



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**THE WELL OF LIFE, 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 WELL OF LIFE, 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 January 22, 19 99.



*Pete T. Cenarrusa*

SECRETARY OF STATE

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

**ARTICLES OF INCORPORATION**

**OF**

**THE WELL OF LIFE, INC.**

RECEIVED  
SEC. OF STATE

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KNOW ALL MEN BY THESE PRESENTS That we, the undersigned, being natural persons of full age, citizens of the United States and residents of the State of Idaho, in order to form a corporation do hereby voluntarily associate ourselves together under and pursuant to the laws of the State of Idaho and do hereby certify and declare as follows:

**ARTICLE I**

**NAME**

The name of this corporation to be used in all its dealings and transactions is THE WELL OF LIFE, INC.

**ARTICLE II**

**NOT FOR PROFIT**

The Corporation is a nonprofit corporation under the laws of the State of Idaho. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees or Officers, except to the extent permissible under law.

**ARTICLE III**

**DURATION**

The corporation is to have perpetual existence.

## ARTICLE IV

### REGISTERED OFFICE AND REGISTERED AGENT

The address of the corporation's initial registered office in the State of Idaho is 3218 5th Street, City of Lewiston, County of Nez Perce, State of Idaho 83501. The name of the corporations's initial registered agent is Leland Calhoun, 3218 5th Street, City of Lewiston, County of Nez Perce, State of Idaho 83501.

## ARTICLE V

### PURPOSES

The Corporation is organized, and shall be operated exclusively for, the following purposes:

A. To perpetuate the Gospel of Jesus Christ through the teaching, preaching, or other presentation of the Gospel to the World.

B. To exercise all rights and powers conferred by the laws of the State of Idaho upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

#### ARTICLE VI LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V (Purposes) hereof.

#### ARTICLE VII MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

<u>Name</u>	<u>Address</u>
Leland Calhoun	3218 5th Street Lewiston, ID 83501
Regina Calhoun	3218 5th Street Lewiston, ID 83501

## ARTICLE VIII

### OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Leland Calhoun	3218 5th Street Lewiston, Idaho 83501	President
Regina Calhoun	3218 5th Street Lewiston, Idaho 83501	Vice President
Regina Calhoun	3218 5th Street Lewiston, Idaho 83501	Secretary
Leland Calhoun	3218 5th Street Lewiston, Idaho 83501	Treasurer

## ARTICLE IX

### INCORPORATORS

The name and address of each Incorporator (Subscriber) as well as directors, are as follows:

<u>Name</u>	<u>Address</u>
Leland Calhoun	3218 5th Street Lewiston, Idaho 83501
Regina Calhoun	3218 5th Street Lewiston, Idaho 83501

**ARTICLE X**

**BYLAWS**

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

**ARTICLE XI**

**AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Idaho, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

**ARTICLE XII**

**NONSTOCK BASIS**

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

IN WITNESS WHEREOF, WE have hereunto set our hands and seals this 29 day of December, 1989.

  
LELAND CALHOUN

  
REGINA CALHOUN