

**FILED EFFECTIVE**

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**ARTICLES OF INCORPORATION**

SECRETARY OF STATE  
STATE OF IDAHO

**OF**

**RESOLVE YOUTH MINISTRY TRAINING AND  
CONSULTING, INC.**

Pursuant to the provisions of Title 30, Chapter III, Idaho Code, the Idaho Nonprofit Corporation Act (the "Act"), the undersigned acting as incorporator of a nonprofit corporation, in order to form a nonprofit corporation for the purposes hereinafter stated does hereby certify as follows:

**ARTICLE ONE  
CORPORATE NAME**

The name of the Corporation is: **RESOLVE YOUTH MINISTRY TRAINING AND  
CONSULTING, INC.**

**ARTICLE TWO  
REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 1303 12<sup>TH</sup> Ave. Road, Nampa, Idaho 83686 and the name of its initial registered agent at such address is Mark Hilty.

**ARTICLE THREE  
DURATION**

The period of existence and duration of the Corporation shall be perpetual.

IDAHO SECRETARY OF STATE  
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## **ARTICLE FOUR CORPORATE NATURE**

The Corporation is a nonprofit corporation.

## **ARTICLE FIVE PURPOSES**

The Corporation is not for profit and is organized and operated exclusively for charitable, religious, and educational purposes whose mission is to assist individuals and communities of faith and in connection therewith shall have the power and authority:

1. To provide ongoing education and leadership development in a spiritual framework for youth and adult leaders; and
2. To offer classes or seminars for continuing religious education and other training, planning and development for youth, adult leaders and youth programs; and
3. To contribute to the activities of those organizations whose purposes are in harmony with the purposes of the Corporation; and
4. To procure funds, properties, and assets of all kinds and types through the soliciting, receiving, and accepting of gifts, transfers, conveyances, assignments, grants, devises, and bequests of all kinds and types from individuals, partnerships, corporations, associations, and foundations; and
5. To manage, invest, and administer the assets of the Corporation for the sole objective of furthering its purposes; and

6. To make Bylaws not inconsistent with the laws of the State of Idaho for the administration of the business and interests of the Corporation; provided, however, that such by-laws must be consistent with the provisions of Internal Revenue Code § 501(c)(3).

The foregoing shall be construed both as objects and powers, and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this Corporation by the laws of the State of Idaho. The said Corporation shall have all the powers and authority necessary to accomplish the foregoing purposes and objectives; provided, however, that such powers shall be consistent with the provisions of section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

#### **ARTICLE SIX NO BENEFITS TO MEMBERS**

This Corporation does not afford pecuniary gain, incidentally or otherwise, to its members.

#### **ARTICLE SEVEN NO STOCK**

This Corporation shall have no authority to issue capital stock.

#### **ARTICLE EIGHT AMENDMENT OF ARTICLES AND BYLAWS**

These Articles of Incorporation may be altered, amended or replaced by the Board of Directors at any regular or special meeting, as provided for in the Bylaws of the Corporation.

The Bylaws of the Corporation may be amended at any meeting of the Board of Directors of the Corporation, as provided in the Bylaws.

## **ARTICLE NINE CORPORATE MEMBERSHIP**

This Corporation shall have no members.

## **ARTICLE TEN 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) and not more than eight (8) individuals. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed 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><b>Name</b></u>	<u><b>Address</b></u>
Dr. Michael A. Kipp Incorporator	623 S. University Blvd. Nampa, Id 83686
Tim Milburn	623 S. University Blvd. Nampa, Id 83686
Kenny Wade	623 S. University Blvd. Nampa, Id 83686
Mark Maddix	623 S. University Blvd. Nampa, Id 83686
Andrew Zirschky	623 S. University Blvd. Nampa, Id 83686

The Corporation shall indemnify any Director, officer, or former Director or officer of the Corporation against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he/she is made a party by reason of being of having been a director or officer, except in relation to matters as to which he/she is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation; and to make any other indemnification that is authorized by the Bylaws.

#### **ARTICLE ELEVEN OFFICERS**

The officers of this Corporation shall be a President, a Vice President, and a Secretary/Treasurer, and such subordinate officers as may be appointed by the Board of Directors. The President and Vice President shall be members of the Board of Directors.

#### **ARTICLE TWELVE ALLOWABLE EXPENDITURES**

All funds and properties received by this Corporation shall be used in the first instance, or shall be invested and the income therefrom used, after payment of necessary expenses, for the exclusive objects and purposes set forth in these Articles of Incorporation as deemed advisable by the Board of Directors.

**ARTICLE THIRTEEN  
LIMITATION ON CORPORATE ACTIVITIES**

Notwithstanding any other provisions of these Articles or the Bylaws:

(1) 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 Four hereof.

(2) 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 carry on any activities which characterize it as an "action" organization as defined in section 501(c)(3) and shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any further 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 1986 (or the corresponding provision of any further United States Internal Revenue law).

(3) All income of the Corporation for each taxable year (for federal income tax purposes) shall be distributed at such time and in such manner so as not to subject the Corporation to

federal tax under Section 4942 of the Internal Revenue Code of 1986 (or the corresponding provision of any further United States Internal Revenue law).

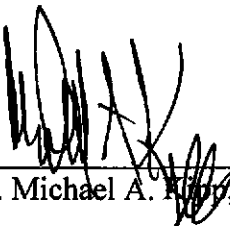
(4) The Corporation created hereby shall not engage in any act of self-dealing (as defined in section 4841(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any further United States Internal Revenue law); retain any excess business holding as defined in section 4942(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any further United States Internal Revenue law); make any investments in such manner as to subject the Corporation to tax under section 4944 of the Internal Revenue Code of 1986 (or the corresponding provision of any further United States Internal Revenue law); or make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any further United States Internal Revenue law).

#### **ARTICLE FOURTEEN DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively to another entity engaged primarily in the pursuit of purposes in harmony with the Corporation provided any such recipient then qualifies as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any further United States Internal Revenue law); otherwise, such assets shall be distributed exclusively to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as 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 provision of any further United States Internal Revenue law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court in 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.

IN WITNESS WHEREOF, I, the incorporator, have signed duplicate originals of these Articles of Incorporation of RESOLVE YOUTH MINISTRY TRAINING AND CONSULTING, INC., this 2 day of July, 2012.

  
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Dr. Michael A. Rupp, Incorporator