

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

ST. JOHN'S EVANGELICAL LUTHERAN CHURCH, INC

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

ST. JOHN'S EVANGELICAL LUTHERAN CHURCH, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated January 11, 19 91.



Pete T. Cenarrusa

SECRETARY OF STATE

Clara Hake

Corporation Clerk

ARTICLES OF INCORPORATION
OF
ST. JOHN'S EVANGELICAL LUTHERAN CHURCH, INC.

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ARTICLE I - NAME AND INCORPORATION

The name of this Corporation shall be St. John's Evangelical Lutheran Church, Inc. This Corporation shall be incorporated as a nonprofit corporation under the laws of the State of Idaho and shall remain in existence as a perpetual incorporation, until such time that its members determine it should be dissolved. The incorporator of these articles is Gwenn Spence, 3536 Spence Road, Moscow, Idaho.

ARTICLE II - PURPOSE

The purpose of this Corporation shall be to proclaim and propagate the christian faith through the personal witness of its congregational members, providing for, and encouraging the use of the means of grace, and cooperation in the work and service of the American Lutheran Church.

ARTICLE III - POWERS

The powers of the Corporation shall be those necessary to fulfill its purposes, as set forth in the Constitution of the Corporation of St. John's Evangelical Lutheran Church, Inc.

The powers of the Corporation shall be vested in the Corporation's meeting, called and conducted in such manner as is provided in the Constitution, and assigned from time to time by the Corporation's meeting, in the boards elected by the Corporation.

In the fulfillment of its purpose, the Corporation is empowered to:

1. Acquire real and personal property by gift, devise, bequest, purchase, or other lawful means;
2. Hold title to and use its property for any and all activities consistent with its purpose;
3. Sell, mortgage, lease, transfer, or otherwise dispose of its property by any lawful means;
4. Enter into contract;
5. Sue and be sued.
6. Elect officers and boards for the exercise of their powers and authority and require them to conduct their affairs in accordance with the constitution and its by-laws, and the resolutions of the congregation.

Real property shall not be purchased, disposed of, or encumbered in any manner except by resolution adopted by not less than a two-thirds majority ballot vote of the members present and voting at a legally called meeting of the congregation.

Should the Corporation cease to do business and be dissolved, all property and funds remaining after the payment of the debts of the Corporation shall be distributed to The American Lutheran Church (or its successor) or a corporation, trust, foundation, or other organization organized and existing for religious and/or charitable purposes which would then qualify under the provision of Section 501(c)(3) of the Internal Revenue Code, as one enacted or as may hereafter be amended.

ARTICLE IV - REGISTERED OFFICE

The location and address of the registered office and agent of this incorporation is: David C. Baumgartner, Latah County, Genesee, Idaho.

ARTICLE V - BOARD OF DIRECTORS

At its annual meeting the Corporation shall elect, in the manner provided in the by-laws, a board of directors of nine members composed of the following: three trustees, three deacons, a president, a secretary, and a treasurer. No member shall be eligible for more than two (2) successive terms in the same elected office. The following is a list of the board of directors at the time of incorporation:

David Baumgartner, President
Route 2, Box 118
Genesee, Idaho 83832

Maxine Davis, Treasurer
Route 1, box 103 A
Genesee, Idaho 83832

Vernon Peterson, Trustee
Route 1, Box 99
Genesee, Idaho 83832

Verla Perterson, Deacon
Route 1, Box 99
Genesee, Idaho 83832

Viola Scharnhorst, Deacon
Route 2, Box 211
Genesee, Idaho 83832

Bertle Spence, Trustee
3535 Spence Rd.
Moscow, Idaho 83843

Brian Spence, Trustee
3536 Spence Rd.
Moscow, Idaho 83843

Gwenn Spence, Secretary
3536 Spence Rd.
Moscow, Idaho 83843

The board of directors shall:

1. Exercise only such authority as may be delegated to it by the congregation, and this authority shall be exercised in accordance with the constitution, by-laws, and resolutions of the congregation.
2. Work with the pastor in providing for the spiritual care of the congregation, and in promotion of its material welfare.
3. Act upon such disciplinary matters as may be referred to it, provided, however, that no member shall be excommunicated without action of the congregation.
4. Manage the financial affairs of the congregation.
5. Elect from its own membership a vice-president, who shall also be the vice-president of the congregation, and shall perform the usual duties of that office.
6. Appoint such committees as may be necessary or advisable to facilitate the discharge of the above responsibilities.

ARTICLE VI - DISTRICT AND CONFERENCE MEMBERSHIP

For the better attainment of its objectives and purposes, this Corporation shall hold membership in, and cooperate with the work of the Palouse Conference and the North Pacific District of the American Lutheran Church. It shall be subject to the policy and discipline of The American Lutheran Church.

Since it is affiliated with The American Lutheran Church, this Corporation is ready to be served by representatives of The American Lutheran Church in the various capacities to which they have been called or appointed.

The Corporation claims for itself all the rights and privileges and accepts all the duties and obligations connected with such membership.

The Corporation covenants to support, with prayer, personal service, and offerings, the common work of the church.

Severance of membership in The American Lutheran Church shall require a two-thirds majority ballot vote of all voting members present and voting at a legally called and conducted congregational meeting. Such a decision shall not be effective until at least ninety days after the Bishop has been notified, and until the initial action has been ratified by two-thirds majority ballot vote at a subsequent legally called and conducted meeting.

ARTICLE VIII - THE PASTORAL OFFICE

Authority to call a pastor shall rest in the congregation. Such authority to call shall be exercised by at least a two-thirds majority vote of members present and voting at a meeting properly called for that purpose. Before a call is issued, the officers, or a committee authorized by the congregation shall seek the advice and help of the Bishop of the District.

Only a clergyman of The American Lutheran Church in good standing, or one who is recommended for call by the church council of The American Lutheran Church may be called as a pastor of this congregation.

The pastor, as spiritual leader of the congregation, shall be an advisory member of the church council and of all boards, committees, and organizations of the congregation.

In the event of a vacancy in the pastoral office, the church council shall, in consultation with the District Bishop, provide for interim pastoral service.

If in the judgment of the congregation, the pastor is no longer able to serve it satisfactorily, the pastor may be requested to resign.

Before resignation is requested, all parties, including the specially called meeting of the church council at which the District Bishop, or an authorized representative, shall be present. After the hearing before the church council, a special meeting of the congregation may be called to consider a request for the pastor's resignation. A resolution requesting a pastor's resignation must be adopted by a majority ballot vote of those present and voting. Not less than ten days notice of such meeting of congregation must be given. If the pastor's resignation has been requested in the manner here provided, the pastor shall vacate the office at the time the congregation specify. Should the pastor fail to do so, the church council shall declare the pastoral office vacant.

In the event of alleged defection in doctrine or alleged conduct unbecoming a pastor, the matter shall be referred by the church council to the District Bishop for disciplinary action as provided in the constitution and by-laws of The American Lutheran Church.

ARTICLE IX - CONGREGATIONAL MEETINGS

The power and authority of the congregation shall be exercised through the congregation's meetings, called and held in conformity

with civil laws and the provision of the constitution and by-laws of the congregation.

The annual and quarterly meeting of the congregation shall be held as specified in the by-laws.

A quorum for any regular or special meeting of the congregation shall be ten percent of the voting members.

A special meeting of the congregation may be called by action of the congregation, by petition of at least ten percent of the voting members, or by any one of the following: the church council, the president of the congregation, or the pastor. The president or the church council shall call a special meeting upon request of the District Bishop. Official notice of a special meeting of the congregation shall be in writing and shall be posted conspicuously in the place where the congregation customarily worships. Such notice shall state the time, the place, and the purpose of the meeting. It shall be signed by the president and the secretary of the congregation, or by the person or persons who have called the meeting as authorized by this paragraph. The notice of a special meeting shall also be read at all public services of the congregation held during the ten days preceding the date of the meeting. If no services are held during the stipulated time, not less than five days written notice of such meeting shall be given; provided, however, that not less than ten days written notice of a meeting called to consider a resolution requesting the pastor to resign shall be given; and provided; further that a meeting called to consider the disposition or encumbrance of real property must be called and held in conformity with such provisions of civil law as may be applicable.

The pastor shall be notified of the time and place at which a special meeting of the congregation is to be held.

Only the business for which a special meeting has been called shall be transacted at the meeting, except by unanimous consent of those present at a legal called meeting, at which a majority of the voting members of the congregations are present.

A meeting of the congregation may be majority vote recess to reconvene at a specified time and place. A meeting may also recess to reconvene upon call; provided. However, that the time and place of such a reconvened meeting must be announced at a public service of the congregation, and not less than three days written notice be given of the reconvened meeting.

ARTICLE X - CONFESSION OF FAITH

This Corporation accepts all the Canonical Books of the old and new testaments as a whole, and in all their parts as the divinely inspired, revealed and inerrant Word of God, and submits to this as the only infallible authority in all matters of faith and life.

As brief and true statements of the doctrine of the Word of God, this Corporation accepts and confesses the following symbols, subscription to which shall be required of all its members: (1) the ancient Ecumenical Creeds; the Apostolic, the Nicene, and the Athanasian; (2) the Unaltered Augsburg Confession and Luther's

Small Catechism.

As further elaboration of, and in accord with these Lutheran symbols, this Corporation also receives the other documents in the Book of Concord of 1580; the Apology; Luthers' Large Catechism; the Samlcaid Articles; and the Formula of Concord; and recognizes them as normative for its theology.

The Corporation accepts, without reservation the symbolical books of the Evangelical Lutheran Church, not insofar as, but because they are the presentation and explanation of the pure doctrine of the Word of god and a summary of the Faith of the Evangelical Lutheran Church.

ARTICLE XI - WORSHIP

As an expression of the unit of the Church in Christ, this Corporation through its congregational members, recognizes the desirability of conforming to the practices of member congregations in using such forms of worship, including liturgies and hymn books. as are recommended by The American Lutheran Church. Only such variations as are authorized by the Corporation members shall be permitted.

ARTICLE XII - BY-LAWS

The congregation shall adopt such by-laws as may from time to time be found necessary. No By-law may conflict with the constitution.

By-laws may be adopted or amended at any legally called meeting of the congregation, by a two-thirds majority vote of those present and voting. The proposed by-law or amendment must be read at a public service of the congregation or mailed to the voting members; in either case, at least ten days prior to the meeting.

ARTICLE XIII - AMENDMENTS

The doctrinal basis and the confessional subscription as contained in Article X; the purpose as contained in Article II; and this section of Article XIII shall be unalterable; and no amendment to the constitution shall conflict therewith.

A proposed amendment to this constitution shall be:


1. Read at public service of the congregation or mailed to the voting members in either case at least thirty days before the legally called meeting at which it is to be considered;
2. Approved with or without change, at the next legally called meeting by a two-thirds vote of those present and voting, provided at least thirty (3) days has elapsed

between the meeting at which the proposed Amendment was approved, and the meeting at which it is to be ratified.

If a proposed amendment fails of adoption, it may amended by a majority vote of those present and voting; and adopted without change by a two-thirds vote of those present and voting at the next following legal called meeting at which the proposed amendment was amended and adopted, and the meting at which it is to be ratified.

The foregoing Articles of Incorporation for St. John's Evangelical Lutheran Church, Inc., constitute the full elements required for Articles of Incorporation, pursuant to Idaho Code and The American Lutheran Church, and are true and correct to the best of my knowledge and understanding.

DATED this 9th day of January, 1991.


Gwenn Spence
Incorporator