



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

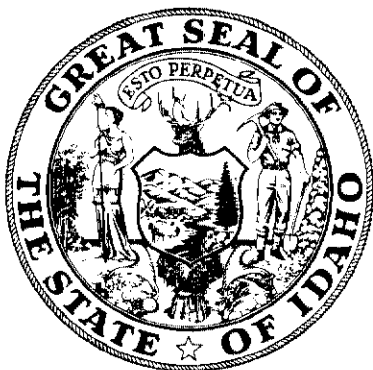
THE WATCHMAN FOUNDATION, INC.

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 **THE WATCHMAN FOUNDATION, INC.**

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 22**, 19 **88**.



Pete T. Cenarrusa

SECRETARY OF STATE

Sandra M. [Signature]
Corporation Clerk

FEB 22 3 10 PM '88
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF

THE WATCHMAN FOUNDATION, INC.

The undersigned, acting as incorporator of a non-profit corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be The Watchman Foundation, Inc.

ARTICLE II

The Watchman Foundation, Inc. shall be a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purpose of the corporation is to:

1. Provide assistance to the homeless. Such assistance may include but not be limited to providing food, clothing, shelter, health-care, and employment.
2. To engage in any activity, business or course of endeavor determined by the board of directors of the corporation to be in furtherance of the above stated purpose; and,
3. To exercise such powers as are now or are hereafter granted to or enjoyed by non-profit corporations, including any and all lawful business for which non-profit corporations may be incorporated under the laws of the State of Idaho.

ARTICLE V

Reasonable compensation for services rendered may be paid to any member, trustee, officer, or other private person but may not exceed \$25,000 (twenty five thousand dollars), including expenses, per year.

ARTICLE VI

Organized for the aforestated purposes, and operating without a profit, this corporation shall have and exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon non-profit corporations formed under Chapter 3, Title 30, of the Idaho Code; provided, however, in all events and under all circumstances and notwithstanding merger, consolidation, reorganization, termination, dissolution, winding up of this corporation, voluntarily or involuntarily or by operation of law, or upon amendment of the Articles of Incorporation:

(a) this corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent it from qualifying as a non-profit organization in a manner to receive tax exempt status under Section 50 (c) (6), of the Internal revenue Code of 1954, as amended;

(b) no part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article IV above;

(c) the corporation shall not apply accumulation of income in any manner which may subject it to the denial of exemption as provided in Section 504 of the Internal Revenue Code as now enacted or as it may hereafter be amended.

ARTICLE VII

The corporation shall have one class of membership. Each member will be appointed by the board of directors and a certificate of membership will be issued. Acceptance of membership is voluntary and membership may be maintained on a yearly basis upon the payment of a membership fee and yearly dues as set forth in the bylaws. Membership has no voting rights except those specified in the bylaws or that may be required by

Idaho Law, and the election of directors if the board is unable to appoint new directors as provided in Article IX.

ARTICLE VIII

The Articles of Incorporation may be amended or repealed and new Articles of Incorporation may be adopted by unanimous written consent of the ~~board of directors~~, provided such change is in a legally constituted meeting. *MEMBERS OR AS PROVIDED BY LAW*

ARTICLE IX

The existing directors of the corporation shall elect successor directors.

ARTICLE X

The initial address of the corporation's registered office shall be 2605 N. Linda Vista, Boise, Idaho 83704, and the initial registered agent shall be Kenneth L. West.

ARTICLE XI

The number of directors constituting the initial board of directors shall be three (3), and the name and addresses of the persons who are to serve as directors until their successors are elected and qualified are:

| | |
|-------------------|---|
| Kenneth L. West | 2605 N. Linda Vista Boise, Idaho 83704 |
| Phyllis J. Waller | 216 E. 42nd St Boise, Idaho, 83714 |
| Paul L. Ricketts | 9000 Brookview Ct. Boise, Idaho 83709 |

ARTICLE XII

The incorporator of Watchman Foundation Inc., is Kenneth L. West, whose address is 2605 N. Linda Vista, Boise, Idaho 83704.

IN WITNESS WHEREOF, I have hereunto set my hand this 12th day of February, 1988.


KENNETH L. WEST

State of Idaho)
)
County of Ada)

On this 12th day of February, 1988, before me, a Notary Public, personally appeared KEN WEST, known or identified to me to be the person whose name is subscribed to the within instrument, the Articles of Incorporation for The Watchman Foundation, Inc., and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have here unto set my hand and seal the day and year last written above.

Bayla A. Burke
NOTARY PUBLIC for Idaho
Residing at Boise

My Commission Expires: 8-26-91