

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

NAZARENE INVESTMENT, INC.

was filed in the office of the Secretary of State on the **Sixteenth** day of **August** A. D. One Thousand Nine Hundred **Sixty-three** and is duly recorded on Film No. **124** of Record of Domestic Corporations of the State of Idaho, and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for **perpetual existence** from the date hereof, with its registered office in this State located at **Moscow** in the County of **Latah,** and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **16th** day of **August**, A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
NAZARENE INVESTMENT, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, each of whom is a natural person and a citizen of the United States of America, over the age of twenty-one years, and each of whom is a member of the Investment Board of the Church of the Nazarene, Moscow, Idaho, an unincorporated benevolent association, and each of whom is a duly elected director of said association, have and do hereby voluntarily associate ourselves together for the purpose of forming, and do hereby form, a benevolent, non-profit corporation under the laws of the State of Idaho, and we do hereby set forth, declare and certify:

FIRST: That the name of this corporation is NAZARENE INVESTMENT, INC.

SECOND: That the purposes for which this corporation is formed are:

To promote the interests of the Church of The Nazarene, Moscow, Idaho, and to this end to mortgage, convey in trust, grant, convey, quitclaim, real and personal property; to acquire and receive by will, deed, lease or any other manner any real or personal property given for the use and benefit of this Corporation in carrying out its objectives and purposes. To borrow money and execute notes, debentures, mortgages, deeds and bonds and to enter into all kinds of contracts, including the purchase and sale of real property.

THIRD: That the duration of this corporation and the term for which it is to exist is perpetual.

FOURTH: That the place where the principal business of this corporation is to be transacted is Moscow, Idaho, and the location and post-office address of its registered office, in the State of Idaho, is Box 227, Moscow, Idaho.

FIFTH: That this is a benevolent corporation. That pecuniary profit is not one of its objects or purposes. That no pecuniary dividends shall be declared. That in no event shall any of the assets or property of this corporation or the proceeds of any of said assets or property of any of the earnings, if any, of the corporation be distributed to the members or any of them. That none of the private property of the members, or any of them, shall be liable for any debt or obligation, contractual or otherwise, of the corporation.

SIXTH: There are no authorized shares of stock in this corporation, and there is no capital stock and there are no shares of stock.

SEVENTH: That the members of the corporation shall consist of the active male members of the local congregation of the Church of the Nazarene, Moscow, Idaho, as specified by the by-laws. That upon the issuance of the Certificate of Incorporation each and all of the members of the Investment Board of the Church of the Nazarene, Moscow, Idaho, a benevolent unincorporated association, shall ipso facto become members of this corporation.

EIGHTH: That unless and until changed by the by-laws of the corporation a majority of the members of the corporation shall constitute a quorum at any regular meeting of the members and/or directors.

NINTH: The Board of Directors shall consist of seven (7) members. The Board shall be elected at the Annual Meeting of the Corporation and shall elect the officers of the Corporation from its membership.

TENTH: That the names and addresses of the directors of this corporation are as follows:

<u>Names:</u>	<u>Addresses:</u>
Arthur E. Franklin	Moscow, Idaho
R. A. Jack	R. F. D. #3, Moscow, Idaho
J. Edwin Gray	R. F. D. #2, Moscow, Idaho
Milton Salisbury	R. F. D. #1, Moscow, Idaho
Charles L. Flatt	Moscow, Idaho
Lawrence Paul	Moscow, Idaho
R. H. Sutherland	Moscow, Idaho

ELEVENTH: That the members of said Investment Board of the Church of the Nazarene, Moscow, Idaho, an unincorporated, non-profit benevolent association, held a meeting and election of directors at the Church of the Nazarene, at 310 West 3rd Street, Moscow, Idaho, on Monday, the 29th day of July, 1963, at 8:00 o'clock P.M. of said day; that at said meeting a quorum of the members of said association was present; and that as a result of said election the following persons were elected directors of the association: Arthur E. Franklin, R. A. Jack, J. Edwin Gray, Milton Salisbury, Charles L. Flatt, Lawrence Paul and R. H. Sutherland, each having received a majority

of the votes cast; and said persons are the duly elected directors of the association.

That at said meeting, a true copy of the within articles of incorporation were duly and regularly presented to said meeting and were unanimously approved and adopted by all members of said association, who were present, and the above named directors, were, by the unanimous vote of all members of said association, who were present at said meeting, duly and regularly authorized, empowered and directed to sign, execute, acknowledge, file and record these articles of incorporation.

That the following is a true copy of the notice of said meeting, at which said directors were elected and said articles of incorporation were approved, and adopted, to-wit:

"NOTICE OF MEETING AND ELECTION

NOTICE IS HEREBY GIVEN, pursuant to Chapter 11 of Title 30 of the Idaho Code, that a meeting of the members of the INVESTMENT BOARD, an unincorporated association, will be held at the Church of the Nazarene, at 310 West 3rd Street, at Moscow, Idaho, on Monday, the 29th day of July, 1963, at 8:00 o'clock P.M. of said day, for the purpose of electing directors or such other board or boards as the corporation may elect to operate under, and for the purpose of incorporating under Chapter 11 of Title 30 of the Idaho Code and doing all things necessary to be done in connection therewith, and for the purpose of transacting any and all business which may come before said meeting.

DONE PURSUANT to a resolution of the members of the INVESTMENT

BOARD, at a meeting thereof duly convened and held on the 28th day of June, 1963.

WALTER LANMAN
CHAIRMAN"

That said notice was given by publication thereof in the Daily Idahonian, a daily newspaper printed and published at Moscow, in the County of Latah, State of Idaho, and having a general circulation in said county, which said newspaper had been continuously and uninterruptedly printed and published in said county during a period of more than seventy-eight weeks prior to the first publication of said notice; that said notice of time and place of holding said meeting and election was given by publication in three consecutive Saturday issues of the aforesaid newspaper, Saturday being the day designated by said newspaper for the publication of legal notices, prior to said meeting and election. That a majority of the members of said association who were present at said meeting voted at said election.

That Walter Lanman and Charles L. Flatt were, respectively, the presiding officer and secretary of said meeting.

STATE OF IDAHO)
 : ss.
County of Latah)

WALTER LANMAN, being first duly sworn, on his oath deposes and says:

That he was the presiding officer of the meeting, hereinbefore mentioned and set forth in paragraph numbered "Eleventh" of the foregoing articles of incorporation, and that Charles L. Flatt was the

Secretary of said meeting; that he attended at said meeting and was the officer conducting said meeting and election; that he has read the within and foregoing articles of incorporation, and knows the contents thereof; that said meeting was held, at the time and place and in the manner set forth in said articles of incorporation; that each and every fact, hereinbefore set forth, in said articles of incorporation, appertaining to said meeting, said election of directors and/or said approval and adoption of said articles of incorporation is true and correct in each and every particular; that notice of said meeting was given for the time and in the manner set forth in said articles of incorporation; that the foregoing articles of incorporation were duly approved and adopted at said meeting; and that each fact stated in said paragraph numbered "Eleventh" of said articles of incorporation is true and correct in each and every particular.

Walter E. Lanman
Walter Lanman
Presiding Officer

ATTEST:


Charles L. Flatt
Secretary

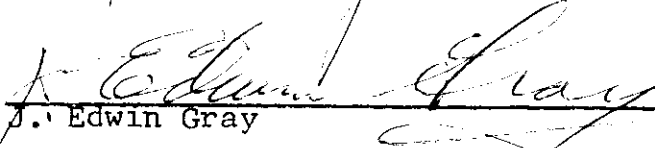
Subscribed and sworn to before me this 29th of July, 1963.

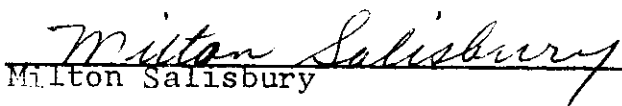
Opie P. Sale
Notary Public in and for the State of
Idaho, residing at Moscow, Idaho

IN WITNESS WHEREOF, we, the above-named directors, have hereunto set our hands and seals this 29th day of July, 1963.

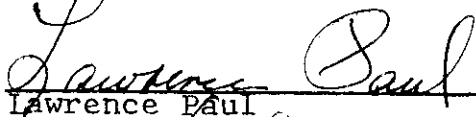
Arthur E. Franklin
Arthur E. Franklin

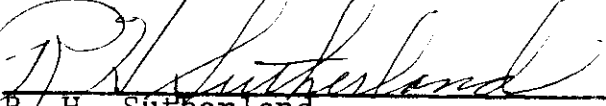

R. A. Jack


J. Edwin Gray


Milton Salisbury


Charles L. Flatt

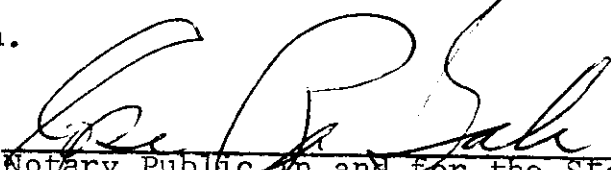

Lawrence Paul


R. H. Sutherland

STATE OF IDAHO)
 : ss.
County of Latah)

On this 29th day of July, 1963, before me, the undersigned, a Notary Public in and for said state, personally appeared ARTHUR E. FRANKLIN, R. A. JACK, J. EDWIN GRAY, MILTON SALISBURY, CHARLES L. FLATT, LAWRENCE PAUL and R. H. SUTHERLAND, known to me to be the persons whose names are subscribed to the above and foregoing instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal the date last above written.


Notary Public in and for the State of Idaho, residing at Moscow, Idaho.