INC.
A NON-PROFIT CORPORATION

ARTICLE I - NAME

The name of the corporation shall be RELIANCE WORSHIP CENTER, INC., and its location shall be 5901 Ellen's Ferry Way, #149, Boise, Idaho 83703.

ARTICLE II - DURATION

The duration period of this corporation shall be perpetual.

ARTICLE III - PURPOSES

The business and purposes of this Corporation shall be for religious, civic or social purposes, which are to disseminate Christianity throughout the world by:

(1)   Establishing and engaging in any lawful enterprise for the purpose of discipleship within the Body of Christ.

(2)   Establishing and engaging in any lawful enterprise for the spreading of the Gospel of Jesus Christ.

The Corporation further reserves as its purposes all acts permitted pursuant to Idaho Code §30-3-23(1).

This Corporation is organized exclusively for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision 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. Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed according to Article X to non-profit Corporations which have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV - NON-STOCK, NON-VOTING MEMBER CORPORATION

This Corporation shall have non-voting members who acknowledge Reliance Worship Center as their church home, subscribe to the Statement of Faith incorporated into the By-laws, and have entered into a covenant relationship with the Corporation. The Corporation shall issue no stock, and shall neither declare nor pay dividends.

ARTICLES OF INCORPORATION - 1

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ARTICLE V - NUMBER OF DIRECTORS (BOARD OF ELDERS)

The Board of Directors shall be known as the "Board of Elders" and such Board shall have all the power and authority provided to a Board of Directors under the laws of the State of Idaho. Each Board Member shall be known as an "Elder". The initial number of Elders shall be no less than three (3) and the number shall be changed only by the appointment of new Elders or dismissal of a current Elder.

ARTICLE VI – BOARD OF ELDERS

The future Board of Elders shall be appointed by the initial Board of Elders of the Corporation, in the manner provided by the Bylaws of the Corporation. The term of office of each Elder shall be without limit.

The initial Board of Elders shall consist of the following individuals:

Kevin Kircher
11079 Tioga
Boise, Idaho 83709

Tom Woodworth
5901 Ellen's Ferry Way #149
Boise, Idaho 83703

ARTICLE VII - CORPORATE OFFICERS

The general officers of the Corporation shall be Head Elder, Vice Elder, secretary and treasurer.

The Board of Elders may provide for the appointment of such additional officers as they may deem necessary for the best interest of the Corporation.

Whenever the Board of Elders may so order, any two offices, the duties of which do not conflict, may be held by one person, except that the offices of Secretary and Head Elder may not be held by the same person.

The Officers shall perform such additional or different duties as shall from time to time be imposed or required by the Bylaws, or as may be prescribed from time to time by the Board of Elders.

ARTICLE VIII – APPOINTMENT OF OFFICERS

The Officers of the Corporation shall be appointed annually by the Board of Elders, including Officers to carry on the functions normally assigned to the Head Elder, Vice Elder, secretary and treasurer.

ARTICLE IX - REGISTERED AGENT AND ADDRESS

The registered agent and address for service of process shall be:

ARTICLES OF INCORPORATION - 2

Stephen T. Sherer
730 E. First St.
P.O. Box 31
Meridian ID 83680

ARTICLE X - WINDING UP AND DISSOLUTION

Upon unanimous assent of the Elders of the Corporation, at a meeting of which all Elders have been provided thirty (30) days notice of an intention to dissolve the Corporation, the Corporation may be dissolved as provided in Idaho Code §§ 30-3-110 through 30-3-112. After payment of all legitimate claims against the Corporation and the expenses of winding up the Corporation, all remaining assets and property, both real and personal, of the Corporation shall either be sold at fair market value or turned over to some other non-profit Corporation with exempt [501(c)(3)] status and with like goals and objectives of this Corporation, as determined by the then-Elders of the Executive Committee. Proceeds from any sale of such assets and property shall also be turned over to such other non-profit Corporation.
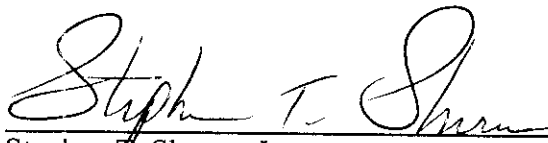
ARTICLE XI - ELDERS' LIABILITY TO CORPORATION

The Elders of this Corporation shall not be personally liable to the Corporation or any third party for breach of any fiduciary duty owed to the Corporation, and the Corporation shall fully indemnify and hold harmless all Elders to the full extent permitted by I. C. §30-3-88 as such statute currently provides, and except for the following instances:

1. Breaches of the Elder's duty of loyalty;
2. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
3. Any transaction by which an Elder derived an improper personal benefit;
4. An Elder's assent to any distribution of the assets of the Corporation without providing for payment of all known debts, liabilities and obligations of the Corporation prior to dissolution or liquidation.

ARTICLE XII - AMENDMENTS

These Articles of Incorporation shall only be amended upon legal notice and vote as required by Idaho Code §§ 30-3-89 through 30-3-99. No third party approval shall be required for creating any amendment to the Articles of Incorporation or Bylaws.

DATED this _3rd_ day of _October_ , 2001.

Stephen T. Sherer
Stephen T. Sherer, Incorporator

ARTICLES OF INCORPORATION - 3