

State of Idaho

Department of State

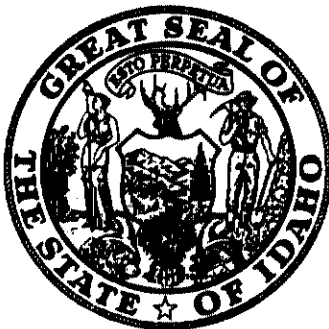
CERTIFICATE OF INCORPORATION OF

PAYETTE LAKE CHRISTIAN CENTER, 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 PAYETTE LAKE CHRISTIAN CENTER, 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: July 23, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Valerie Flint*

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**ARTICLES OF INCORPORATION OF
PAYETTE LAKE CHRISTIAN CENTER, INC.**

ARTICLE I - NAME

The name of the corporation shall be PAYETTE LAKE CHRISTIAN CENTER, INC., and its location shall be 200 W. Lake Street, P.O. Box 1929, McCall, Idaho 83638.

ARTICLE II - DURATION

The duration of this corporation shall be perpetual.

ARTICLE III - PURPOSES

This Corporation is organized exclusively for charitable, educational and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as it exists or as subsequently amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code. Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to according to Article IX of these Articles.

Further, the Corporation shall be empowered to perform all acts permitted by corporations under Idaho law as a non-profit, tax-exempt corporation, including without limitation the power to purchase and convey real or personal property.

ARTICLE IV - NON-STOCK CORPORATION

This Corporation shall issue no stock and shall neither declare nor pay dividends or profits.

ARTICLE V - MEMBERSHIP IN THE CORPORATION

Membership in the Corporation shall be determined by the Board of Directors of Payette Lake Christian Center, Inc. (hereafter "Board") in the manner and by the process further described in the Bylaws of the Corporation or in a Resolution by the Board. Each member shall be entitled to have one (1) vote.

ARTICLE VI - GOVERNMENT OF INTERNAL AFFAIRS

This Corporation is a church. The government of the internal affairs of the Corporation shall be vested in the Board. The Corporation shall have not less than four (4) nor more than eleven (11) Directors, each of whom shall serve terms not to exceed three (3) years. The terms and election of Directors shall be staggered to provide for election of approximately one third (1/3) of the Directors by the membership at each annual meeting of members.

ARTICLE VII - REGISTERED AGENT AND ADDRESS

The registered agent and registered address for service of process shall be

Pastor Gordon Coler
1607 Davis #152
McCall ID 83638.

ARTICLE VIII - BOARD OF DIRECTORS

The initial Board shall consist of four (4) Directors,

Pastor Gordon Coler
1607 Davis #152
McCall ID 83638

Larry Simonson
14089 Morell Rd.
McCall ID 83638

John Koch
505 Brundage
McCall ID 83638

James Robertson
1084 Northview Drive
McCall ID 83638

ARTICLE IX - WINDING UP AND DISSOLUTION

Upon a vote of the majority of the Board of the Corporation, at a meeting of which all Directors have been provided thirty (30) days notice of an intention to dissolve the Corporation, the Corporation may be dissolved as provided in Idaho Code Sections 30-1-82 through 30-1-138, or as such are subsequently amended. After payment of all legitimate claims against the Corporation and the expenses of winding up the Corporation, all remaining assets and property, both real and personal, of the Corporation shall either be delivered and conveyed to the Southern Idaho District Council of the Assemblies of God, Inc., or sold at fair market value, with the proceeds distributed to the Southern Idaho District Council of the Assemblies of God, Inc., a non-profit Corporation, 1311 12th Ave. S., Nampa, Idaho 83651 (hereafter "District").

If the District no longer exists as a tax-exempt entity under Section 501 (c)(3) of the Internal Revenue Code, then all remaining property, both real and personal, of the Corporation shall be distributed to such other Christian non-profit Corporation as the Board shall designate. Such alternative distributee must have established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code at the time the Board votes to distribute its assets.

ARTICLE X - AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended at any annual or special meeting of the members, in the following manner:

The Board shall adopt a resolution setting forth the proposed amendment and directing that the amendment be submitted to a vote of its members. Notice shall be provided as directed by the Bylaws of the Corporation to all members. The proposed amendment must receive a 2/3 majority of the votes from the members present at the meeting to pass.

ARTICLE XI - LIABILITY OF DIRECTORS

The Directors of this Corporation shall not be personally liable to the Corporation for breach of any fiduciary duty owed to the Corporation, except for the following instances:

1. Breaches of the Director's duty of loyalty;
2. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
3. Any transaction by which a Director derived an improper personal benefit;
4. A Director's assent to any distribution of the assets of the Corporation without providing for payment of all known debts, liabilities and obligations of the Corporation prior to dissolution or liquidation.


ARTICLE XII - INCORPORATORS

The incorporators of the Corporation and his street address are:

Pastor Gordon Coler
1607 Davis #152
McCall ID 93638

James Robertson
1084 Northview Drive
McCall ID 83638

DATED this _____ day of June, 1992.



Pastor Gordon Coler, Incorporator



James Robertson, Incorporator