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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
THE GRACE FOUNDATION, INC.

IDAHO SECRETARY OF STATE

12/16/1998 09:00
CI: 100228 BH: 178752

10.00 = 30.00 INC MONY # 2

C126085

The undersigned, acting as incorporators of a corporation under the Idaho Non-Profit Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. NAME: The name of the corporation is The Grace Foundation, Inc.
2. NON-PROFIT: This is a non-profit corporation.
3. DURATION: The period of it's duration is perpetual.
4. PURPOSES: The corporation is exclusively organized for, and shall at all times hereafter be operated for the benefit of, to perform the functions of, or to carry out the charitable, religious, and/or educational purposes of the Grace Lutheran Evangelical Congregation of Pocatello, Idaho, Inc., a/k/a the Grace Lutheran Church/School, by accepting, holding, investing reinvesting and administering any and all gifts, bequests, devises, benefits of trusts, and property of any sort, without limitation as to amount or value, and to use, disburse, or donate the income or principal thereof for purposes expressed herein which include, alone or in combination, any of the following:
 - i. To be applied for the mission and ministry of the Grace Lutheran Church and/or School, such as physical improvements to Church and School facilities, obtaining new equipment, property and buildings and to renovate and remodel existing property;
 - ii. To stimulate the Development of Educational programs of the Grace Lutheran Church and/or School; and
 - iii. To contribute to the Grace Lutheran Church and/or School, or its successor(s), by dispersing as permitted either income or principal, or both, from such property as the

Corporation may from time to time own, exclusively for educational, charitable, and/or religious purposes, including, without limitation, paying tuition and other educational expenses of students who are in need of financial assistance.

5. POWERS: The corporation shall be authorized to do any and all acts and things and to exercise any and all powers which may now or hereafter may be lawful for the corporation to do or exercise under the Idaho Nonprofit Corporation Act to accomplish any of the purposes enumerated in paragraph 4. Notwithstanding any of the provisions enumerated herein, 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.

6. MEMBERSHIP: This corporation is to have no members or shareholders. The name and address of the corporation which has authority to elect the directors is as follows:

Grace Lutheran Evangelical Congregation of Pocatello, Idaho, Inc.
1350 Baldy Avenue
Pocatello, Idaho 83201

7. REGISTERED AGENT AND OFFICE: The initial registered agent is Dick Scott and the initial registered office is located at 1350 Baldy Avenue, Pocatello, Idaho 83201

8. BOARD OF DIRECTORS: The number of Directors constituting the initial Board of Directors of the corporation is seven (7), whose names and addresses are:

Mike Marquette
5063 Elizabeth
Chubbuck, ID 83202

Glenn Stokes
768 Dogwood
Pocatello, ID 83201

Randy Fowler
776 W. Portneuf Rd.
Pocatello, ID 83204

Liz Cross
5360 Buckskin Rd.
Pocatello, ID 83201

Thomas F. Dial
533 Appaloosa
Pocatello, ID 83201

William Mott, M.D.
1493 Partridge Cove
Pocatello, ID 83201

John A. Engleson
353 North 4th
Pocatello, ID 83204

9. INCORPORATORS: The names and addresses of each incorporator are:


Mike Marquette
5063 Elizabeth
Chubbuck, ID 83202

Dick Scott
11221 W 2 ½ Mile Rd.
Chubbuck, ID 83202

10. DISSOLUTION: Upon the termination, dissolution, or winding up of the corporation in any manner or for any reason, as provided in Idaho Code §§30-3-110 through 30-3-115, its assets, if any remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed only to one or more organizations having exclusively the charitable, religious, or educational purposes as the entity identified in paragraph 5, such as The Lutheran Church - Missouri Synod Foundation, as further defined in section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code. Any such assets not so disposed shall be disposed of by a court of competent jurisdiction of the State of Idaho, exclusively for such purposes or to such organization or organizations, as said Court shall determine, consistent with any specific designation placed on such funds.

DATED this 8 day of December, 1998.

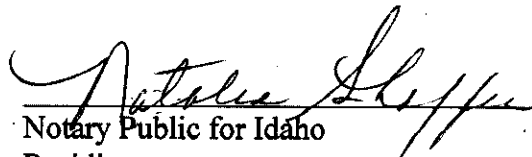

MIKE MARQUETTE


DICK SCOTT

STATE OF IDAHO)
 :SS
County of Bannock)

On this 8th day of December, 1998, before me, the undersigned, a Notary Public in and for said State, personally appeared Mike Marquette and Dick Scott, known to me to be the persons whose names are subscribed to the foregoing and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.


Notary Public for Idaho
Residing at:
My commission expires: