

# ARTICLES OF INCORPORATION

OF

2013 NOV 27 AM 11:01

ONE PLACE CHURCH, INC.

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, in order to form a Non-Profit Corporation under the provisions of Title 30, Chapter 3, Idaho Code, (the "Code") submits the following Articles of Incorporation to the Secretary of State.

## ARTICLE 1 NAME

The name of the Corporation is One Place Church, Inc.

## ARTICLE 2 NONPROFIT CORPORATION

The Corporation is a nonprofit corporation organized under the Code and shall have all of the powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation 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 United States Internal Revenue law or laws (the "Internal Revenue Code of 1986").

## ARTICLE 3 REGISTERED OFFICE AND AGENT

The street address of the registered office is 6439 N. Mt. Carrol Street, Dalton Gardens, Idaho 83815 and the registered agent at such address is Jeremy Lacaria.

## ARTICLE 4 DURATION

The period of the Corporation's duration is perpetual.

## ARTICLE 5 INCORPORATOR

The name and address of the incorporator is as follows:

Laura Lang, 5201 N O'Connor Blvd. Suite 500, Irving, Texas 75039.

C200393

## **ARTICLE 6 MAILING ADDRESS**

The mailing address of the corporation is 609 N Calgary Court Ste 2, Post Falls, Idaho 83854-4906.

## **ARTICLE 7 PURPOSES AND LIMITATIONS**

**7.01 Purposes.** The Corporation 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, as amended. More particularly, the purposes of this Corporation are:

- (a) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Corporation's combined or separate formation, of a church, ministry, charity, school or eleemosynary institution, without limitation.
- (b) To license, ordain, employ and discharge licensed and ordained ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Corporation, and elsewhere.
- (c) To collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purpose within the State of Idaho and elsewhere.
- (d) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.
- (e) This Corporation is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to 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 Corporation; and to 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 Corporation. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

**7.02 Limitations.** In order to carry out the above-stated purposes, the Corporation shall have all those powers set forth in the Code, as it now exists or as it may hereafter be amended. The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

(a) No part of the net earnings of the Corporation shall inappropriately benefit or be distributable to its incorporators, officers or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Articles. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation 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, as amended, or corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(b) In the event this Corporation is in any one 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, as amended, or corresponding provisions of any subsequent federal tax laws; 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, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions any subsequent federal tax laws; or (iv) making a taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

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

## **ARTICLE 8 POWERS**

Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided in the Code. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers.

## **ARTICLE 9 MEMBERSHIP**

The Corporation shall have one class of membership. The members shall only have the rights and duties as set forth in the Corporation's Bylaws and shall not have voting rights.

## **ARTICLE 10 DISSOLUTION**

Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to any organization designated by the Board of Directors of the Corporation which is of like faith and order and is exempt from taxes under Internal Revenue Code Section 501(c)(3) (or the corresponding provision of any future tax law of the United States).

## **ARTICLE 11 BOARD OF DIRECTORS**

Plenary power to manage and govern the affairs of the Corporation is vested in the Board of Directors of the Corporation. The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors of the Corporation shall be provided in the Bylaws. The Board of Directors shall consist of the Senior Pastor and, until changed by amendment of these Articles of Incorporation or by Bylaws duly adopted by the Church, such number of additional members as may, from time to time, be nominated and elected pursuant to the Bylaws. The number of directors may not be decreased to less than three (3). Directors need not be residents of Idaho. The initial Board of Directors shall consist of the following persons at the following addresses:

<b>Name of Member</b>	<b>Street Address</b>
Christopher Hartfield	609 N Calgary Court Unit 2 Post Falls, Idaho 83854
Ed Young	2450 North Highway 121 Grapevine, Texas 76051
Levi Lusko	120 2nd Street East Kalispell, Montana 59901
Kevin Gerald	1819 East 72nd Street Tacoma, Washington 98404
Mac Richard	11521 FM 2244 Austin, Texas 78738

**ARTICLE 12**  
**LIMITATION ON LIABILITY OF DIRECTORS**

A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Idaho or the Bylaws of the Corporation.

**ARTICLE 13**  
**INDEMNIFICATION**

To the extent provided in the Bylaws, the Corporation may 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 Corporation as provided by the provisions in the Code governing indemnification.

**ARTICLE 14**  
**CONSTRUCTION**

All references in these 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 15**  
**ACTION BY WRITTEN CONSENT**

Action may be taken by use of signed written consents by the number of members, directors, or committee members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by less than all of the members, directors, or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the Corporation within 60 days after the date of the earliest dated consent delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that the written consent procedures have been properly followed.

A telegram, telex, cablegram, or similar transmission by a member, director, or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the member, director, or committee member.

**ARTICLE 16  
AMENDMENT**

These Articles may be amended by a vote of two-thirds (2/3) of the Board of Directors.

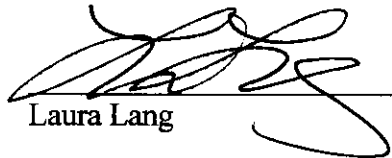
**ARTICLE 17  
EFFECTIVENESS OF FILING**

This document becomes effective as of the date it is filed by the Secretary of State.

**ARTICLE 18  
EXECUTION**

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 to execute the filing instrument.

Date: 11/15/2013

  
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Laura Lang