

# State of Idaho

## Department of State

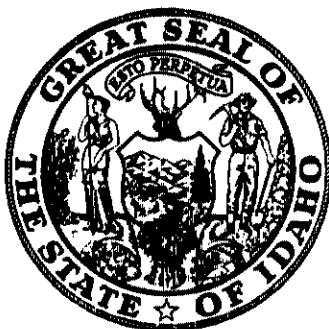
### CERTIFICATE OF INCORPORATION OF

HIGH VALLEY RANCH 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 HIGH VALLEY RANCH 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: February 18, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Ava Siple*

**ARTICLES OF INCORPORATION**

**OF**

**HIGH VALLEY RANCH MINISTRIES, INC.**

**a Non-profit Corporation**

The undersigned, acting as the in corporator of a non profit corporation ("Corporation") organized under and pursuant to the Idaho non-profit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

**ARTICLE I. NAME**

The name of the Corporation is HIGH VALLEY RANCH MINISTRIES, INC., a Non-profit Corporation.

**ARTICLE II. NON-PROFIT STATUS.**

The Corporation is a non-profit corporation.

**ARTICLE III. PERIOD OF DURATION.**

The period of duration of the Corporation is perpetual.

**ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.**

The location of this Corporation is in the City of Coeur d'Alene, County of Kootenai, State of Idaho. The address of the initial registered office is South 4900 Miller Road, Coeur d'Alene, Idaho 83814. The registered agent is Royce Mort, South 4900 Miller Road, Coeur d'Alene, Idaho 83814.

**ARTICLE V. PURPOSES.**

The purposes for which the Corporation is organized and will be operated are as follows:

A. The principal purpose for which the corporation is being formed is to provide an outreach ministry to street and homeless people, to persons released from prison, and to needy people, to provide lodging, job-training, and spiritual guidance.

B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, which purposes shall be exclusively for the benefit of or to carry out the purposes of HIGH

VALLEY RANCH MINISTRIES, INC. a non-profit corporation that qualifies as exempt under such Section 501(c)(3) and is described in Section 509(a)(1) or (a)(2) of the Internal Revenue Code of 1986, as amended from time to time.

C. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

#### **ARTICLE VI. LIMITATIONS**

No part of the net earnings or the assets 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 set forth in Article V 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 by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time. At no time shall the Corporation be controlled directly or indirectly by one or more disqualified persons (as defined in Section 4946 of the Internal Revenue Code of 1986, as amended from time to time) other than foundation managers and other than one or more publicly supported organizations.

#### **ARTICLE VII. MEMBERSHIP**

The Corporation shall have members who shall consist of the existing board of directors and officers. Each member shall have one vote.

#### **ARTICLE VIII. BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) no more than eight (8) individuals. The actual number of directors shall be fixed by the Bylaws of the

Corporation. Other than the Directors constituting the initial Board of Directors, who are who are designated in these Articles, the Directors shall be elected by the members of HIGH VALLEY RANCH MINISTRIES, INC. The President of HIGH VALLEY RANCH MINISTRIES, INC. shall always be a Director and the Chairman of the Board of Directors of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Royce Mort President	South 4900 Miller Road Coeur d'Alene, ID 83814
Arthur Tucker Vice President	South 4855 Miller Road Coeur d'Alene, ID 83814
Colleen Mort Secretary/Treasurer	South 4900 Miller Road Coeur d'Alene, ID 83814

#### **ARTICLE IX. DESIGNATION OF PUBLICLY SUPPORTED ORGANIZATIONS**

The only organization that the Corporation is (i) operated, supervised, or controlled by, (ii) supervised or controlled in connection with, or (iii) operated in connection with, is HIGH VALLEY RANCH MINISTRIES, INC., a non-profit corporation. HIGH VALLEY RANCH MINISTRIES, INC., a non-profit corporation is, therefore, the designated publicly supported organization for purposes of regulations promulgated under Section 509 of the Internal Revenue Code of 1986, as amended from time to time. In the alternative, and in strict compliance with such regulations, in particular, Section 1.509(a)-4(d)(4)(i)(a), the Board of Directors may substitute another publicly supported organization or organizations for HIGH VALLEY RANCH MINISTRIES, INC., but only upon its loss of exemption, substantial failure or abandonment of operations, dissolution or occurrence of other like event that is beyond the control of the Corporation. Such substituted publicly supported organization or organizations shall be limited to corporations, community chests, funds or foundations which are exempt under Section 501(c)(3) and are not private foundations under Section 509 of the Internal Revenue Code of 1986, as amended from time to time.

#### **ARTICLE X. INCORPORATOR**

The name and street address of the incorporator is Royce Mort, South 4900 Miller Road, Coeur d'Alene, Idaho, 83814.


## ARTICLE XI. DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed 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 organizations, as such court shall determine to be consistent with the purposes of the Corporation.

## ARTICLE XII. BYLAWS.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 10<sup>th</sup> day of February, 1994.

  
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ROYCE MORT  
Incorporator