

FILED/EFFECTIVE

ARTICLES OF INCORPORATION OF BETHEL SHALOM MINISTRIES, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Non-Profit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act") adopt the following Articles of Incorporation ("Articles").

Article I. Name

The name of the Corporation is BETHEL SHALOM MINISTRIES, INC. ("Corporation").

Article II. Nonprofit Status

This is a non-profit corporation.

Article III. Period of Duration

The period of its duration is perpetual.

Article IV. Registered Office and Agent

The location of the Corporation is in the City of Grangeville, County of Idaho, State of Idaho. The address of the initial registered office is Route 2 Box 157, Grangeville, Idaho 83530, and the name of the initial registered agent at this address is Vicki M. Cochrane.

Article V. Purposes

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

This organization is organized exclusively for CHARITABLE purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization 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).

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

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1 of money, property, whether real or personal, or any other things of value.
2 Nothing herein shall be deemed to authorize or permit the Corporation to carry on
3 any business for profit, to exercise any power, or to do any act that a
4 corporation formed under the Act, or any amendment thereto or substitute
5 therefore, may not at that time lawfully carry on or do.

6 Article VI. Limitations

7 No part of the net earnings or the assets of the Corporation shall inure to
8 the benefit of, or be distributable to, its directors, officers, or other private
9 persons except that the Corporation shall be authorized and empowered to pay
10 reasonable compensation for services rendered and to make payments and
11 distributions in furtherance of the purposes set forth in Article V above. No
12 substantial part of the activities of the Corporation shall be for the carrying
13 on of propaganda, or otherwise attempting to influence legislation, and the
14 Corporation shall not participate in, or intervene in (including the publishing
15 or distribution of statements) any political campaign on behalf of any candidate
16 for public office. Notwithstanding any other provisions of these Articles, the
17 Corporation shall not carry on any other activities not permitted to be carried
18 on by a corporation exempt from federal income taxation under Section 501(c)(3)
19 of the Internal Revenue Code of 1986, as amended from time to time.

20 Article VII. Members

21 This corporation shall have no members or shareholders.

22 Article VIII. Board of Directors

23 The affairs of the Corporation shall be managed by its Board of Directors.
24 The number of Directors serving on the Board of Directors shall be fixed in
25 accordance with the Corporation's Bylaws. Other than the Directors constituting
26 the initial Board of Directors, who are designated below, the Directors shall be
27 elected by the existing Directors in the manner and for the term provided in the
28 Bylaws of the Corporation.

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

1 Allen M. Cochrane, Route 2 Box 157, Grangeville, ID 83530
2 Vicki M. Cochrane, Route 2 Box 157, Grangeville, ID 83530

3 Article IX. Distribution on Dissolution

4 Upon dissolution of the Corporation, the Board of Directors shall, after
5 paying or making provision for the payment of all liabilities of the Corporation,
6 distribute all the assets of the Corporation consistent with the purposes of the
7 Corporation to such educational organization or organizations as shall at that
8 time qualify as exempt organizations under Section 501(c)(3) of the Internal
9 Revenue Code of 1986, as amended from time to time, in such manner as the Board
10 of Directors shall determine. Any such assets not so distributed shall be
11 distributed by the district court of the county in which the principal office of
12 the Corporation is then located, exclusively for the purposes or to such
13 organizations, as such court shall determine to be consistent with the purposes
14 of the Corporation.

15 Article X. Incorporators

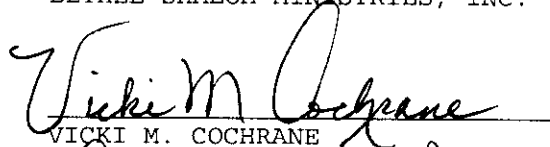
16 The names and addresses of each incorporator is:

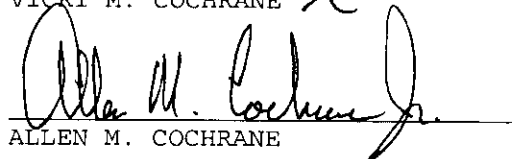
17 Allen M. Cochrane, Route 2 Box 157, Grangeville, ID 83530
18 Vicki M. Cochrane, Route 2 Box 157, Grangeville, ID 83530

19 Provisions for the regulation of the internal affairs of the Corporation
20 shall be set forth in the Bylaws. The Board of Directors of the Corporation
21 shall be authorized to amend the Corporation's Bylaws at a properly noticed
22 special or regular meeting of the Board of Directors.

23 DATED this 8th day of October, 2002

24 BETHEL SHALOM MINISTRIES, INC.

25 
VICKI M. COCHRANE

26 
ALLEN M. COCHRANE