

ARTICLES OF INCORPORATION **FILED**
OF 98 DEC 23 AM 9:12
SECRETARY OF STATE
STATE OF IDAHO
REACHING OUT MINISTRIES, INC.

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"), adopts the following Articles of Incorporation ("Articles").

ARTICLE I

Name. The name of the Corporation is Reaching Out Ministries, 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

Registered Office and Agent. The location of the Corporation is in the City of Payette, County of Payette, and in the State of Idaho. The address of the initial registered office is 633 2nd Avenue South, Payette, Idaho 83661, and the name of the initial registered agent at such address is Theron Piper.

ARTICLE V

Purpose. The purpose for which the Corporation is organized and will be operated are as follows:

A. To plan, build and operate a charitable foodbank which caters to the nutritional needs of indigent persons, with a particular emphasis on children.

B. Charitable, religious, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

THOMAS SECRETARY OF STATE

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C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including but not limited to, the power to accept donations of money, property, whether real or personal, or any other things 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 members, if any, 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 for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLES VII

Members. The Corporation shall not have any members.

ARTICLE VIII

Board of Directors. The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporations's Bylaws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation 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:

NAME

ADDRESS

Theron Piper

633 2nd Avenue South
Payette, Idaho 83661

ARTICLE IX

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 that 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 the purposes of or to such organization, as such Court shall determine to be consistent with the purposes of the Corporation.

ARTICLE X

Incorporator. The name of the incorporator is Mike Roe and the incorporator's address is 219 South Main, Payette, Idaho 83661.

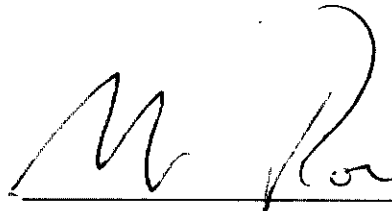
ARTICLE XI

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

ARTICLE XII

Amendment. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

IN WITNESS WHEREOF, I have subscribed these Articles of Incorporation this 01 day of December, 1998.

A handwritten signature in dark ink, appearing to be 'M Roe', is written over a horizontal line.

Mike Roe, Incorporator