

**CHRISTIAN FAITH CENTER ASSEMBLY OF GOD, INC.
Restated Articles of Incorporation**

For Office Use Only

-FILED-

File #: 0004746378 Title 30

Date Filed: 5/12/2022 2:51:00 PM

Pursuant to the provisions of the Idaho Nonprofit Corporation (Corporations), Chapter 30, as amended (the "Code"), Christian Faith Center, Inc., file number 98756 (the "Church"), hereby adopts the following Restated Articles of Incorporation.

ARTICLE 1

The name of the Church is Christian Faith Center Assembly of God, Inc. The Church was incorporated on April 19, 1956, pursuant to the Code, and both the previous versions of the Code and the supplements thereto. The Church hereby adopts the Restated Articles of Incorporation, and all previous amendments thereto are hereby deleted in their entirety and is amended and restated as set forth in Exhibit "A."

ARTICLE 2

The Restated Articles of Incorporation amends the April 19, 1956 Articles of Incorporation, the January 28, 1993 Certificate of Amendment and Amended Articles of Incorporation, and any amendments by: confirming the autonomous nature of the Church; clarifying the purposes and limitations of the Church; clarifying the powers and restrictions of the Church; adding IRS compliance language; enhancing a provision regarding dissolution of the Church; clarifying the membership of the Church; updating the information regarding the members of the Board of Directors (*i.e.*, the board of directors pursuant to the Code) of the Church; adding a provision allowing for limited liability of members of the Board of Directors; and confirming the amendment process.

ARTICLE 3

Each new amendment to the Restated Articles of Incorporation has been made in accordance with the provisions of the Code. The Restated Articles of Incorporation has been approved in the manner required by the Code and by the governing documents of the Church. Specifically, the Restated Articles of Incorporation and each such amendment made by the Restated Articles of Incorporation was adopted on March 27th, 2022, by no less than two-thirds (2/3) of the Church members present and entitled to vote at a Church meeting for the purpose of approving the Restated Articles of Incorporation.

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ARTICLE 4

The previous Articles of Incorporation and all amendments thereto are hereby superseded and replaced by the attached Restated Articles of Incorporation (Exhibit "A") which accurately states the text of the Articles of Incorporation being restated and each amendment to the Articles of Incorporation that is in effect, as further amended by the Restated Articles of Incorporation. The attached Restated Articles of Incorporation does not contain any other change in the Articles of Incorporation being restated except for the information permitted to be omitted by the Code and other applicable provisions of the Code, as amended.

This document becomes effective when the document is filed with the Idaho Secretary of State.

The undersigned affirms that the person designated as registered agent in the Restated Articles of Incorporation has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

CERTIFICATE OF SECRETARY

IN WITNESS HEREOF, the below named authorized corporate officer of the Church executes this Restated Articles of Incorporation on this 30 day of MARCH 2022.



Name: Ron Smith
Title: Secretary

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EXHIBIT "A"

**CHRISTIAN FAITH CENTER ASSEMBLY OF GOD, INC.
Restated Articles of Incorporation**

Christian Faith Center Assembly of God, Inc. (the "Church") hereby adopts the following Restated Articles of Incorporation for such Church pursuant to the provisions of the Idaho Nonprofit Corporations Act, Title 30 (Corporations), Chapter 30, as amended (the "Code").

**ARTICLE 1
NAME**

The filing entity is a church, a nonprofit religious corporation, organized under the laws of Idaho. The name of the Church is Christian Faith Center Assembly of God, Inc.

**ARTICLE 2
NONPROFIT CORPORATION**

The Church is a nonprofit religious corporation organized under the Code and shall have all of the powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Church shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent federal tax law or laws (collectively referred to herein as the "Internal Revenue Code of 1986").

**ARTICLE 3
AUTONOMY**

The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches in world missions and otherwise, this Church may voluntarily affiliate, from time to time, with any churches (Christian churches and ministries) of like precious faith.

**ARTICLE 4
DURATION**

The period of the Church's duration is perpetual, notwithstanding subsequent action by the Board of Directors (*i.e.*, the board of directors pursuant to the Code).

**ARTICLE 5
PURPOSES**

The Church is formed for any lawful purpose or purposes not expressly prohibited under the Code, including any purpose described by the Code. The Church is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. Notwithstanding the foregoing, the Church's purposes also include the limited participation of the Church in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Church are:

(a) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Church's combined or separate formation, of a church, ministry, charity, school, or eleemosynary institution, without limitation.

(b) To worship Almighty God, Jesus Christ, his Son, and the Holy Spirit, by propagating the gospel of Jesus Christ throughout the world.

(c) To ordain, employ, and discharge ordained ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Church, and elsewhere.

(d) To collect and disburse any and all necessary funds for the maintenance of said Church and the accomplishment of its purpose within the State of Idaho and elsewhere.

(e) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986.

This Church is also organized to: promote, encourage, and foster any other similar religious, charitable, and educational activities; accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Church; and do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Church. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986.

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**ARTICLE 6
POWERS AND RESTRICTIONS**

Except as otherwise provided in this Restated Articles of Incorporation and the Bylaws, and in order to carry out the above-stated purposes, the Church shall have all those powers set forth in the Code, as it now exists or as it may hereafter be amended. Moreover, the Church shall have all implied powers necessary and proper to carry out its express powers. The powers of the Church to promote the purposes set out above are limited and restricted in the following manner:

(a) The Church shall not pay dividends and no part of the net earnings of the Church shall inure to the benefit of or be distributable to its organizers, officers, or other private persons, except that the Church shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Church) in furtherance of its purposes as set forth in this Restated Articles of Incorporation. No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this Restated Articles of Incorporation, the Church shall not carry on any other activities not permitted to be carried on by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

(b) In the event this Church is in any one (1) year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986; and further shall be prohibited from: (i) any act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986; or (iv) making taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986.

(c) The Church shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Church's religious, charitable, or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

**ARTICLE 7
DISSOLUTION**

Upon the dissolution of the Church, the Church shall, after paying or making provision for payment of all the liabilities of the Church, distribute all of the assets of the Church to: (i) the Southern Idaho Ministry Network of the Assemblies of God (a nonprofit religious corporation exempt from taxes under Section 501(c)(3) of the Internal Revenue Code of 1986) at the discretion of its Executive Presbytery; or (ii) if the Southern Idaho Ministry Network of the Assemblies of God does not exist at the time of this Church's dissolution, then any organization designated by the Board of Directors of the Church which is of like faith and order and is exempt from taxes under Section 501(c)(3) of the Internal Revenue Code of 1986.

**ARTICLE 8
MEMBERSHIP**

The Church shall have no corporate members. The Church and the management of its affairs shall be vested in the Board of Directors (*i.e.*, the board of directors pursuant to the Code). The Church may offer non-corporate "spiritual membership," granting the right of affiliation with the Church ("Scriptural Members") without conveying any corporate rights or responsibilities. The Board of Directors (*i.e.*, the board of directors pursuant to the Code) may adopt and amend application procedures for such non-corporate membership in the Church. Scriptural Members are not entitled to vote in person, by proxy, or otherwise.

**ARTICLE 9
REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Church is 31 South Midland Boulevard, Nampa, ID 83651-2420. The name of the registered agent at this office is Leroy Gillatt.

**ARTICLE 10
BOARD OF DIRECTORS**

Plenary power to manage and govern the affairs of the Church is vested in the Board of Directors (the "Board of Directors") of the Church. The term "Board of Directors" shall mean "board of directors" of the Church as that term is defined and used in the Code. The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors of the Church shall be provided in the Bylaws. The Board of Directors may vest management responsibility for selected matters in committees, officers, offices, and employees of the Church, as deemed appropriate from time to time

The current Board of Directors shall consist of eight (8) persons. The number of Directors may be increased or decreased pursuant to the Bylaws. The number of Directors may not be decreased to less than seven (7) persons. Directors need not be residents of Idaho. The current Board of Directors shall consist of the following persons at the following addresses:

<u>Name of Director</u>	<u>Street Address</u>
Jordan Hodges	31 South Midland Boulevard Nampa, ID 83651-2420
Ron Smith	31 South Midland Boulevard Nampa, ID 83651-2420
Randy Rhuman	31 South Midland Boulevard Nampa, ID 83651-2420
Mike Upton	31 South Midland Boulevard Nampa, ID 83651-2420
Mike Maguire	31 South Midland Boulevard Nampa, ID 83651-2420
Doug Parker	31 South Midland Boulevard Nampa, ID 83651-2420
Darla Dennis	31 South Midland Boulevard Nampa, ID 83651-2420
Randy Friedley	31 South Midland Boulevard Nampa, ID 83651-2420

**ARTICLE 11
LIMITATION ON LIABILITY OF DIRECTORS**

A Director is not liable to the Church or Scriptural Members for monetary damages for an act or omission in the Director's capacity as a Director except to the extent otherwise provided by a statute of the State of Idaho.

**ARTICLE 12
INDEMNIFICATION**

Except as may be defined and limited by the Code and Bylaws, the Church may, but is not required to, indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a Director or other person related to the Church. The Church may provide a trust fund, insurance, or other arrangement to effectuate this Article 12.

**ARTICLE 13
CONSTRUCTION**

All references in this Restated Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

**ARTICLE 14
AMENDMENT**

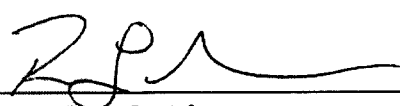
This Restated Articles of Incorporation may be amended upon the unanimous written consent of the Board of Directors or by a vote of two-thirds (2/3) of the members of the Board of Directors, as provided in the Bylaws, unless otherwise prescribed pursuant to applicable mandatory provisions of the Code.

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CERTIFICATE OF SECRETARY

The Restated Articles of Incorporation, as set forth above, has been approved by no less than two-thirds (2/3) of the Church members present and entitled to vote at a Church meeting for the purpose of approving the Restated Articles of Incorporation.

IN WITNESS HEREOF, the below named authorized corporate officer of the Church executes this Restated Articles of Incorporation on this 30 day of MARCH, 2022.



Name: Ron Smith
Title: Secretary