

**ARTICLES OF INCORPORATION
NONPROFIT CORPORATION**

FILED EFFECTIVE

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SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned incorporator, being a natural person of the age of eighteen (18) years or more, and desiring to form a religious corporation under the laws of the State of Idaho, does hereby sign, verify and deliver in duplicate to the Secretary of State of the State of Idaho these ARTICLES OF INCORPORATION.

**ARTICLE I
NAME**

The name of the corporation shall be Bethlehem Christian Church, Inc

**ARTICLE II
TYPE**

Said corporation is organized exclusively as a religious corporation including for such purposes, making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE III
REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE**

The initial registered office of the corporation shall be at 1624 Checola Street, Nampa, Idaho 83686, and the name of the initial registered agent at such address is James L. Harlor. Either the registered office or the registered agent may be changed in the manner provided by law.

**ARTICLE IV
INITIAL BOARD OF TRUSTEES**

The initial board of trustees of the incorporation shall consist of three (3) trustees, and the names and address of the persons who shall serve as trustees until their successors are elected and shall qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Paul H. Hicks	1307 E. Dakota Nampa, Idaho 83686
David L. Lewis	1816 6 th Street South Nampa, Idaho 83651
James L. Harlor	1624 Checola Street Nampa, Idaho 83686

IDAHO SECRETARY OF STATE
09/20/2002 05:00
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ARTICLE V
NOTICE MAILING ADDRESS

The mailing address where notices shall be mailed shall be % James L. Harlor, 1624 Checola Street, Nampa, Idaho 83686.

ARTICLE VI
MEMBERSHIP

All individuals who join the church and accept the Statement of Faith and Doctrine, as defined in the Bylaws, shall become members but will not have voting rights for the election of the trustees of the corporation after the initial organizational meeting.

ARTICLE VII
DISOLUTION

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(C)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas 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 VIII
INDEMNIFICATION

A The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation), by reason of the fact that he is or was a trustee, elder, presbyter, officer, employee, fiduciary, or agent of the corporation or is or was serving at the request of the corporation as a trustee, elder, presbyter, officer, employee, fiduciary, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, if he acted in good faith and in a manner he reasonably believed to be in the best interest of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonable believed to be in the best interests of the corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful.

- A. The cooperation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a trustee, elder, presbyter, officer, employee, fiduciary, or agent of the corporation or is or was swerving at the request of the corporation as a trustee, elder,

presbyter, officer, employee, fiduciary, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorney fees) actually and reasonably incurred by him in connection with the defense or settlement of such actions or suit if he acted in good faith and in a manner he reasonably believed to be in the best interests of the corporation; but no indemnification shall be made in respect of any claim, issue, or a matter as to which such person had been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in such action or suit was brought determines upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.

- B. To the extent that a trustee, elder, presbyter, officer, employee, fiduciary, or agent of a corporation has been successful on the merits in defense of any action, suit, or proceeding referred issue, or matter therein, he shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him in connection therewith.
- C. Any indemnification under (A) or (B) of this ARTICLE VIII (unless ordered by a court) and as distinguished from (C) of this Article shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the trustee, elder, presbyter, officer, employee, fiduciary, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in (A) or (B) above. Such determination shall be made by the board of trustees by a majority vote of a quorum consisting of trustees who were not parties to such action, suit, or proceeding, or, if such a quorum is not obtainable, or if obtainable, if a quorum of disinterested trustees so directs, by independent legal counsel in a written opinion.
- D. Expenses (including attorney fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding as authorized in (C) or (D) of this ARTICLE VIII upon receipt of an undertaking by or on behalf of the trustee, elder, presbyter, officer, employee, fiduciary, or agent to repay such amount unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in the ARTICLE VIII.
- E. The indemnification provided by this ARTICLE VIII shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of disinterested trustees, or otherwise, and any procedure provided for by any of the foregoing, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a trustee, elder, presbyter, officer, employee, fiduciary, or agent and shall inure to the benefit of heirs, executors, and administrators of such a person.
- F. The corporation may purchase and maintain insurance on behalf of any person who is or was a trustee, elder, presbyter, officer, employee, fiduciary, or agent of the corporation or who is or was serving at the request of the corporation as a trustee, elder, presbyter, officer, employee, fiduciary, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as

such, whether or not the corporation would have the power to indemnify him against such liability under provision of this ARTICLE VIII.

ARTICLE IX

TRANSACTIONS WITH INTERESTED TRUSTEES

No contract or other transaction between the corporation and one (1) or more of its Trustees or any other corporation, firm, association, or entity in which one (1) or more of its directors are trustees or officers or are financially interested shall be either void or voidable solely because of such relationship or interest, or solely because such directors are present at the meeting of the board of trustees or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because their votes are counted for such purpose if:

- A. The fact of such relationship or interest is disclosed or known to the board of trustees or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;
- B. The fact of such relationship or interest is disclosed or known to the trustees entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
- C. The contract or transaction is fair and reasonable to the corporation.

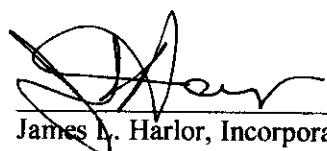
Common or interested trustees may be counted in determining the presence of a quorum at a meeting of the board of trustees or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE X

OPTIONAL PROVISIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, 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 II 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

In witness whereof, we have hereunto subscribed our names this 20th day of September, 2002


James L. Harlor, Incorporator