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STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
MUSTARD SEED MINISTRIES, INC.

The undersigned, acting as the incorporator of a nonprofit corporation organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code, adopts the following Articles of Incorporation.

Article I

The name of the Corporation is Mustard Seed Ministries, Inc.

Article II

The Corporation is organized as a charitable nonprofit corporation under the provisions of Chapter 3 of Title 30, Idaho Code.

Article III

The period of duration of the Corporation is perpetual.

Article IV

The location of the Corporation is in the City of Twin Falls, County of Twin Falls, and in the State of Idaho. The address of the initial registered office is 1631 Grandview Drive North, Twin Falls, Idaho, and the name of the initial registered agent at this address is Kelley Golay.

Article V

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

A. The Corporation is organized exclusively for the creation of thrift store with the purpose of receiving donated merchandise, recondition merchandise for resale to the public, with the express purpose of creating resources to benefit low-income families with items such as food, clothing, utilities and shelter.

B. The purposes for which this charitable nonprofit Corporation is organized shall be limited to only those charitable, religious purposes, which allow it to qualify as a tax-exempt organization under Section 501 (c)(3) of the Internal Revenue Code.

C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things 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,

IDAHO SECRETARY OF STATE
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or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

Article VI

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 for 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 provisions 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

The Corporation shall not have any members.

Article VIII

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Each Director of the Corporation shall, at all times, be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

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

<u>NAME</u>	<u>ADDRESS</u>
1. Kelley Golay	671 North Road Jerome, Idaho 83338
2. Diane Hutchings	3254 Woodridge Dr. Twin Falls, Idaho 83301
3. Tena Petter	3700 North 1303 East Buhl, Idaho 83316

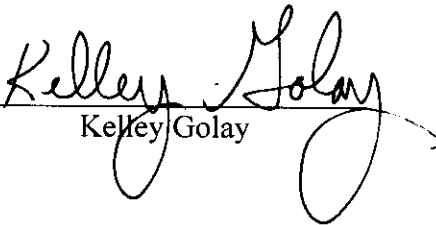
Article IX

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 an organization or organizations organized and operating exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Sect 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article X

The name and street address of the incorporator is Kelley Golay, 671 North Road Jerome, Idaho 83338

DATED this 17th day of January, 2002.


Kelley Golay