

FILED
TIVE

ARTICLES OF INCORPORATION
OF
CHILDREN'S OUTREACH PROGRAM INTERNATIONAL, INC. JUN 30 11:57

KNOW ALL MEN BY THESE:

The undersigned, residents of the State of Idaho, acting as incorporators for the purpose of creating a nonprofit corporation under the laws of the State of Idaho, as contained in the Idaho Non-Profit Corporation Act, being Title 30, Chapter 3, Idaho Code, do for the purpose and objects hereinafter stated, hereby express their intention to form such corporation and declare:

1

The name of this corporation shall be "Children's Outreach Program International, Inc."

2

The corporation is organized exclusively for charitable, educational, religious, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as except organizations under Section 501(c) 3 of the Internal Revenue Code, or corresponding section of any future federal tax code. The corporation shall be a nonprofit corporation, and its principal functions shall be to establish and administer to children in Africa who have been affected by AID'S and other disasters; or any other lawful purpose.

3

The powers of this corporation shall be co-extensive with those provided for in the Idaho Nonprofit Corporation Act. Provided, further, and notwithstanding anything herein to the contrary, the corporation shall exercise on such powers as in furtherance of the exempt purposes of organizations set forth in that portion of 501(c) (3) of the internal Revenue Code of 1986, under which the corporation chooses to qualify for exemption, as the same now exists, or as it may be amended from time to time.

4

The duration of this corporation shall be perpetual

IDaho SECRETARY OF STATE
06/30/2005 05:00
CK: 4199 CT: 118579 BH: 818983
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1 @ 20.00 = 20.00 NON EXPEDI # 3

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5

The street address of the corporation's initial registered office in the State of Idaho is: 1867 Lupine Street, Pocatello, Idaho. The name of the corporation's initial registered agent at such street address is Mr. Norris Ganstrom, Board Chair, Children's Outreach Program, International Inc.

6

The number of directors constituting the initial board of directors of the corporation is three and the names and addresses of persons who are to serve as Directors until the first annual meeting of members or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Norris Ganstrom	1867 Lupine Street, Pocatello, Idaho 83201
Jeff Osterling	1592 E. Inman Rd. Inkom, ID 83245
Evans Jerri	5050 Bailey Rd. Arborn, ID 83212

Increase in the number of directors beyond the number provided in this paragraph shall be provided in the By-Laws of the Corporation.

7

The corporation shall have members, evidenced by membership certificates. The Corporation membership shall consist of those persons identified as such on membership records to be maintained under the supervision of the Board of Directors in accordance with By-Laws adopted by the corporation, not inconsistent with law or with these articles of incorporation. The voting power of each member of the corporation with respect to election of the Board of Directors (and with respect to any other matters on which the members are required by law to vote) is equal. The property rights or interests of each member of the corporation are equal. New members may be admitted upon terms and conditions as set forth in the By-Law of the corporation. However, nothing herein contained shall be

construed to alter the provisions of Article 10 hereof relating to distribution or division of the property of the corporation upon dissolution.

8

No part of the net earnings of the corporations 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 2 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 corporations shall not participate in, nor 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 (a) by a corporation exempt for federal income tax under Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

9

Upon dissolution of the corporation, all lawful debts of the corporation shall be paid and 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 federal 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 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 corporation shall have no capital stock but rather shall issue certificates of membership, and shall not engage in business for profit, but shall be supported by grants, gifts, bequests, benefits, contributions, and fees, assessments or dues. Membership in the corporation shall be governed and controlled as provided in the By-Laws of this corporation. No part of the earning, income, or receipts of this corporation shall ever inure to the benefit of or be distributed to any individual, member or members of this corporation, or any other person. Regulation and management of the internal affairs of the corporation shall be as provided by the By-Laws of this corporation, which By-Laws, not inconsistent with law or with these articles of Incorporation, shall be adopted by the Board of Directors.

The By-Laws of this corporation may be made, altered, amended or repealed at any regular meeting of the members of the corporation or any special meeting of the members thereof, called for that purpose, by the affirmative vote of a majority of the members present in person at such meeting; provided that a quorum as specified in the By-Laws of the corporation or the laws of the State of Idaho be present. No amendment shall be put to vote unless written notice shall have been mailed to each member of this corporation not less than 10 nor more than 50 days previous to the meeting at which the amendment is to be voted on, said notice to state the proposed amendment.

The Board of Directors, by resolution adopted by majority of the directors of the office, may designate one or more committees which, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation. Further, other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated and appointed by a resolution adopted by a majority of the directors at a meeting at which a quorum is present.

The name and address of each incorporator is:

	<u>Name</u>	<u>Address</u>
1.	Norris Ganstrom Board Chairman	1867 Lupine Street, Pocatello, Idaho 83204
2.	Jeff Osterling	1592 E. Inman Rd. Inkom, ID 83245
3.	Evans Jerri	5050 Bailey Rd. Arborn, ID 83212

Dated this 25th day of June, 2005

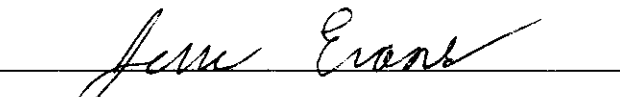
INCORPORATORS:



Norris Ganstrom



Jeff Osterling



Evans, Jerre