

**RESTATEMENT OF ARTICLES OF INCORPORATION**  
**OF**  
**ECHO HILLS CHURCH, INC., OF LEWISTON, IDAHO**  
**A NONPROFIT CORPORATION**

For Office Use Only

**-FILED-**

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KNOW ALL PERSONS BY THESE PRESENTS:

The undersigned, acting in the capacities indicated below and on behalf of Echo Hills Church, Inc., of Lewiston, Idaho, an Idaho religious nonprofit corporation (the "Corporation"), hereby certifies as follows pursuant to Idaho Code § 30-30-706:

- A. Immediately prior to the filing of these Amended and Restated Articles of Incorporation of Echo Hills Church of Lewiston, Inc. (these "Articles"), the Corporation was governed by certain Articles of Amendment to Amend and Restate the Articles of Incorporation of First Assembly of God, Inc., of Lewiston, Idaho filed with the Idaho Secretary of State on January 19, 1999 (the "Amended Articles").
- B. Immediately prior to the filing of these Articles, the Corporation did have voting members, as set forth in the Amended Articles. As such, the foregoing Articles have been duly approved by the required vote of members in accordance with Idaho Code § 30-30-705. The total number of voting members of the Corporation is 79. The number of members present at the meeting called for such purpose was 32. The number of member votes in favor of the Articles was 32. The number of member votes in favor of the Articles equaled or exceeded the vote required. The vote required for amendment is 2/3 of the members present at such a meeting called for such purpose in accordance with Article X of the Amended Articles.
- C. The Board of Directors has approved these Articles and the amendments set forth herein.

In accordance with Idaho Code § 30-30-706(9), these Articles replace and supersede, in their entirety, the Amended Articles.

**ARTICLE I: NAME**

The name of the Corporation is "ECHO HILLS CHURCH OF LEWISTON, INC."

**ARTICLE II: DURATION**

The period of the duration of this Corporation is perpetual.

**ARTICLE III: PURPOSES**

This Corporation is organized and shall at all times be operated exclusively for religious, charitable, or educational purposes and does not contemplate monetary gain or profit to the members thereof, and the specific purpose for which it is formed shall be as follows:

3.1 This Corporation shall have the right to govern itself and to conduct its own affairs according to the standard of the New Testament Scriptures and of the Northwest District Council and the General Council of the Assemblies of God. This right shall specifically include such matters as the call of

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a pastor, or co-lead pastors, the election of the church board, and the discipline of its members and the conducting of its own services and church programs.

3.2 To acquire by gift, purchase, or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real and personal property in connection with the affairs of the Corporation in accordance with the limitations imposed by the Bylaws of the Corporation.

3.3 To have and to exercise any and all powers, rights and privileges of a corporation organized under Chapter 30, Title 30 of Idaho Code, also known as the Idaho Nonprofit Corporation Act (the "Act"), as may be amended from time to time, may now or hereafter have or exercise, subject only to the limitations contained in the Bylaws and the amendments thereto.

3.4 The Corporation is to be operated exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of its charter, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### ARTICLE IV: POWERS

4.1 The Corporation shall exercise all powers granted by law to exempt corporations and to do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation.

4.2 The Corporation, through action of its Board of Directors, shall have the power to adopt, amend, or repeal Bylaws, which shall, from time to time, be adopted.

4.3 The religious doctrine governing the affairs of the Corporation are inconsistent with the provisions of the Act on the same subject, the religious doctrine of the Corporation shall control to the extent required by the Constitution of the United States or the constitution of the State of Idaho or both.

#### ARTICLE V: REGISTERED OFFICE AND AGENT

The address of the Corporation's registered office shall be 3215 Echo Hills Drive, Lewiston, Idaho 83501 in Nez Perce County and Michael Richardson is hereby appointed the initial registered agent of the Corporation, whose mailing address shall be the same.

#### ARTICLE VI: MEMBERSHIP

4.1 This Corporation is a Church with a membership, and the management of its affairs is vested in the Church's Elders (the "Board of Directors").

4.2 Membership in this Corporation (the "Congregation") shall be established in accordance with the Bylaws enacted to govern the affairs of the Corporation.

#### ARTICLE VII: BOARD OF DIRECTORS

7.1 The business affairs of the Corporation shall be managed by a Board of Directors ("Directors"), who are also the Church's Elders. The number of Directors shall be fixed by the Bylaws and may be increased or decreased from time to time in the manner specified therein. The first Board of Directors shall consist of three (3) to thirteen (13) members, who shall serve until the next annual meeting of the Corporation and their successors are elected and qualified, unless they earlier resign or are removed. These Directors are:

Jephrey Chavez 3600 Country Club Dr., Lewiston, ID 83501

Michael Richardson 2424 14<sup>th</sup> St., Lewiston, ID 83501

Bryan Pederson 2308 Chukar Court, Clarkston, WA 99403

Dea Hibdon 311 Karin Ave., Lewiston, ID 83501

#### ARTICLE VIII: DISSOLUTION

8.1 The property, assets, and net revenue of this Corporation are irrevocably dedicated to the purposes for which this Corporation is formed, as set forth above.

8.2 No part of the net earnings of the Corporation shall ever revert to the benefit of any donor, director, or officer of the Corporation, if any, or to any private individual. No donor, director, or officer of this Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets. This shall not prevent any donor, director, or officer of the Corporation, or any private individual from receiving reasonable compensation for services rendered to the Corporation.

8.3 The Directors shall not be personally liable for the debts, liabilities, or obligations of the Corporation.

8.4 In the event that this Corporation ceases to function as a church body or is dissolved for any reason other than incident to a merger or consolidation, the real and personal property of the Corporation shall be distributed to The Northwest District Council of the Assemblies of God, provided it qualifies at such time for exemption as an organization described in Section 501(c)(3) of the Code, as amended, or a successor statute. In the event that the Northwest District Council of the Assemblies of God does not so qualify, the assets of this Corporation shall be distributed to The General Council of the Assemblies of God, provided it so qualifies as delineated above. In the event that The General Council of the Assemblies of God does not qualify, the assets of this Corporation shall be distributed to such religious, charitable, or educational organizations as may be consistent with the purpose of this Corporation as delineated above and shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code.

ARTICLE IX: AMENDMENTS

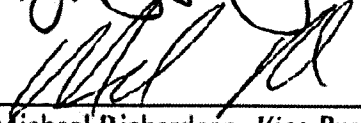
9.1 The Articles may be amended at any special meeting called for such a purpose, provided that such amendments receive the affirmative vote of 2/3 of the members present at such meeting, and that notice of the special meeting is provided to the members at least thirty (30) days preceding such meeting. Such notice shall contain all of the proposed changes and set forth the time, date, and place of the meeting.

9.2 No amendment to the Articles shall be permitted which infringes upon the Corporation's status as a tax exempt organization described in Section 501(c)(3) of the Code, the Act, or other federal, state or local laws governing the same or similar organizations.

EFFECTIVE this 27<sup>th</sup> day of March, 2022.

ECHO HILLS CHURCH, INC., OF LEWISTON, IDAHO,  
an Idaho religious non-profit corporation.

  
\_\_\_\_\_  
Jeffrey Chavez, President

  
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Michael Richardson, Vice President

  
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Bryan Pederson, Corporate Secretary

  
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Dea Hibdon, Treasurer