

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

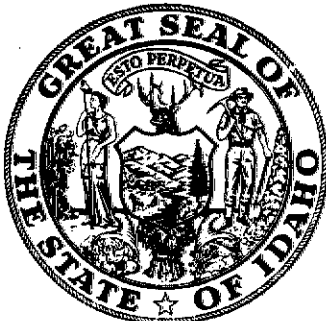
MESSIAH LUTHERAN CHURCH, INC.

File number C 117847

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of MESSIAH LUTHERAN CHURCH, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: January 13, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *L. D. [Signature]*

**ARTICLES OF INCORPORATION
OF
MESSIAH LUTHERAN CHURCH, INC.**

IDAHO SECRETARY OF STATE
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The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME.

The name of the Corporation is MESSIAH LUTHERAN CHURCH, INC.

ARTICLE II. NONPROFIT STATUS.

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION.

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.

The location of this Corporation is in the County of Kootenai, State of Idaho. The address of the initial registered office is 3416 W. Fairway Drive, Coeur d'Alene, Idaho, and the name of the initial registered agent at this address is J. Allen Plahn.

ARTICLE V. PURPOSES.

The purposes for which the Corporation is organized and will be operated are as follows:

A. The principal purpose for which the corporation is being formed is to humbly provide a place of reverent and edifying worship which is consistent with the liturgical worship practices of the Church of all time, and especially with the worship and practice

of the Lutheran church fathers. Our desire is to respond in praise to God for the gifts of His Word, His Love, and His Sacraments, and to develop a fellowship of care and service to nurture one another in the Christian faith and to reach our community and world for Christ.

B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, which purposes shall be exclusively for the benefit of or to carry out the purposes of the MESSIAH LUTHERAN CHURCH, INC., a nonprofit corporation that qualifies as exempt under such Section 501(c)(3) and is described in Section 509[(a)(1)] or [(a)(2)] of the Internal Revenue Code of 1986, as amended from time to time.

C. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI. LIMITATIONS.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its 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 V 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 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 by a corporation exempt from federal

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income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time. At no time shall the Corporation be controlled directly or indirectly by one or more disqualified persons (as defined in Section 4946 of the Internal Revenue Code of 1986, as amended from time to time) other than foundation managers and other than one or more publicly supported organizations.

ARTICLE VII. MEMBERS.

The Corporation shall include the following:

A. Baptized members are all who have been baptized in the name of the Triune God, God The Father, God The Son, and God The Holy Spirit, and who are under the spiritual care of the pastor of the congregation, including the children who have not yet been confirmed.

B. Communicant members are those baptized members who have been confirmed in the Lutheran faith, accepted the confessional standard of Section 3 of the Constitution, and are familiar at least with the contents of Luther's Small Catechism. Communicant members include also those confirmed members who for valid reasons for extended time, are not resident in the parish community.

C. Voting members are communicant members who have reached the age of 18 years and have signed the Constitution of the congregation.

ARTICLE VIII. 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 one (1) nor more than five (5) individuals. The actual number of directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be appointed by the Board of Directors of MESSIAH LUTHERAN CHURCH, INC., Post Falls, Idaho in accordance with subsections (b) or (e) of Section 30-314 of the Act. A majority of the Board of Directors of the Corporation shall also be directors of MESSIAH LUTHERAN CHURCH, INC. The President of MESSIAH

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LUTHERAN CHURCH, INC. shall always be a Director and the Chairman of the Board of Directors of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
President of Messiah Lutheran Church, Inc. J. Allen Plahn	3416 W. Fairway Drive Coeur d'Alene, Idaho 83814

ARTICLE IX. DESIGNATION OF PUBLICLY SUPPORTED ORGANIZATIONS.

The only organization that the Corporation is (i) operated, supervised, or controlled by, (ii) supervised or controlled in connection with, or (iii) operated in connection with, is MESSIAH LUTHERAN CHURCH, INC. MESSIAH LUTHERAN CHURCH, INC. is, therefore, the designated publicly supported organization for purposes of regulations promulgated under Section 509 of the Internal Revenue code of 1986, as amended from time to time. In the alternative, and in strict compliance with such regulations, in particular, Section 1.509(a)-4(d)(4)(i)(a), the Board of Directors may substitute another publicly supported organization or organizations for MESSIAH LUTHERAN CHURCH, INC., but only upon its loss of exemption, substantial failure or abandonment of operations, dissolution or occurrence of other like event that is beyond the control of the Corporation. Such substituted publicly supported organization or organizations shall be limited to corporations, community chests, funds or foundations which are exempt under Section 501(c)(3) and are not private foundations under Section 509 of the Internal Revenue code of 1986, as amended from time to time.

ARTICLE X. INCORPORATOR.

The name and street address of the incorporator is J. Allen Plahn, 3416 W. Fairway Drive, Coeur d'Alene, Idaho 83814.

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ARTICLE XI. DISTRIBUTION ON DISSOLUTION.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation {to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine.} or {In doing so the Board of Directors shall distribute such assets among so many of the following nonprofit organizations: MESSIAH LUTHERAN CHURCH, INC. as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine.} Any such assets not so distributed shall be distributed 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 organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE XII. BYLAWS.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 2 day of January, 1997.



J. ALLEN PLAHN
President