

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION  
OF  
CYRUS FUND, INC.**

10 DEC -6 AM 8:58

SECRETARY OF STATE  
STATE OF IDAHO

We the undersigned persons, acting as the incorporators of a corporation under the provision of Title 30, Chapter 3 of the Idaho Code commonly known as the Idaho Nonprofit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

**ARTICLE I - NAME**

The name of this corporation shall be: Cyrus Fund, Inc.

**ARTICLE II - DURATION**

The period of duration of the corporation shall be perpetual

**ARTICLES III - PURPOSE**

This corporation is organized for the purposes of, without limitation, providing the means of equipping and advancing the work of God's people for God's Kingdom.

To facilitate these purposes, this corporation is organized to propagate and practice the teachings of the Gospel through missionary, benevolent, educational, charitable, and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any further United States internal revenue law.

**ARTICLE IV - LIMITATIONS**

No part of the net earnings of this corporation shall inure to the benefit of any private member or individual. No substantial part of the activities of the organization will be used to carry on propaganda, or otherwise attempt to influence legislation, (except as otherwise provided in subsection (h) of the IRC). This corporation will not be used to participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Consistent with its purposes and subject to these limitations, the corporation is organized to do any lawful activity permitted under the laws of the State of Idaho.

**ARTICLE V - POWERS**

The corporation shall have all powers granted by law necessary and proper to carry out its above-stated purposes, consistent with its qualification under Section 501(c)(3).

IDAHO SECRETARY OF STATE  
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#### **ARTICLE VI – BOARD OF DIRECTORS**

The internal affairs of this corporation shall be managed by a board of directors elected by action of the Board of Directors pursuant to the Bylaws of the corporation. All other provisions for the regulation of the internal affairs of this corporation shall be set forth in the Bylaws.

#### **ARTICLE VII – MEMBERSHIP**

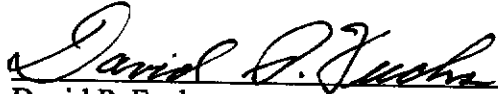
The corporation shall not have members.

#### **ARTICLE VIII – ADDRESS AND REGISTERED AGENT**

The address of the initial registered office of the corporation shall be 601 25<sup>th</sup> Avenue, Lewiston, Idaho 83501. The name of the initial registered agent of the corporation at such office shall be David P. Fuchs.

#### **CONSENT TO APPOINTMENT AS REGISTERED AGENT**

I, David P. Fuchs, hereby consent to serve as the registered agent in the State of Idaho for the corporation herein named. I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of any resignation or any change in the registered address of the corporation for which I am agent.

  
David P. Fuchs

#### **ARTICLE IX – INCORPORATORS**

The number of persons constituting the incorporators and the initial board of directors of the corporation shall be six (6) and are set forth as follows:

**NAMES**

**ADDRESSES**

Josephine A. Paradise

1426 8<sup>th</sup> Street, #A, Lewiston, Idaho 83501

Lin H. Hall

830 Tamarack Drive, Lewiston, Idaho 83501

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**David P. Fuchs**

**601 25<sup>th</sup> Avenue, Lewiston, Idaho 83501**

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**Kevin L. Beeson**

**2755 27<sup>th</sup> Street, Clarkston, Washington 99403**

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**Jephrey M. Chavez**

**3600 Country Club Drive, Lewiston, Idaho 83501**

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**Antonio E. Smith**

**117 Locust Street W, Lapwai, Idaho 83540**

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Election of the regular board of directors shall take place at the first annual meeting of the Board of Directors of the corporation as described in the Bylaws of the corporation. Terms of service shall be of three (3) years. The Board is hereby authorized to stagger the terms as one (1) year, two (2) years, and three (3) years. Any change in the number of directors of the corporation shall be made consistent with the provisions for regulation of the internal affairs of the corporation as set forth in the Bylaws.

#### **ARTICLE X – AMENDMENTS**

Amendments to these Articles of Incorporation may be made at any annual meeting or special meeting of the board of directors, and must be made in the following manner:

Amendments shall be adopted at a meeting of the board of directors upon receiving the vote of a majority of the directors in office. Any number of amendments may be submitted and voted upon at any one meeting. A written notice of the meeting, which shall include as a purpose the intent to amend the Bylaws, shall be provided.

*See, Idaho Code 30-3-90.*

#### **ARTICLE XI – TERMINATION AND FINAL DISTRIBUTION**

In the event that this corporation ceases to function as a non-profit corporation or is dissolved for any reason, its assets shall be equally distributed to the churches of the Pastors/Board Members of Cyrus Fund, Inc., provided such organization qualifies at such time for exemption as an organization described in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended from time to time, in such a 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 organization as said court shall determine to be consistent with the purposes of this corporation.

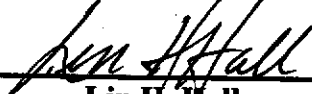
## ARTICLE XII – INDEMNIFICATION

The Corporation will indemnify any director, officer, employee, or agent of the corporation made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than one by or in the right of the corporation to procure a judgment in its favor, brought to impose a liability on such person for an act alleged to have been committed by such person in his or her capacity as director or officer of the corporation, or as director, officer, employee or agent of any other entity when he or she served at the request of the corporation), by reason of fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise. Indemnification shall include judgments, amounts paid in settlement and reasonable expenses, including attorney fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal therein. Indemnification shall occur if such person is either successful in his or her defense or if the proceeding is terminated by settlement, and if such person acted in good faith in the reasonable belief that such action was in the best interests of the corporation. In criminal actions or proceedings, indemnification shall occur only if such person had reasonable grounds for belief that such action was lawful. No indemnification shall exist for criminal acts committed by such person.

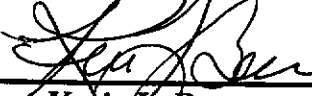
DATED this 15<sup>th</sup> day of December, 2010.

### INCORPORATORS AND INITIAL BOARD OF DIRECTORS


  
Josephine A. Paradise

  
Lin H. Hall

  
David P. Fuchs

  
Kevin L. Beeson

  
Jeffrey M. Chavez

  
Antonio E. Smith