

**FILED**

Jan 12 1999

**ARTICLES OF INCORPORATION**

of

**EMMAUS MENNONITE CHURCH, INC.**

SECRETARY OF STATE

01/12/1999 09:00  
C# 15401 ST: 18583 BH: 17815

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KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned hereby form a non-profit corporation, pursuant to Idaho Code, Title 30, Chapter 3, the Idaho Nonprofit Corporation Act, and I hereby certify, declare and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be the EMMAUS MENNONITE CHURCH, INC.

ARTICLE II

Duration. The period of existence and duration of the life of this Corporation shall be perpetual.

ARTICLE III

Purposes. The Corporation is organized exclusively for religious, charitable, scientific, literary, and educational purposes within the meaning of §501 © (3) of the Internal Revenue Code of 1986.

The purposes for which this Corporation is formed are purely charitable, and not for pecuniary profit, and all funds and properties of this corporation shall be devoted to such charitable purposes above set forth and never to the distribution of any pecuniary gains, profits or dividends to any person or organization whatsoever.

All of the powers to be exercised by the Corporation shall be exercised exclusively for such purpose and in such a manner that this Corporation shall qualify as and remain an exempt organization under the Internal Revenue Code of 1986, §501 © (3), as it currently and shall hereafter be in force and effect.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 distributions in furtherance of the purposes as set forth in Article IV hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution

of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under §501 © (3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law, or (b) by a corporation, contributions to which are deductible under §170 © (2) of the Internal Revenue Code of 1986, or the corresponding provision of any subsequent federal tax law.

#### ARTICLE IV

Board of Directors. Control and management of the affairs of this Corporation shall be vested in the membership, provided that certain responsibilities and duties of control and management may be delegated to the Board of Directors, as specified in the Bylaws. The maximum number of members of the Board of Directors shall be as prescribed by the Bylaws. The number of members of the Board of Directors, constituting the initial Board of Directors is three, (3), and the names and addresses of the persons who are to serve as Board members until the first annual meeting of members or until their successors are elected and shall qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Chairperson - Wayne R. Stevens	7606 Colehaven Ave., Boise, Idaho 83704
Secretary - Kathy Bilderback	6116 Gary Lane, Boise, Idaho 83703
Treasurer - Cathy Yoder	10839 Onondaga, Boise, Idaho 83709

#### ARTICLE V

Location. The location of the registered office of this Corporation shall be in Meridian, County of Ada, State of Idaho, and the address of the registered office of this Corporation shall be 211 E. Carlton Avenue, Meridian, ID 83642 and the name of its initial registered agents at such address are Craig D. and Karla C. Morton.

#### ARTICLE VI

Membership. The number and qualifications of members, the terms and conditions of membership, and the liability for fees for admission and/or dues or assessments for members shall be as set forth in the Bylaws of this Corporation.

No member shall have or acquire a greater interest in this Corporation than any other member, and the voting power and rights of the members of this Corporation shall be equal.

## ARTICLE VII

Liability. The officers, directors and/or members of this Corporation shall not be individually liable for the corporation debts or other liabilities of any kind whatsoever. The private property of any member of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and, if membership certificates are issued, they shall not be subject to assessment for any purpose of paying expenses, conducting business or paying debts of the Corporation.

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was an officer, director or member of the Corporation shall be indemnified by the Corporation. Such right of indemnification shall not be deemed exclusive of any other rights to which such officer, director or member (or such heirs, executors or administrators) may be entitled apart from this Article.

## ARTICLE VIII

Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations operated and organized exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under §501 © (3) of the Internal Revenue Code of 1986, or the corresponding provision of any subsequent federal tax law, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE IX

The name and address of the initial incorporators are as follows:

Wayne and Barbara Stevens, 7606 Colehaven Ave., Boise, Idaho 83704  
Ron Yoder, 10839 Onondaga, Boise, Idaho 83709  
Scott and Kathy Bilderback, 6116 Gary Lane, Boise, Idaho 83703  
Jim and Rosana Watts, 11631 W Hinsdale Ct., Boise, Idaho 83713  
Robert Unrau, 6550 W Limelight Dr., Boise, ID 83703  
Mahlon Janzen, 7905 Westover Dr., Boise, ID 83704

IN WITNESS WHEREOF, the undersigned incorporator has signed his name here to the 10<sup>th</sup> day of January, 1999

Wayne R. Stevens  
"Incorporator"

Barbara Stevens  
"Incorporator"

Mahlon Jansen  
"Incorporator"

[Signature]  
"Incorporator"

[Signature]  
"Incorporator"

Kathy Bildersbach  
"Incorporator"

[Signature]  
"Incorporator"

R. Scott Bildersbach  
"Incorporator"

Jim Watts  
"Incorporator"

STATE OF IDAHO )

: ss.

County of Ada )

On this 10<sup>th</sup> day of January, 1999, before me, the undersigned, a Notary Public in and for said State, personally appeared known to me to be the persons whose names appear above, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

(SEAL)

[Signature]

NOTARY PUBLIC For Idaho

Residing at Boise, therein

My Commission Expires

May 4, 2001