

**ARTICLES OF INCORPORATION  
OF**

**GOSPEL SHOP MINISTRIES, INC.  
A NON-PROFIT CORPORATION**

**FILED**

**98 APR 28 AM 9:03**

**SECRETARY OF STATE  
STATE OF IDAHO**

**ARTICLE I - NAME**

The name of the corporation shall be Gospel Shop Ministries, Inc., and its location shall be Boise, Idaho.

**ARTICLE II - DURATION**

The period of this corporation shall be perpetual.

**ARTICLE III - PURPOSES**

The business and purposes of this Corporation shall be educational, civic, and social purposes and religious purposes, which are to educate people in discipleship, to provide the homeless with food and clothing, and to share the Gospel with the homeless, other disadvantaged people, and with any community in which the corporation becomes active. The Corporation's purposes include any and all activities however remotely related, including but not limited to seeking grants or other funds, to establishing these goals.

The Corporation further reserves as its purposes all acts permitted pursuant to Idaho Code §30-3-23(1).

This Corporation is organized exclusively for educational, civic, social and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code. Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed according to Article X to non-profit Corporations which have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE IV - NON-STOCK, NON-MEMBER CORPORATION**

This Corporation shall have no members, shall issue no stock, and shall neither declare nor pay dividends or profits.

**ARTICLE V - NUMBER OF DIRECTORS**

The initial number of Directors shall be no less than five (5) and no more than eleven (11), and the number shall be changed only by a majority of the then Directors at a Directors' meeting held no less than thirty (30) days prior to any election of new Directors.

IDAHO SECRETARY OF STATE

04/28/1998 09:00  
CR: 6566 CF: 64965 BM: 105284

1 @ 30.00 = 30.00 INC MONY

C 123840

## ARTICLE VI - BOARD OF DIRECTORS

The future Board of Directors shall be appointed by the initial Board of Directors of the Corporation, in the manner provided by the Bylaws of the Corporation. The term of office of each Director shall be four (4) years.

The initial Board of Directors shall consist of the following individuals:

R. Michael Rodriguez  
4614 Denton  
Boise ID 83705

William Cordova  
4309 Libby St.  
Boise ID 83705

Stephen T. Sherer  
30 E. Franklin Road, Suite 10  
Meridian ID 83642

Cindy Rodriguez  
4614 Denton  
Boise, ID 83705

Curtis Lloyd Stokes  
1949 N. Waterfall St.  
Meridian ID 83642

## ARTICLE VII - CORPORATE OFFICERS

The general officers of the Corporation shall be executive director, assistant director, secretary and treasurer.

The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interest of the Corporation.

Whenever the Board of Directors may so order, any two offices, the duties of which do not conflict, may be held by one person, except that the offices of Secretary and President may not be held by the same person.

The Officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the Bylaws.

## ARTICLE VIII - ELECTION OF OFFICERS

The Officers of the Corporation shall be elected annually by the Board of Directors, and an Officer who states in writing to the Board that he or she wishes to remain an Officer shall be replaced only by the vote of a majority of the full Board then in Office.

## ARTICLE IX - REGISTERED AGENT AND ADDRESS

The registered agent and address for service of process shall be

Stephen T. Sherer  
P. O. Box 31  
30 E. Franklin Rd., Suite 10  
Meridian ID 83680

## ARTICLE X - WINDING UP AND DISSOLUTION

Upon a vote of the majority of the Directors of the Corporation, at a meeting of which all Directors have been provided thirty (30) days notice of an intention to dissolve the Corporation, the Corporation may be dissolved as provided in Idaho Code §§ 30-3-110 through 30-3-112. After payment of all legitimate claims against the Corporation and the expenses of winding up the Corporation, all remaining assets and property, both real and personal, of the Corporation shall either be sold at fair market value or turned over to the following entities (in order of preference) to continue service to the communities or to liquidate, at the option of the successor.

1. Capital Christian Center  
2760 E. Fairview  
Meridian ID 83642
2. Some other non-profit Corporation with exempt [501(c)(3)] status with like goals and objectives of this Corporation, as determined by the then-directors of the Board.

## ARTICLE XI

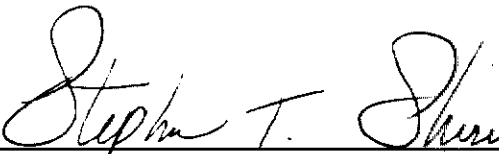
The Directors of this Corporation shall not be personally liable to the Corporation for breach of any fiduciary duty owed to the Corporation, except for the following instances:

1. Breaches of the Director's duty of loyalty;
2. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
3. Any transaction by which a Director derived an improper personal benefit;
4. A Director's assent to any distribution of the assets of the Corporation without providing for payment of all known debts, liabilities and obligations of the Corporation prior to dissolution or liquidation.

## ARTICLE XII

These Articles of Incorporation shall only be amended upon legal notice and vote as required by Idaho Code §§ 30-3-89 through 30-3-99. No third party approval shall be required for creating any amendment to the Articles of Incorporation or Bylaws.

DATED this 17 day of April, 1998.

  
Stephen T. Sherer, Incorporator