

FILED

Nonstock

Nonprofit

CERTIFICATE OF INCORPORATION

Of

Tablerock Christian Fellowship, Inc.

**FIRST:** The name of this corporation is *Tablerock Christian Fellowship, Inc.*

**SECOND:** Its registered office in the State of Idaho is to be located at *10888 W. Altair St.* in the City of *Star*, County of *Ada*. The registered agent in charge thereof is *Jason Burenheide* at the same address.

**THIRD:** The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on are to do any and all the things herein mentioned, as fully and to be the same extent as natural persons might or could do, and in any part of the world, vis:

This is a nonstock, nonprofit corporation. The purpose of the corporation is to engage in any lawful act or activity for which nonprofit corporations may be organized under the Idaho Nonprofit Corporation Act.

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), to wit:

*To establish a growing and thriving multifaceted Church in Southeast Boise which will serve as a center for Ministry, evangelism and discipleship. Reaching out to our local community, downtown Boise, and other nations we will endeavor to bring the love of Christ, desire to serve Him, and hope of his return to those we touch.*

**FOURTH:** The corporation shall not have any capital stock and shall not have any members.

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**FIFTH:** The name and mailing address of the incorporator is: *Jason Burenheide, 10888 W. Altair St., Star, ID 83669.*

**SIXTH:** The powers of the incorporator are to terminate upon filing of the certificate of incorporation, and the name and mailing address of the persons who are to serve as directors are as follows:

*Ruben Navarrete, 447 O' Farrell, Boise, ID 83702*

*Gerald A. Dalton, 1316 21<sup>st</sup> St., Boise, ID 83702*

*Jason Burenheide, 10888 W. Altair St., Star, ID 83669*

**SEVENTH:** The activities and affairs of the corporation shall be managed by a Board of Directors. The number of directors which shall constitute the whole Board shall be such as from time to time shall be fixed by, or in the manner provided in, the Bylaws, but in no case shall the number be less than one. The Bylaws shall specify the number of directors necessary to constitute a quorum. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees which, to the extent provided in said resolution or resolutions or in the Bylaws of the corporation, shall have and may exercise all the powers of the Board of Directors in the management of the activities and affairs of the corporation. They may further have power to authorize the seal of the corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The directors of the corporation may, if the Bylaws so provide, be classified as to term of office. The corporation may elect such officers as the Bylaws may specify, subject to the provision of the Statute, who shall have titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of this corporation. This corporation may in its Bylaws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the Statute.

**EIGHTH:** Meetings of the Board of Directors may be held without the State of Idaho, if the Bylaws so provide. The books of the corporation may be kept (subject to any provisions contained in the Statutes) outside the State of Idaho at such place or places as may be from time to time designated by the Board of Directors.

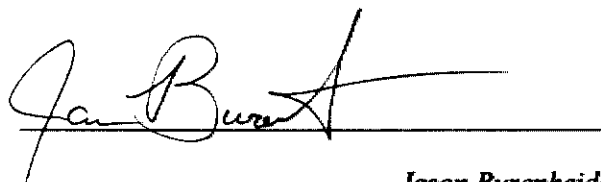
**NINTH:** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to intervene in (including the publishing or distribution of statements) any of these articles. The corporation shall not carry on any other activities not permitted to be carried on (a) by corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue Law).

**TENTH:** Upon the dissolution of the corporation, the Board of Directors shall after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation or organizations, as said Court shall determine, which are organized and operated exclusively for such designated purposes.

**ELEVENTH:** The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the Statute.

**TWELFTH:** Directors of the corporation shall not be liable to either the corporation or its members for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation; (2) acts or omissions not in good faith or which involve intentional misconduct to a knowing violation of law; (3) a transaction from which the director derived an improper personal benefit.

**I, THE UNDERSIGNED,** being of the incorporator hereinbefore named, for the purpose of forming a nonprofit corporation pursuant to *Chapter 3 of Title 30 of the Idaho Code*, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 1<sup>st</sup> day of June A.D. 1998.

A handwritten signature in black ink, appearing to read "Jason Burenheide", is written over a horizontal line. The signature is stylized with a large, sweeping "J" and "B".

*Jason Burenheide*