

2015 APR 27 PM 2: 13

UNANIMOUS CONSENT AND ACTION
OF THE DIRECTORS
OF 4LIFE ABUNDANT LUTHERAN MINISTRIES, INC.

SECRETARY OF STATE
STATE OF IDAHO

As authorized by the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code, the following resolutions are adopted by unanimous written consent and action of the board directors ("Board") of 4Life Abundant Lutheran Ministries, Inc. ("Corporation"), in lieu of a meeting of the Board. The Corporation currently has no members.

1. AMENDED AND RESTATED ARTICLES OF INCORPORATION.

The Board has determined that it is in the best interests of the Corporation to amend and restate the Articles of Incorporation, which is attached hereto as Exhibit A ("Restated Articles"), to, among other things, change the name of the Corporation from 4Life Abundant Lutheran Ministries, Inc. to XrossWay Lutheran Ministries, Inc. This change was unanimously approved by the Board on April 13, 2015. The following resolutions are unanimously adopted by the Board:

RESOLVED, that in accordance with Idaho Code Section §30-3-94, the Restated Articles are approved and adopted; and

FURTHER RESOLVED, that the officers of the Corporation are authorized to file the Restated Articles with the office of the Idaho Secretary of State and file the same in the record book of the Corporation.

2. AUTHORIZATION OF FURTHER ACTION.

The following resolution regarding the officers authority to act is unanimously adopted:

RESOLVED, that the appropriate officers of the Corporation are authorized to take any and all further action as they in their discretion deem necessary or advisable to effect the foregoing resolutions.

3. EFFECTIVE DATE OF CONSENT AND ACTION.

The effective date of this unanimous consent and action is April 24, 2015.

APPROVED:


Timothy Buscher, Director


Daryl Lierman, Director


Clinton Lutz, Director


Marcus Lutz, Director


Rita Ruhter-Bowman, Director

C200407

EXHIBIT A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

(See attached)

4LIFE ABUNDANT LUTHERAN MINISTRIES, INC.

**CERTIFICATE OF AMENDMENT AND RESTATEMENT OF
ARTICLES OF INCORPORATION**

1. **NAME.** As of the effective date of the amended and restated articles of incorporation attached to this Certificate of Amendment and Restatement, the name of this Idaho non-profit corporation changed from 4Life Abundant Lutheran Ministries, Inc. changed to XrossWay Lutheran Ministries, Inc.
2. **TEXT OF AMENDMENTS.** The articles of incorporation are amended and restated in their entirety. The text of the amended and restated articles of incorporation is attached to this Certificate of Amendment and Restatement. The amendments, among other things, change the name of the corporation from 4Life Abundant Lutheran Ministries, Inc. to XrossWay Lutheran Ministries, Inc.
3. **MANNER OF APPROVAL.** The amended and restated articles of incorporation were duly and unanimously approved by the corporation's board of directors in the manner required by the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code and the corporation's articles of incorporation.
4. **SIGNATURE.**

4LIFE ABUNDANT LUTHERAN MINISTRIES, INC.

Date: 4/24/2015

By: 
Clinton Lutz
Its Executive Director

XROSSWAY LUTHERAN MINISTRIES, INC.
CERTIFICATE OF AMENDMENT & RESTATEMENT OF ARTICLES OF INCORPORATION

XROSSWAY LUTHERAN MINISTRIES, INC.

2015 APR 27 PM 2:13

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

SECRETARY OF STATE
STATE OF IDAHO

Effective April 24, 2015 ("**Effective Date**"), the Articles of Incorporation of 4Life Abundant Lutheran Ministries, Inc. ("**Corporation**"), an Idaho non-profit corporation, are amended and restated their entirety, and in accordance with the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("**Act**"), as follows:

**Article 1
NAME OF THE CORPORATION**

The name of the Corporation is XrossWay Lutheran Ministries, Inc. The physical address of the Corporation is 1385 Parkview Dr., Suite 102, Twin Falls, ID 83301.

**Article 2
STATUS**

The Corporation is a nonprofit corporation.

**Article 3
PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**Article 4
REGISTERED OFFICE AND AGENT**

The location of the Corporation is in the City of Twin Falls, County of Twin Falls, and in the State of Idaho. The address of the registered office is 1385 Parkview Dr., Suite 102, Twin Falls, ID 83301, and the name of the registered agent at this address is Clinton Lutz.

**Article 5
PURPOSES**

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

5.1 To organize, establish, and maintain a Church for purposes of worship and ministry work, conducting worship services regularly, ministry to children development of youth programs for ministry and worship, to promote the values of Christian belief, to promote fellowship of its members, and to raise funds for carrying the same into effect, and to otherwise promulgate the Gospel of Jesus Christ and promote Bible teaching and Christian ministry based on the fundamental precepts of Christian faith, and to carry on all activities consistent with Church purposes.

5.2 To pursue charitable, religious, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

5.3 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 of money, property, whether real or personal, or any other things of value, and the power to lease, and acquire property and enter into contracts as necessary to effectuate the foregoing purposes. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

Article 6 LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 in Article V hereof. No substantial part of the activities of the Corporation shall be for 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 any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time.

Article 7 MEMBERS

The Corporation shall have members as set forth in the Corporation's bylaws, as such document may be amended from time to time.

Article 8 BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by the Board of Directors of the Corporation. The number of Directors serving on the Board of Directors shall be no less than three. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

As of the Effective Date, the names and street addresses of the persons constituting the Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Timothy Buscher	865 Mae Dr., Twin Falls, ID 83301
Daryl Lierman	2056 E. 3550 N., Filer, ID 83328
Clinton Lutz	218 Buckingham Dr., Twin Falls, ID 83301

Marcus Lutz

2798 Carriage Way, Twin Falls, ID 83301

Rita Ruhter-Bowman

3723 N. 2700 E., Twin Falls, ID 83301

Article 9
DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to the Immanuel Lutheran Church, located at 2055 Filer Ave. East, Twin Falls, ID 83301. 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 the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

Article 10
BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws and these Articles to the extent permitted by the Act by an affirmative vote of at least 2/3 of the Directors then in office.

Article 11
LIMITATION OF LIABILITY AND INDEMNIFICATION

The Corporation shall indemnify, hold harmless, and defend present and former members, directors, officers, employees and agents of the Corporation to the fullest extent permitted by, and in accordance with, the Act as the same exists at the time of the adoption of these Articles or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Act permitted the Corporation to provide prior to such amendment). Expenses, including attorney fees, incurred by present and former directors, officers, employees and agents of the Corporation in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding in accordance with the Act.

IDAHO SECRETARY OF STATE
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XROSSWAY LUTHERAN MINISTRIES, INC.
AMENDED AND RESTATED ARTICLES OF INCORPORATION - 3

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