

# *State of Idaho*

## **Department of State**

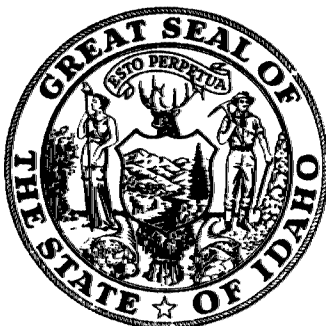
### **CERTIFICATE OF INCORPORATION OF**

**TRINITY, INC.  
File number C 108160**

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 TRINITY, 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: October 31, 1994



*Pete T. Cenarrusa*  
**SECRETARY OF STATE**

By *Sonya Herold*

Non-stock

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CERTIFICATE OF THE STATE  
SECRETARY OF STATE

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Trinity, Inc.

Non-profit

IDaho SECRETARY OF STATE  
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**FIRST:** The name of this corporation is Trinity, Inc.

**SECOND:** The registered office in the State of Idaho is to be located at 2804 North Ninth Street in the city of Coeur d'Alene, county of Kootenai. The registered agent in charge thereof is Robert J. Clayton at the same address.

**THIRD:** The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to do any and all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the work, vis:

This is a non-stock, non-profit corporation. The purpose of the corporation is to engage in any lawful act or activity for which non-profit corporations may be organized under the Idaho Nonprofit Corporation Act.

Said corporation is organized 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law), to wit:

1) Take the message of Christianity to the youth of the world through the means of; Music (traveling tours, live concerts, and recorded albums), Speaking engagements and Rallies (Anti-Drug, Anti-Alcohol, etc.), Newsletters/mailings, and various Youth Functions, including sports rallies and ..

2) Support the youth of foreign nations through sponsorship and financial support of approved, nonprofit, tax exempt organizations such as Compassion International with 10% of all income to Trinity, Inc.

**FOURTH:** The corporation shall not have any capital stock and the conditions of membership shall be stated in the Bylaws.

**FIFTH:** The name and mailing address of the incorporator is:

Kevin Clayton  
2804 North Ninth St.  
Coeur d'Alene, Idaho 83814,  
208/765-0189

**SIXTH:** The powers of the incorporator are to terminate upon filing of the Certificate of Incorporation, and the names(s) and mailing addresses of the persons who are to serve as directors until their successors are elected are as follows:

Kevin Clayton  
2804 North Ninth St.  
Coeur d'Alene, Idaho 83814  
208/765-0189

Zach Bryant  
2804 North Ninth St.  
Coeur d'Alene, Idaho 83814  
208/765-0189

Bridgett Linnebach  
275 West Park Lane  
Post Falls, Idaho 83854  
208/773-7635

Rebecca Clayton  
2804 North Ninth St.  
Coeur d'Alene, Idaho 83814  
208/765-0189

**SEVENTH:** The activities and affairs of the corporation shall be managed by a Board of Directors. The number of directors which shall constitute the whole Board shall be such as from time to time shall be fixed by, or in the manner provided in, the Bylaws, but in no case shall the number be less than two. The directors need not be members of the corporation unless so required by the Bylaws or by Statute. The board of Directors shall be elected by the members at the annual meeting of the corporation to be held on such date as the Bylaws may provide, and shall hold office until their successors are respectively elected and qualified. The Bylaws shall specify the number of directors necessary to constitute a quorum. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees which, to extent provided in said resolution or resolutions or in the Bylaws of the corporation, shall have and may exercise all the powers of the Board of Directors in the management of the activities and affairs of the corporation. They may further have power to authorize the seal of the corporation to be affixed to

all papers which may require it; and such committee or committees shall have such name or names as may be stated in the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The directors of the corporation may, if the Bylaws so provide, be classified as to term of office. The corporation may elect such officers as the Bylaws may specify, subject to the provisions of the Statute, who shall have titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of this corporation. This corporation may in its Bylaws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the Statute. This is true, provided that the Board of Directors shall not exercise any power of authority conferred herein or by Statute upon there members.

**EIGHTH:** Meetings of members may be held without the State of Idaho, if the Bylaws so provide. The books of the corporation may be kept (subject to any provisions contained in the Statutes) outside the State of Idaho at such place or places as may be from time to time designated by the Board of Directors.

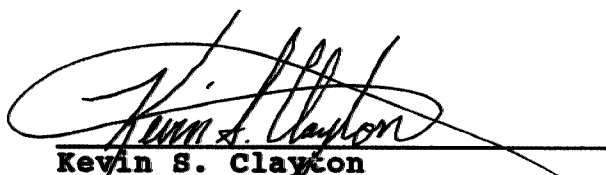
**NINTH:** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to 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)(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, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**TENTH:** Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Law) as the Board of Directors shall

determine. Such non-profit corporation is hereby designated to be Compassion International, which meets the forementioned criteria. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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 designated purposes.

**ELEVENTH:** The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the Statute, and all rights conferred upon members herein are granted subject to their reservation.

I, **THE UNDERSIGNED**, being the incorporator hereinbefore named, for the purpose of forming a non-profit corporation pursuant to Chapter 3 of Title 30 of the Idaho Nonprofit Corporation Act, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 20th day of October A.D. 1994.

  
**Kevin S. Clayton**  
**Incorporator**

## **BYLAWS**

**of**

**Trinity, Inc.**

### **ARTICLE 1-OFFICES**

**SECTION 1. PRINCIPLE OFFICE.** The principle office of the corporation shall be at 2804 North Ninth Street, in the city of Coeur d'Alene, county of Kootenai, State of Idaho.

**SECTION 2. OTHER OFFICES.** The corporation may also have offices at such other places within or without the State of Idaho.

**SECTION 3. REGISTERED OFFICE.** The registered office shall be established and maintained at 2804 North Ninth street in the city of Coeur d'Alene, in the County of Kootenai, State of Idaho.

### **ARTICLE II-MEETING OF MEMBERS**

**SECTION 1. ANNUAL MEETINGS.** Annual meetings of members for the election of directors and for such other business as may be stated in the notice of the meeting, or an many properly come before the meeting, shall be held at such places, either within or without the State of Idaho, and at such times and dates as the Board of Directors, by resolution, shall determine and as set forth in the notice of the meeting. In the event the Board of Directors fails to so determine the time, date and place of the meeting, the annual meeting of members shall be held at the principal office of the corporation on the 15th day of June at 7:00 O'clock P. M. in each year.

If the date of the annual meeting shall fall upon a legal holiday, the meeting shall be held on the next succeeding business day.

**SECTION 2. OTHER MEETINGS.** Meeting of members for any purpose other than the election of directors may be held as such a time and place, within or without the State of Idaho, as shall be stated in the notice of the meeting.

**SECTION 3. VOTING.** Each member entitled to vote in accordance with the terms and provisions of the Certificate of Incorporation and these Bylaws shall be entitled to one vote, in person or by proxy, for each membership certificate held by such member, but no proxy shall be voted after three years from its date unless such proxy provides for a longer period. Upon the demand of any member, the vote for directors and upon any question before the meeting shall be by ballot. All elections for directors shall be decided by plurality vote; all other questions shall be decided by majority vote, except as otherwise provide by the Certificate of Incorporation or the laws of the State of Idaho.

**SECTION 4. QUORUM.** Except as otherwise required by law, by the Certificate of Incorporation or by these Bylaws, the presence, in person or by proxy, of a majority of the members of the corporation entitled to vote thereat shall constitute a quorum at a meeting for the transaction of any business.

**SECTION 5. SPECIAL MEETINGS.** Special meetings of the members for any purpose, unless otherwise prescribed by statute or by the Certificate of Incorporation, may be called by the president and shall be called by the president or secretary at the request in writing of a majority of the directors or members entitled to vote. Such request shall state the purpose of the proposed meeting.

**SECTION 6. NOTICE OF MEETINGS.** Written notice, stating the place, date, and time of the meeting, and the general nature of the business to be considered, shall be given to each member entitled to vote thereat at his address as it appears on the records of the corporation, not less than ten nor more than fifty days before the date of the meeting.

**SECTION 7. BUSINESS TRANSACTED.** No business other than that stated in the notice shall be transacted at any meeting without the unanimous consent of all the members entitled to vote thereat.

**SECTION 8. ACTION WITHOUT MEETING.** Except as otherwise provided by the Certificate of Incorporation, whenever the vote of members at a meeting thereof is required or permitted to be taken in connection with any corporate action by any provisions of the statutes or the Certificate of Incorporation or of these Bylaws, the meeting and vote of members may be dispensed with, if all the members who would have been entitled to vote upon the action if such meeting were held, shall consent in writing to such corporation action being taken.

### **ARTICLE III--DIRECTORS**

**SECTION 1. NUMBER AND TERM.** The number of directors shall be Five, or no fewer than required by law. The directors shall be elected at the annual meeting of members and each director shall be elected to serve until his successor shall be elected and shall qualify.

**SECTION 2. OTHER OFFICERS AND AGENTS.** The Board of Directors may appoint such officers and agents as it may deem advisable, who shall hold their offices for such terms and shall exercise such power and perform such duties as shall be determined from time to time by the Board of Directors.

**SECTION 3. CHAIRMAN.** The Chairman of the Board of Directors, if one be elected, shall preside at all meetings of the Board of Directors, and he shall have and perform such other duties as from time to time may be assigned to him by the Board of Directors.

**SECTION 4. PRESIDENT.** The President shall be the chief executive officer of the corporation and shall have the general powers and duties of supervision and management usually vested in the office of the president of a corporation. He shall preside at all meetings of the members if present thereat, and in the absence or non-election of the Chairman of the Board of Directors, at all meetings of the Board of Directors, and shall have general supervision, direction and control of the affairs of the corporation. Except as the Board of Directors shall authorize the execution thereof in some manner, he shall execute bonds, mortgages, and other contracts in behalf of the corporation, and shall cause the seal to be affixed to any instrument requiring it and when so affixed the seal shall be attested by the signature of the secretary or treasurer or an assistant secretary or assistant treasurer.

**SECTION 5. VICE-PRESIDENT.** Each vice-president shall have such powers and shall perform such duties as shall be assigned to him by the directors.

**SECTION 6. TREASURER.** The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the corporation. He shall deposit all moneys and other



valuables in the name and the to the credit of the corporation in such depositories as may be designated by the Board of Directors.

The treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, or the president, taking proper vouchers for such disbursements. He shall render to the president and Board of Directors at the regular meetings of the Board of Directors, or whenever they may request it, an account of all his transactions as treasurer and of the financial condition of the corporation. If required by the Board of Directors, he shall give the corporation a bond for the faithful discharge of his duties in such amount and with such surety as the Board shall prescribe.

**SECTION 7. SECRETARY.** The secretary shall give, or cause to be given, notice of all meetings of members and directors, and all other notices required by law or by the Bylaws, and in case of his absence, or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the president, or by the directors, or members, upon whose requisition the meeting is called as provided in these Bylaws. He shall record all the proceedings of the meetings of the corporation and of directors in a book to be kept for that purpose, and shall affix the seal to all instruments requiring it, when authorized by the directors of the president, and attest the same.

**SECTION 8. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES.** Assistant treasurers and assistant secretaries, if any, shall be elected and shall have such powers and shall perform such duties as shall be assigned to them, respectively, by the directors.

**SECTION 9. RESIGNATIONS.** Any director, members of a committee or other officer may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the president or secretary. The acceptance of a resignation shall not be necessary to make it effective.

**SECTION 10. VACANCIES.** If the office of any director, member of a committee or other officer becomes vacant, the remaining directors in office, though less than a quorum by a majority vote, may appoint any qualified person to fill such vacancy, and to hold office for the unexpired term and until his successor shall be duly chosen.

**SECTION 11. REMOVAL.** Any director or directors may be removed either for or without cause at any time by the affirmative vote of the holders of a majority of all the membership certificates outstanding and entitled to vote, at a special meeting of the members called for the purpose, and the

vacancies thus created may be filled, at the meeting held for the purpose of removal, by the affirmative vote of a majority of the members entitled to vote.

**SECTION 12. INCREASE IN NUMBER.** The number of directors may be increased by amendment of these Bylaws by the affirmative vote of a majority of the directors, though less than a quorum, by the affirmative vote of a majority of the members, at the annual meeting or at a special meeting called for that purpose, and by like vote the additional directors may be chosen at such meeting to hold office until the next annual election and until their successors are elected and qualify.

**SECTION 13. COMPENSATION.** Directors shall not receive any stated salary for their services as directors or as members of committees, but by resolution of the Board a fixed fee and expenses of attendance may be allowed for attendance at each meeting. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefore.

**SECTION 14. ACTION WITHOUT MEETING.** Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board, or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

#### **ARTICLE IV--OFFICERS**

**SECTION 1. OFFICERS.** The officers of the corporation shall consist of a president, a treasurer, and a secretary, and shall be elected by the Board of Directors and shall hold office until their successors are elected and qualified. In addition, the Board of Directors may elect a chairman, one or more vice-presidents and such assistant secretaries and assistant treasurers as it may deem proper. None of the officers of the corporation need be directors. The officers shall be elected at the first meeting of the Board of Directors after each annual meeting. More than two offices may be held by the same person, except the offices of president and secretary, unless there is only one member.

#### **ARTICLE V--PROHIBITION OF DIVIDENDS**

**SECTION 1. PROHIBITION OF DIVIDENDS.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, as dividends or in any other manner, 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 purpose set forth in the Certificate of Incorporation.

Further, upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, 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** (or the corresponding provisions of any future United States Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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.

#### **ARTICLE VI--CORPORATE SEAL**

**SECTION 1. SEAL.** The corporate seal shall be circular in form and shall contain the name of the corporation, the year of its creation and the words "**CORPORATE SEAL OF TRINITY, INC**", may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

#### **ARTICLE VII--FISCAL YEAR**

**SECTION 1. FISCAL YEAR.** The fiscal year of the corporation shall be determined by resolution of the Board of Directors.

#### **ARTICLE VIII--EXECUTION OF CORPORATION INSTRUMENTS**

**SECTION 1. INSTRUMENTS.** All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by officer or officers, agent or agents of the corporation, and in such manner as shall be determined from time to time by resolution of the Board of Directors. No check, draft, or other payment issued in the name of the corporation can not be signed by the payee, if payee is employed by, or an officer of, or board member of, Trinity Ministries, Inc.

## **ARTICLE IX--NOTICE AND WAIVER OF NOTICE**

**SECTION 1. NOTICE.** Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in the United States mail, postage prepaid, addressed to the person entitled thereto at his address as it appears on the records of the corporation, and such notice shall be deemed to have been given on the day of such mailing. Members not entitled to vote shall not be entitled to receive notice of any meetings, except as otherwise provided by statute.

**SECTION 2. WAIVER OF NOTICE.** Whenever any notice whatever is required to be given under the provisions of any law, or under the provisions of the Certificate of Incorporation of the corporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed proper notice.

## **ARTICLE X--AMENDMENTS**

**SECTION 1. AMENDMENTS.** These Bylaws may be altered and repealed and Bylaws may be made at any annual meeting of the members or any special meeting thereof if notice thereof is contained in the notice of such special meeting, by the affirmative vote of a majority of the members entitled to vote thereat, or by the Board of Directors, at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors, if notice thereof is contained in the notice of such special meeting.