

CERTIFICATE OF INCORPORATION
OF

A SONG IN THE NIGHT, INC.

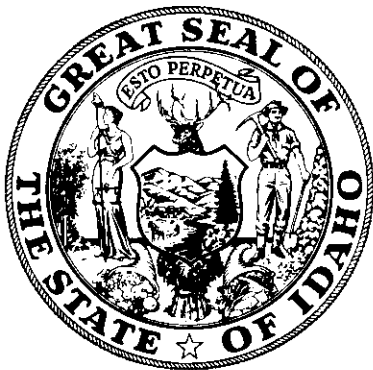
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

A SONG IN THE NIGHT, 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 April 29, 19 83.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
A SONG IN THE NIGHT, INC.

APR 29 8 36 AM '03
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, for the purpose of forming a corporation under the laws of the State of Idaho relating to charitable and educational corporations have entered into the following agreement:

ARTICLE I

Name

The name of this corporation shall be A SONG IN THE NIGHT, INC. This corporation shall be a non-profit corporation.

ARTICLE II

Location

The principal office and location of A SONG IN THE NIGHT, INC. shall be W. 7075 Clemeston, Coeur d'Alene, Idaho 83814.

ARTICLE III

Duration of Corporation

A SONG IN THE NIGHT, INC. shall continue in perpetual succession unless and until dissolved in the manner set forth in Article VI of these Articles of Incorporation.

ARTICLE IV

Purposes

The purposes for which this corporation is formed are:

- A. Spread the word of Christianity throughout North Idaho.
- B. To purchase or sell, hypothecate, mortgage and lease such real and personal property as may be necessary for the purposes of the corporation, and to execute deeds, contracts, agreements and obligations, the purposes whereof are consonant with the laws of

the State of Idaho under which this corporation is formed, and to accept and execute any trust, the purpose whereof is lawful under the said laws and consistent with the purposes of this corporation; and to do each and everything necessary, suitable, or proper for the accomplishment of any of the purposes herein enumerated, or which may at any time appear conducive or expedient for the benefit or protection of this corporation.

- C. This corporation shall have no capital stock, no dividends shall ever be declared or profits distributed, and no part of the net earnings of the corporation shall be distributed to, used for, or inure to the benefit of any private shareholder, trustee, director or individual.

ARTICLE V

Management

- A. The names and addresses of the persons who are to act in the capacity of "Directors", and who shall be known as "Directors", are

| <u>Names</u> | <u>Addresses</u> |
|--------------|--|
| Warren Ray | W. 7075 Clemeston Coeur d'Alene, ID 83814 |
| Jean Ray | W. 7075 Clemeston Coeur d'Alene, ID 83814 |

ARTICLE VI

Dissolution

Should this corporation dissolve, all property and funds remaining after the payment of the debts of the corporation shall be held by Warren Ray and Jean Ray for a period of time no longer than 3 months and then given to a Christian outreach and/or Christian charity. The choice of where these gifts will be distributed will be left to the directors, Warren Ray or Jean Ray, or their daughter, Amy Ray. Should either director be unable to function in this capacity as director, Amy Ray shall have full authority to distribute assets and must distribute these assets under the terms listed,

or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Code), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the corporation is 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 VII

Street Address

The address of the registered office of this corporation shall be W. 7075 Clemeston, Coeur d'Alene, Idaho, and the registered agent shall be Warren Ray, residing at W. 7075 Clemeston, Coeur d'Alene, Idaho, 83814.

ARTICLE VIII

Membership

This non-profit corporation shall have members and they shall be classified as follows:

A. Any person making a donation to this corporation and who receives a certificate of membership issued by the corporation.

B. Each member shall be entitled to one (1) vote.

IN WITNESS WHEREOF, we have hereunto set our hands this

14th day of April, 1983.

Warren Ray
Warren Ray, Incorporator

Jean Ray
Jean Ray, Incorporator

STATE OF IDAHO)
 ss.
County of Kootenai)

On this 14 day of April, 1983, before me,
the undersigned Notary Public, personally appeared, WARREN RAY,
known to me to be the Incorporator of the corporation and that
the document was executed on behalf of the said corporation and
it was acknowledged to me that such corporation executed the
same.

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

Paul E. Hagland
Notary Public for Idaho
Residing at: Kathlamet
My Commission Expires: June

STATE OF IDAHO)
 ss.
County of Kootenai)

On this 14 day of April, 1983, before me,
the undersigned Notary Public, personally appeared, JEAN RAY,
known to me to be the Incorporator of the corporation and that
the document was executed on behalf of the said corporation and
it was acknowledged to me that such corporation executed the
same.

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

Paul E. Hagland
Notary Public for Idaho
Residing at: Kathlamet
My Commission Expires: June