

FILED

**ARTICLES OF INCORPORATION
OF
FRIENDSHIP CELEBRATION LUTHERAN CHURCH OF ADA COUNTY, IDAHO, INC.**

Know all people by these presents, that we, the undersigned, citizens of the United States and residents of the state of Idaho, Ada County, and members of FRIENDSHIP CELEBRATION LUTHERAN CHURCH, hereby associate ourselves together for the purpose of forming a religious corporation pursuant to Chapter 3, Title 30, of the Idaho Non-Profit Corporation Act of the state of Idaho, and certify as follows:

**ARTICLE I.
NAME**

The name of the corporation shall be FRIENDSHIP CELEBRATION LUTHERAN CHURCH OF ADA COUNTY, IDAHO, INC.

**ARTICLE II.
NON-PROFIT**

Friendship Celebration Church of Ada County, Idaho, Inc. shall be an Idaho non-profit corporation.

**ARTICLE III.
TERM OF EXISTENCE**

That the period of existence and duration of the life of this corporation shall commence with the filing of these articles and shall be perpetual.

**ARTICLE IV.
INITIAL REGISTERED OFFICE AND AGENT**

That the location of the initial registered office of this corporation shall be Friendship Celebration Lutheran Church, 398 N. Sierra View Way, Eagle, Idaho 83616-4600, and its registered agent at such address shall be Lynn House.

**ARTICLE V.
PURPOSES**

That the object and purposes for which this corporation is formed shall be and are as follows:

- A. To establish and maintain a church in the county of Ada, state of Idaho, and in connection therewith a suitable and customary organization for the purpose of public worship and religious training under the Christian

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faith, subject, however, in its government to The Lutheran Church - Missouri Synod; to receive, hold, and enjoy gifts, devises and legacies; to borrow money; to execute and issue notes and bonds evidencing its indebtedness and to secure indebtedness by pledge, mortgage or other encumbrances of its property; to rent and lease real property; to do any and all things convenient and incidental to the purposes herein expressed; and generally to have and to exercise all such powers as are by law conferred on corporations of like character and without in any particular limiting any of the objectives or purposes or powers of the corporation, the objectives and purposes of the corporation shall be from time to time to do one or more or all of the things herein set forth, and all such acts, things and business in any manner connected therewith or necessary, incidental connected therewith or necessary, incidental, convenient or auxiliary thereto or calculated directly or indirectly, to promote the interest of the corporation or the members thereof or to enhance the value of any of its property or rights as such corporation may lawfully do; and in carrying on its objectives and purposes or for the purposed of attaining any of its objects, to do any and all things and exercise any and all other powers not prohibited by law or the standards and practice of The Lutheran Church - Missouri Synod.

- B. Be organized and operated exclusively as a religious and charitable organization within Internal Revenue Code 501(c)(3).

ARTICLE VI.

MEMBERS

The rights and interest of all members of this corporation shall be equal, and no member may have or acquire a greater interest therein than any other member. The members of this corporation shall be all persons who are now, or who may hereafter become members of, FRIENDSHIP CELEBRATION LUTHERAN CHURCH of Ada County, Idaho, Inc. as shall be prescribed by the corporation's constitution and by-laws.

ARTICLE VII.

LIMITATIONS ON DISTRIBUTIONS

No dividends of any kind or nature shall ever be declared to any member of this corporation, and no member shall ever receive any pecuniary profit from certificate of membership in this corporation, it being expressly provided that this shall be a strictly non-profit corporation.

**ARTICLE VIII.
AMENDMENT**

The members of this corporation shall have the power by at least a two-thirds (2/3) vote of the entire membership to repeal, amend or adopt new articles. In addition, the board of directors and/or the members of this corporation shall have the power by at least a majority vote of the entire board or entire membership to repeal or amend the constitution and by-laws of this corporation and adopt new constitution and by-laws; however, the board of directors shall not make nor alter any constitution and by-laws setting forth their number, classification, qualification, term of office, or compensation.

**ARTICLE IX.
BOARD OF DIRECTORS**

The board of directors shall consist of not less than four (4) nor more than nine (9) members, the number to be designated in the constitution or by-laws, and the officers shall consist of at least a president, vice-president, secretary and a treasurer. Additional officers and an executive committee may be authorized by the constitution or by-laws. The names and addresses of the persons who are to act as the initial officers and directors until the election of their successors are:

Director/President	Lynn House Box 813 26178 Gail Lane Middleton, ID 83644
Director/Vice President	Mike Shockey 4905 S. Cole Boise, ID 83709
Director/Secretary	Marianne Snodgrass 3153 Ithaca Street Boise, ID 83709
Director/Treasurer	Tom Buuck 11254 S. E. Hickory Loop Boise, ID 83704

ARTICLE X.
INCORPORATION

The name and address of the incorporator is:

Kimbell D. Gourley
Eberle, Berlin, Kading, Turnbow & McKlveen, Chartered
P.O. Box 1368
Boise, ID 83701

ARTICLE XI.
LIMITATIONS ON ACTIVITIES

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 from federal income tax under section 501(c) of the *Internal Revenue Code* of 1954 (or the corresponding provision of any future United States Internal Revenue law);

B. By a corporation, contributions to which are deductible under section 170(c)(2) of the *Internal Revenue Code* of 1954 (or the corresponding provision of any future United States Internal Revenue law).

Notwithstanding any other provision of these articles, this 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 addition, no substantial part of the activities of the corporation shall be devoted to 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.

ARTICLE XII.
DISTRIBUTION OF ASSETS UPON DISSOLUTION

At the time of the dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property and assets of the corporation shall go and be distributed to Friendship Celebration Lutheran Church - Missouri Synod for a public purpose.

In case Friendship Celebration Lutheran Church - Missouri Synod or any successor is unable to receive the corporation's assets upon dissolution, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which is

organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the *Internal Revenue Code*.

ARTICLE XIII.
AUTHORITY TO CONVEY OR ENCUMBER ASSETS

Conveyance or encumbrance of all or any part of the corporation's property may be made upon the affirmative vote of two-thirds of the entire number of the board of directors then in office, and any such instrument of conveyance or encumbrance shall be signed by the President or Vice President of the corporation and its seal affixed and attested by its Secretary or an Assistant Secretary.

ARTICLE XIV.
INDEMNIFICATION AND LIMITATION ON DIRECTOR LIABILITY

A. Indemnification; Generally.

The corporation may indemnify its director, officers, employees, or agents for liabilities incurred by such directors, officers, employees, or agents in their capacity as such as is provided in these Articles of Incorporation and in the by-laws of the corporation.

B. Limitation on Director Liability for Monetary Damages.

A director shall not be personally liable to the corporation or to its members for monetary damages for breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit the liability of a director to the corporation or to its members for:

1. Any breach of the director's duty of loyalty to the corporation or to its members;
2. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
3. Loans made by the corporation to its directors or officers or any other acts specified in the Idaho Non-Profit Corporation Act as the same may be hereafter amended. Directors who assent to or participate in making such loans are liable to the corporation under Idaho law for the amount of such loan until the repayment thereof;
4. Assenting to or participating in any transaction from which the director derived an improper personal benefit.

The foregoing limitation on personal liability for monetary damages shall apply to acts or omissions occurring since the date of incorporation of this corporation. If the Idaho Non-Profit Corporation Act is hereafter amended to authorize further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Idaho Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article Tenth shall be prospective only and shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

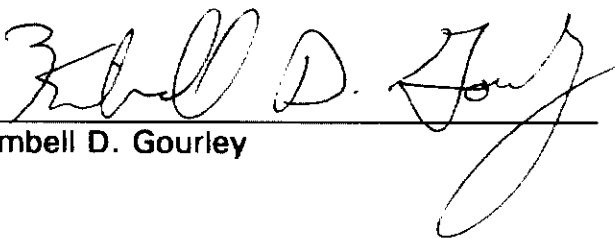
ARTICLE XV.
MERGER OR CONSOLIDATION

This Corporation may, at any time, merge or consolidate with any other corporation not for profit in any manner as may be permitted by the laws of the state of Idaho at the time of such merger or consolidation.

ARTICLE XVI.
CONSTITUTION AND BY-LAWS

The Board of Directors of this Corporation shall have the power to adopt, by a majority vote of the whole Board, such constitution and by-laws as may be deemed necessary or convenient for the proper government and management of the business and affairs of this Corporation and by a majority vote of the whole Board of Directors may amend, alter, or repeal the same at any regular meeting or at any special meeting of the Board of Directors called for that purpose.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this instrument, which is executed in duplicate originals, this 19th day of June, 1998.



Kimbell D. Gourley