

CERTIFICATE OF INCORPORATION
OF

APOSTOLIC RESTORATION MINISTRIES, INC.

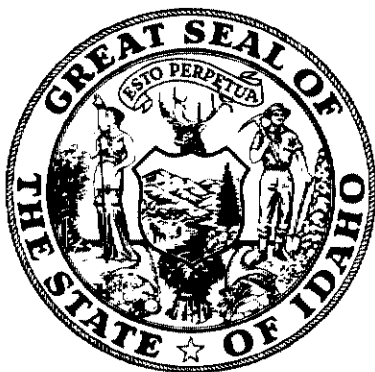
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

APOSTOLIC RESTORATION MINISTRIES, 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 May 17, 19 89.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
APOSTOLIC RESTORATION MINISTRIES, INC

RECEIVED
SEC. OF STATE

89 MAY 17 AM 8 28

This is to certify that we, whose names appear upon the membership list of Apostolic Restoration Ministries on the date of the filing of these Articles of Incorporation, do hereby associate ourselves together to form a nonprofit religious organization under and by virtue of the provisions of an act of the legislature of the State of Idaho, Title 30, Chapter 3, entitled Idaho Nonprofit Corporation Act.

FIRST: The name of the association (hereinafter sometimes referred to as the Organization) is Apostolic Restoration Ministries, Inc.

SECOND: The purposes of the Organization are to do any or all things hereinafter mentioned in the United States or in any part of the world to the extent deemed advisable and appropriate by the membership and the board of directors of the Organization.

1. To conduct and carry on the work of the Organization not for profit but exclusively for religious, charitable, educational, and other humanitarian purposes in such manner that no part of its income or property shall inure to the private benefit of any donor, member, board member, officer, or individual having a personal or private interest in the activities of the Organization, and in such manner that it shall not in any way, directly or indirectly; (a) engage in carrying on propaganda or otherwise attempt to influence legislation, or (b) participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

2. Subject always to the provisions of paragraph 1 of this Article Second, to undertake, promote, develop and carry on religious, charitable, or educational work; to establish and maintain in whole or in part religious, charitable, or educational agencies, institutions, or projects, for the physical and spiritual care and education of needy men, women, and children in a Christian environment. Any distribution of the funds for the purposes listed in this paragraph to other organizations shall only be to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law).

3. In the event that any individual, firm, corporation or other organization by last will and testament, deed, or other writing, shall give to Apostolic Restoration Ministries, Inc. funds, securities, or other properties, and therein shall designate one or more limited purposes (within the scope of the general purposes stated in paragraphs 1 and 2 of this Article Second), to which the whole or a portion of the principal or the income or

both, of such gift, is to be applied by Apostolic Restoration Ministries, Inc. or shall give certain direction regarding the time, manner, amounts and conditions of application or disposition of such gift or the principal or income thereof, by Apostolic Restoration Ministries, Inc., or otherwise shall curtail, as respects such gift only, the powers, authorities, or discretion which, as regards the corporate property generally, are granted and vested in the board of directors by the other provisions of these Articles of Incorporation, the board of directors shall have power to accept such gift strictly in accordance with the provisions of such last will and testament, deed, or other writing. In no event and under no circumstance, however, shall the board of directors accept any such gift or undertake the administration or distribution thereof, if the limited purpose or purposes to which the principal or income or both, is to be applied and distributed, shall not be within the scope of the general purposes stated in paragraphs 1 and 2 of this Article Second.

4. Subject always to the provisions of paragraph 1 of this Article Second, to acquire, receive, purchase, take by gift, grant, devise, bequest or otherwise, real, personal and mixed property of every kind and description, wheresoever the same may be situated and without limit as to the amount, including, without limiting the generality of the foregoing, money, lands, buildings, mortgages, shares, stock, debentures, or other securities of any donor, bills, notes, claims, or any evidence of indebtedness and any interest in any property which may be necessary or convenient for the conduct of Apostolic Restoration Ministries, Inc.; to hold, invest, reinvest, use, mortgage, pledge, sell, lease, assign, give, exchange, transfer or otherwise dispose of the same at pleasure; to borrow money of any person, firm or corporation and to issue notes of obligation of the organization from time to time for any objects or purposes of the organization and secure the same by lawful means; to enter into, make, perform and carry out contracts of any kind or nature for any of the objects or purposes of the organization without limit to amount; and to have one or more offices to carry on all or any of the operations and the exercise of any of the powers of the Organization.

5. Subject always to the provisions of paragraph 1 of this Article Second, to do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth and to the same extent as natural persons might or could do, either alone or through the agency of other corporations, foundations, institutions, governmental bodies or individuals, and every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, and to do all things not forbidden by the laws of the State of Idaho and with the powers conferred upon the Organization by the laws of said state.

6. Notwithstanding any provisions of this Article, Apostolic

Restoration Ministries, Inc. shall not carry on any activities not permitted to be carried on; (a) by a corporation exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law).

THIRD: The Organization is to have members and is to have perpetual existence. The qualifications of membership in the Organization and the rights and privileges thereof, except as otherwise provided in these Articles of Incorporation and the Laws of the State of Idaho, shall be prescribed in the bylaws of the Organization.

FOURTH: The location of the principal office of this Organization is at 2313 Wallen Road, county of Latah, city of Moscow, state of Idaho, Zip code 83843, and the agent therein, upon whom process, notice or demand required or permitted by law to be served upon the Organization may be served, is Beverly C. Wilson.

FIFTH: The board of directors of the Organization shall consist of not less than two (2) nor more than five (5) individuals elected by the existing directors from among the membership of the Organization in accordance with the procedures established in the bylaws of the Organization. At least one member of the board shall be a licensed minister. The board of directors shall meet at least four (4) times a year to review the operation of the Organization and carry on such other matters as are necessary for the oversight of Apostolic Restoration Ministries, Inc. The qualifications of the directors and officers of the Organization together with their term of office, election, removal, change in number within prescribed limits, filling of vacancies of both existing and newly created positions, powers, duties, and liabilities shall, except as may be otherwise provided for in these Articles of Incorporation or by the laws of the State of Idaho, be prescribed by the bylaws of the Organization. Each board member shall be a member of the Organization prior to being elected to serve as a board member. The initial board of directors who shall manage the affairs of the organization until their successors be elected and qualified shall consist of the following two (2) persons whose names and addresses are listed below:

Beverly C. Wilson	2313 Wallen Rd, Moscow Idaho, 83843
William E. Wilson	2313 Wallen Rd, Moscow Idaho, 83843

SIXTH: The Organization shall have no capital stock.

SEVENTH: The private property of the members, directors, and officers of Apostolic Restoration Ministries, Inc. shall not be subject to the payment of Organizational debts to any extent whatever.

EIGHTH: In the event of the liquidation, dissolution, or winding up of Apostolic Restoration Ministries, Inc., whether voluntary, involuntary, or by operation of law, any disposition of the assets of the Organization shall be made exclusively to carry out the objects and purposes for which the organization was formed or to any such organization or organizations organized and operated exclusively for religious, charitable, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law), as the board of directors shall determine. Any such assets not so disposed of shall be given to the Northwest District of the Assembly of God by the Court of Common Pleas Latah County, State of Idaho.

NINTH: In furtherance and not in limitation of the general powers conferred by the laws of the state of Idaho, the Organization is expressly authorized:

1. to make, alter, or repeal any bylaws of the Organization.
2. to designate two or more of its number, to constitute a committee or committees, with such name or names as may be stated in the bylaws or as may be determined from time to time by resolution of the membership, which committee or committees, to the extent provided in such resolution or resolutions or in the bylaws of the Organization, shall have and may exercise the powers of the board of directors in the management of the work and affairs of the Organization, and may have power to authorize the seal of the Organization to be affixed to all papers which may require it;
3. and, in addition to the powers and authority hereinbefore or by the laws of the State of Idaho expressly conferred upon it, to exercise all such powers and to do all such acts and things as may be exercised or done by the Organization, subject, nevertheless, to the provisions of the laws of Idaho and of these Articles of Incorporation.

TENTH: The membership of the Organization may at any membership meeting, pursuant to the assent of at least two thirds (2/3) of the attending members of the Organization, sell, lease, or exchange all of the property and assets of the Organization, or any substantial part thereof, upon such terms and conditions and for such consideration as it may deem expedient and for the best interests of the Organization and for the carrying out of the objects and purposes for which the Organization is formed.

ELEVENTH: The Organization may by its bylaws confer upon the directors and officers of the Organization additional powers and authority not inconsistent with these Articles of Incorporation and the laws of the State of Idaho.

TWELFTH: Any person may be paid such compensation for services rendered to Apostolic Restoration Ministries, Inc. in his or her capacity as chairperson of the board of directors, director,

officer, employee, or otherwise as the board of directors shall from time to time deem reasonable, and any person may be reimbursed for any expense, disbursement, or liability made or incurred by such person for or on account of or in behalf of the Organization or in connection with the management or conduct of the affairs of the Organization.

THIRTEENTH: Any present or future director or officer of the Apostolic Restoration Ministries, Inc. and any present or future director or officer of any other nonprofit organization serving as such at the request of Apostolic Restoration Ministries, Inc. because of the Organization's interest in such other organization, or the legal representative of such director or officer, shall be indemnified by the Organization against reasonable costs, expenses (exclusive of any amounts paid by the Organization in settlement) and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any director or officer or his legal representative may be made party by reason of his being or having been such director or officer; provided (1) said action, suit, or proceeding shall be prosecuted against said director or officer or against his legal representative to final determination, and it shall not be finally adjudged in said action, suit, or proceeding that he had been derelict in the performance of his duties as such director or officer; or (2) said action, suit, or proceeding shall be settled or otherwise terminated as against such director or officer or his legal representative without a final determination of the merits, and it shall be determined by the board of directors or in such other manner as may be provided in the bylaws that said director or officer had not in any substantial way been derelict in the performance of his duties as charged in such action, suit, or proceeding. The privilege and power conferred by this article shall be in addition to and not in restitution or limitation of any other privilege or power which a corporation of the State of Idaho may have with respect to the indemnification or reimbursement of directors or officers.

FOURTEENTH: Nothing contained in these Articles of Incorporation shall be construed to prevent the sale, lease, or exchange of any of the assets or properties of the Organization at fair market value or the purchase by the organization of any property or asset at fair value, otherwise properly made in accordance with the provisions and purposes of the Organization, by reason of the fact that one or more of the members, directors, officers, or employees of Apostolic Restoration Ministries, Inc. may be connected or associated with the purchaser or seller as employee, officer, director, or in any other capacity, or that the purchaser or seller may be an employee, officer, or director of Apostolic Restoration Ministries, Inc. or be the personal representative thereof. The fair market value of all properties sold or purchased by the Organization shall be established by a certified public appraiser who shall not be associated with the Organization or with the seller or purchaser of the property.

FIFTEENTH: The annual meeting of the membership of the Organization shall be held at such place and date as prescribed in the bylaws of the Organization in accordance with the requirements of the laws of

the State of Idaho.

SIXTEENTH: The Organization reserves the right to amend, change, or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by the laws of the State of Idaho, provided, that any such action shall be calculated exclusively to carry out the objects and purposes for which the Organization is formed, and all rights herein conferred upon the directors of the Organization are granted subject to this revision.

THE UNDERSIGNED; do make, file, and record these Articles of Incorporation and accordingly have hereunto set our hands and seals in triplicate this 15 day of May, A.D. 1989

W. E. Wilson
Beverly Wilson

STATE OF IDAHO)

) ss

COUNTY OF IDAHO)

I, the undersigned, a Notary Public in and for the State of Idaho, do hereby certify that on the day first written above, the individuals whose hands are set above personally appeared before me and individually executed the foregoing Articles of Incorporation.

IN WITNESS WHEREON: I have hereunto set my hand and annexed my official seal this 15th day on May, A.D. 1989.

Kendria C. Cada

NOTARY PUBLIC in and for the state
 on Idaho, residing at Moscow.
 My Commission expires on the 4th
 day on May, 1993.