



Department of State

**CERTIFICATE OF INCORPORATION
OF**

IDAHO EDUCATIONAL MINISTRIES, INC.

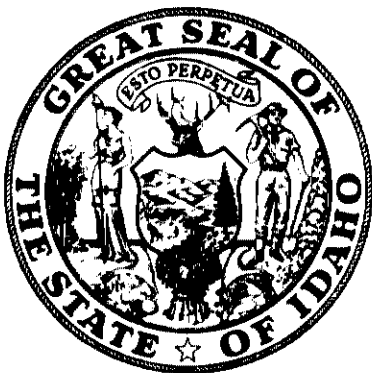
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

IDAHO EDUCATIONAL MINISTRIES, 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 September 06, 19 91.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Haxel

Corporation Clerk

ARTICLES OF INCORPORATION
OF
IDAHO EDUCATIONAL MINISTRIES, INC.

SEP 6 3 35 PM '91
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, being a natural person of full age and a citizen of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho regarding charitable non-profit corporations, does hereby certify as follows:

ARTICLE I

The name of the corporation shall be "IDAHO EDUCATIONAL MINISTRIES, INC."

ARTICLE II

This corporation is organized as a charitable non-profit corporation under the provisions of Chapter 3 of Title 30, Idaho Code.

ARTICLE III

This charitable non-profit corporation shall have perpetual existence.

ARTICLE IV

This corporation is organized exclusively for charitable, religious and educational purposes, including the purposes of encouraging and providing Christian education for students, operating a Bible Institute, publishing and distributing Christian books and literature, and production and distribution of Christian audio and video tapes.

ARTICLE V

The purposes for which this charitable non-profit corporation is organized shall be limited to only those charitable, religious and

educational purposes which allow it to qualify as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI

This charitable non-profit corporation shall have all powers permitted for a non-profit corporation under Idaho law.

ARTICLE VII

This charitable non-profit corporation shall have members as defined by Section 30-308, Idaho Code, whose membership shall be evidenced by a nonassessable certificate of membership or letter signed by the President and Secretary of the corporation. There shall be one class of members, and all persons evidencing an interest in Christian education over the age of eighteen (18) years shall be eligible for membership. Application for membership shall be in the form required by the Board of Directors. Upon determination by the Board of Directors that an applicant has been selected for membership, the applicant will be so notified. The initial Board of Directors shall be the first members of the corporation. Thereafter, the directors shall appoint new members of the corporation. No member shall be assessable for the debts or liabilities of the corporation. The number of members shall be
→ limited to the number of directors. Membership in the corporation can be cancelled by two-thirds (2/3rds) vote of all members of the Board of Directors and membership can be surrendered and cancelled by written notice of the member.

ARTICLE VIII

Each member shall be entitled to one vote at all membership meetings of the corporation for all purposes. Such vote may be exercised by the member in person, or by another by proxy as provided by

law. All notices of membership meetings shall be given by a written notice mailed to the post office address of every member.

ARTICLE IX

The affairs and business of this corporation shall be managed by a Board of Directors consisting of at least three (3) members; provided, the number of directors may be increased in the By-laws of the corporation. All directors must be members of the corporation. At the annual meetings of the membership, the Board of Directors shall be elected by majority vote of the members and cumulative voting shall apply.

ARTICLE X

The Board of Directors of this charitable non-profit corporation may, by resolution, appoint or designate one or more committees to carry out specific duties on behalf of the corporation as authorized by Section 30-317, Idaho Code.

ARTICLE XI

The street address of the initial registered office of the corporation shall be at 1348 S. Oriole Way, Boise, Idaho 83709.

ARTICLE XII

The initial registered agent of this corporation shall be James J. Harris whose street address is 1348 S. Oriole Way, Boise, Idaho 83709.

ARTICLE XIII

The names and addresses of the directors constituting the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
1. James J. Harris	1348 S. Oriole Way Boise, Idaho 83709
2. Darrell V. Beddoe	2915 Agate Boise, Idaho 83705

3. Jack H. Hughes

6222 Daytona Circle
Boise, Idaho 83709.

ARTICLE XIV

The Board of Directors shall be vested with the management of all affairs of the corporation, and the initial Board of Directors specified herein shall have the authority to adopt the initial By-Laws of the corporation, and the Board of Directors shall thereafter have the authority to amend the By-Laws by majority vote at an annual or special meeting of the Board of Directors.

ARTICLE XV

The name and address of the incorporator of this charitable non-profit corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Fred Ramey	200 N. 4th St., Suite 300 Boise, Idaho 83702

ARTICLE XVI

No part of the net earnings of the corporation shall inure to the benefit, or be distributable to its members, 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 in Article V hereof. 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 any candidate for public office. Notwithstanding any other provision of these articles, 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)(e) of the Internal Revenue Code, or 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 corresponding section of any future federal tax code.

ARTICLE XVII

Upon the winding up and dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, The undersigned incorporator of said charitable non-profit corporation has hereunto signed these Articles of Incorporation this 6 day of September, 1991.


Fred Ramey