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DEC 23 1999 11:15

STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

WILDROSE RETREAT CENTER, INC.

The undersigned, acting as incorporators of Wildrose Retreat Center, Inc., a corporation to be organized under the Idaho Nonprofit Corporation Act, hereby adopt the following Articles of Incorporation for the corporation pursuant to the Act:

ARTICLE ONE

NAME

The name of the corporation is Wildrose Retreat Center, Inc.

ARTICLE TWO

NONPROFIT CORPORATION

The corporation is a nonprofit corporation.

ARTICLE THREE

DURATION

The duration of the corporation shall be perpetual.

ARTICLE FOUR

PURPOSES, POWERS & DISSOLUTION

The purposes of the corporation and its powers are the following:

To provide a year-round retreat for Baptist clergy, lay persons, and their families from Wyoming, Montana, Idaho and Eastern Washington where they can

IDAHO SECRETARY OF STATE

12/28/1999 09:00

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participate in continuing education courses, spiritual renewal activities and outdoor recreation.

To do all such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

To have no purpose nor engage in any activity which would not be consistent with the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986, nor engage in any activity which would not be of an educational, religious or charitable nature, consistent with the foregoing.

All of the properties and assets of this corporation shall be, and are, irrevocably dedicated to the foregoing charitable, religious and educational purposes and no part of the monies, properties or assets of this corporation, upon dissolution or otherwise, shall inure to the benefit of any private person or individual or any member of the corporation, except as such member may be a corporation which has charitable purposes and which is exempt from taxation, and particularly the federal income tax. No substantial part of the activities of this 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 by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United

States Internal Revenue Law) or by any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, and to such organization or organizations organized and operated exclusively for charitable or educational purposes and which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine; provided, however, and subject to the above limitations, if any of such assets have been acquired under a federal grant or contract, their disposition shall be made in accordance with the appropriate instructions of the governmental official responsible under the law for the providing of such instructions under such circumstances. Any of 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.

The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act, not inconsistent with the foregoing.

ARTICLE FIVE

MEMBERSHIP

The corporation shall have no members.

ARTICLE SIX

INCORPORATORS

That the names and addresses of the persons who are the incorporators are:

<u>Name</u>	<u>Address</u>
James A. Rogers	1122 E. 1500 N. Terreton, ID 83450
Harry E. Rogers	P.O. Box 7 Terreton, ID 83450
Elaine K. Rogers	1122 E. 1500 N. Terreton, ID 83450

ARTICLE SEVEN

BOARD OF DIRECTORS

The number of directors of this corporation shall be that number designated by the Board of Directors from time to time as set forth in the bylaws, but no fewer than three (3) and no more than seven (7). The names and addresses of the persons who are to serve as directors until their successors are appointed and shall qualify are:

ARTICLES OF INCORPORATION OF WILDROSE RETREAT CENTER, INC. - 4

<u>Name</u>	<u>Address</u>
James A. Rogers	1122 E. 1500 N. Terreton, ID 83450
Harry E. Rogers	P.O. Box 7 Terreton, ID 83450
Elaine K. Rogers	1122 E. 1500 N. Terreton, ID 83450

ARTICLE EIGHT

REGISTERED OFFICE AND AGENT

The location and address of the initial registered office of the corporation is 1122 E. 1500 N., Terreton, Idaho 83450 and the name of the initial registered agent of the corporation at such address is James A. Rogers.

ARTICLE NINE

INDEMNIFICATION

The corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by the Idaho Non-profit Corporation Act, and the Idaho Business Corporation Act.

ARTICLE TEN

AMENDMENT

All amendments to these Articles shall require approval of the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand this 14 day of December, 1999.

James A. Rogers
James A. Rogers

Harry E. Rogers
Harry E. Rogers

Elaine K. Rogers
Elaine K. Rogers

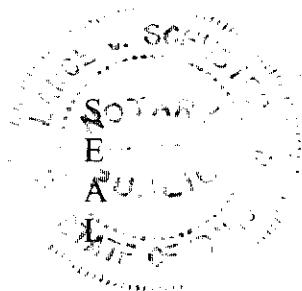
Incorporators

STATE OF IDAHO)
) ss.
County of Bonneville)

ON THIS 14 day of December, 1999, before me, Lance J.

Schwester, a Notary Public in and for said State, personally appeared James A. Rogers, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Lance J. Schwester
Notary Public for Idaho
Residing at Idaho Falls
My Commission Expires: 10/31/02

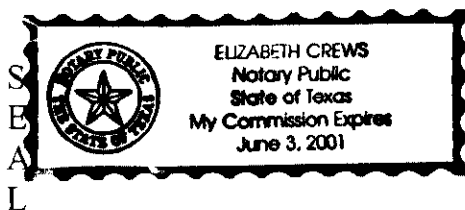
STATE OF TEXAS)
) ss.
County of Denton)

ON THIS 16th day of December, 1999, before me, Elizabeth Crews

_____, a Notary Public in and for said State, personally appeared Harry E.

Rogers, known or identified to me to be the person whose name is subscribed to the
within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal the day and year in this certificate first above written.



Elizabeth Crews
Notary Public for Texas
Residing at: 225 W. Mulberry Denton TX 76201
My Commission Expires: 6/3/2001

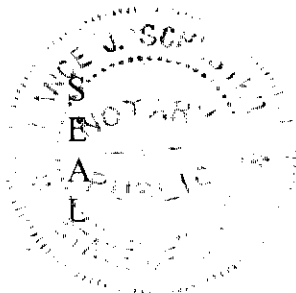
STATE OF IDAHO)
) ss.
County of Bonneville)

ON THIS 14 day of December, 1999, before me, Lance J.

Schwartz, a Notary Public in and for said State, personally appeared Elaine

K. Rogers, known or identified to me to be the person whose name is subscribed to the
within instrument and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal the day and year in this certificate first above written.



Lance J. Schwartz
Notary Public for Idaho
Residing at: Idaho Falls, ID
My Commission Expires: 10/31/02