

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

THE JOHNSON FOUNDATION, 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 _____

THE JOHNSON FOUNDATION, 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 11, 19 91



Pete T. Cenarrusa
SECRETARY OF STATE

[Signature]
Corporation Clerk

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SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
THE JOHNSON FOUNDATION, INC.

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit 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 The Johnson Foundation, Inc.

ARTICLES II. NONPROFIT STATUS.

The Corporation is a nonprofit 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 Boise, County of Ada, State of Idaho. The address of the initial registered office is 5104 West Cove, Boise, Idaho, and the name of the initial registered agent at this address is Jerald D. Johnson, Sr.

ARTICLE V. PURPOSES.

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

A. It shall be philanthropic with a special emphasis on providing under-graduate and graduate scholarships to worthy students. It shall assist ministers of the gospel who find it difficult to fulfill their calling because of unpaid undergraduate or graduate school-related debts. It shall offer assistance to those individuals or institutions qualifying as being worthy of assistance and in receiving assistance would not compromise the character of the Foundation as a philanthropic corporation.

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, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).

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 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 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.

ARTICLE VII. MEMBERS.

Membership of the Foundation shall consist of members of the family of Jerald D. Johnson, Sr., including married spouses, and their descendants after they have reached the age of 21. The descendants, however, must be elected to membership by a two-thirds voting majority of the existing membership after the age of 21 has been attained.

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) nor more than seven (7) individuals, each of whom, at all times, shall be a member of the Corporation.

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

<u>NAME</u>	<u>ADDRESS</u>
Jerald D. Johnson, Sr.	5104 West Cove Boise, Idaho 83703
Alice E. Johnson	5104 West Cove Boise, Idaho 83703
Jerald D. Johnson, Jr.	320 11th Avenue North Nampa, Idaho 83651
Dennis L. Johnson	4888 Rivervista Place Boise, Idaho 83703
Kurt E. Johnson	3880 Citation Drive Hamilton, Ohio 45011
Carla D. Sunberg	3005 Susquehanna Lane Austin, Texas 78723

ARTICLE IX. MEMBERSHIP DUES.

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members of classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE X. 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 the Church of the Nazarene, a nonprofit corporation, with headquarters located at 6401 The Paseo, Kansas City, Missouri, United States of America. Said assets shall be credited to the General Superintendents Scholarship Fund of the Church of the Nazarene. 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.

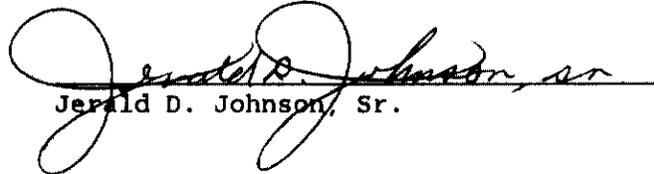
ARTICLE XI. INCORPORATOR.

The name and street address of the incorporator is Jerald D. Johnson, Sr., 5104 West Cove, Boise, Idaho 83703.

ARTICLE XII. BYLAWS.

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

DATED this 27th day of December, 1990.


Jerald D. Johnson, Sr.