



CERTIFICATE OF INCORPORATION
OF

THE CHURCH CALLED PHOENIX EMMANUEL INC.

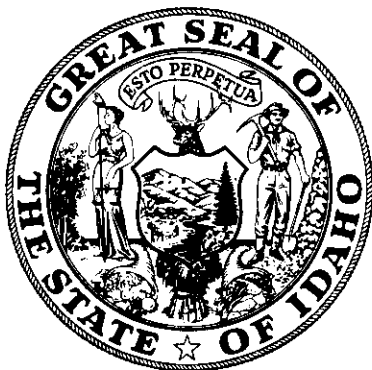
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

THE CHURCH CALLED PHOENIX EMMANUEL 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 April 9, 19 82.



SECRETARY OF STATE

Corporation Clerk

RECEIVED

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ARTICLES OF INCORPORATION

SECRETARY OF
STATE

THE CHURCH CALLED PHOENIX EMMANUEL INC.

(Church of The New Covenant)
(A Non-Profit Corporation)

The undersigned natural person, of the age of twenty-one or more, acting as the incorporator under the Idaho Non-Profit Corporation Act, adopt the following Articles of Incorporation:

I

NAME AND DURATION

The name of the corporation is THE CHURCH CALLED PHOENIX EMMANUEL INC., and it's duration is perpetual.

II

PURPOSES AND POWERS

The purpose or purposes for which the corporation is organized are:

1. The propagation of the gospel of Jesus Christ.
2. No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members, directors, or any private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. The corporation shall not carry on any activity not permitted to be carried on:

- (a) By any corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or,
- (b) By a corporation contribution which is deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954

(or the corresponding provisions of any future United States Internal Revenue Law). 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 any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles.

III

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The address of the initial registered office of the corporation is 4100 Normandie Drive, Boise, Idaho 83705, and the name of the initial registered agent at such address is William Giersdorf.

IV

DIRECTORS

The number of the initial directors of the corporation is three and the names and addresses of those persons who are to serve as directors until their successors are qualified and elected are:

Russel Kaine	William A. Giersdorf	Valerie L. Giersdorf
3211 S.E. Tacoma	4100 Normandie Drive	4100 Normandie Drive
Portland, Or.97202	Boise, Idaho 83705	Boise, Idaho 83705.

V

DISSOLUTION

Upon dissolution of the corporation, after paying or making provision for the payment of all the liabilities of the corporation, the corporation shall dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954.

VI

MEMBERS

The corporation shall have members. Members shall be admitted as provided for in the by-laws.

VII

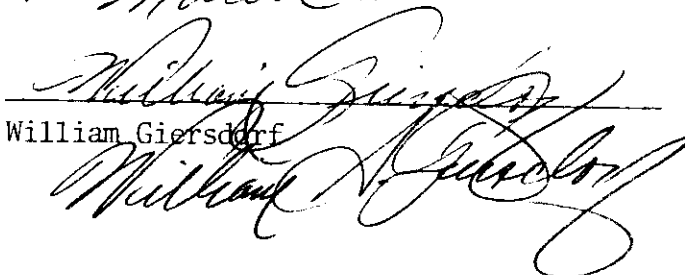
INCORPORATOR

The name and address of the incorporator is:

William Giersdorf
4100 Normandie Dr.
Boise, Idaho 83705

I, the undersigned incorporator, declare under penalty of perjury that I have examined the foregoing and to the best of my knowledge and belief, it is true, correct and complete.

Dated this 3 / day of March 1981.



William Giersdorf