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State of Idaho

Department of State

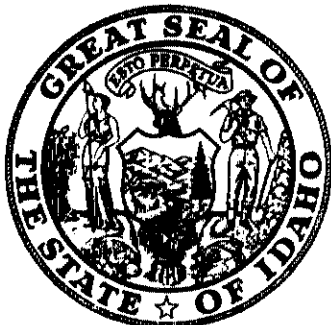
CERTIFICATE OF INCORPORATION OF

FALLS SOUTHERN BAPTIST CHURCH, 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 FALLS SOUTHERN BAPTIST CHURCH, 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: March 28, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sibel*

ARTICLES OF INCORPORATION OF FALLS SOUTHERN BAPTIST CHURCH, INC.

The undersigned, all natural persons of the age of eighteen (18) years or more, acting as the incorporators of a nonprofit organization ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Idaho Code 30-1-1 et seq., adopts the following Articles of Incorporation for the Corporation:

ARTICLE I. NAME

The name of the Corporation is Falls Southern Baptist Church, Inc.

ARTICLE II. NONPROFIT STATUS

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The location of this Corporation is in the city of Idaho Falls, County of Bonneville, State of Idaho. The address of the initial registered office is 455 River Parkway, Idaho Falls, Idaho 83405. The mailing address of the initial registered office is P.O. Box 51838, Idaho Falls, Idaho 83405-1838. The name of the initial registered agent is Larry Grover.

ARTICLE V. PURPOSES

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

A. On a nonprofit basis, proclaim the Gospel of salvation in Jesus, the Christ; to maintain public services for the worship of God; to provide for the teaching and preaching of the Gospel; to provide a comprehensive program of Christian education; to engage in missions and evangelism; and, in general, to further the interests of the Kingdom of God according to the teachings of the New Testament, as generally practiced by the Southern Baptist religion. In order to pursue this overall purpose this Church shall have the following specific functions:

- A. To generally engage in, conduct, promote, support, or contribute to, any activities, projects, businesses, or endeavors whose purposes are solely religious and which do not in any way contemplate pecuniary gain or profit.
- B. To receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole

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or part of the income therefrom and the principal thereof exclusively for religious and other charitable purposes.

ARTICLE VI. LIMITATIONS

Notwithstanding any other provision of these articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(92) of such Code and regulations as they now exist or as they may hereafter be amended.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, any member, its directors (trustees), officer of the Corporation, or any private individual except that reasonable compensation may be paid for services rendered to the Corporation for one or more of its purposes, and no member, director (trustee), officer of the Corporation or private individual shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation.

ARTICLE VII. POWERS

As a means of accomplishing the foregoing purposes, the Corporation shall have the following powers:

A. To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situate and to sell, convey, and dispose of any such property or funds and to invest or reinvest the principal thereof in such a manner as it may see fit and to deal with and expend the income therefrom or any principal for any of the purposes of the Corporation.

B. To receive any property, real or personal, in trust under the terms of any Will, Deed of Trust, or any other trust instrument, for the purposes of the Corporation and in administering the same to carry out the directions and exercise the powers contained in the trust instruments under which any property is received, including the expenditure of principal as well as income for such purposes if authorized or directed in such trust instruments.

C. To acquire by purchase, or lease, or otherwise, land and interest in lands and to own, hold, improve, develop and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held or occupied by the Corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter, or improve any buildings or structures now or hereafter erected on any lands so owned, held or occupied, and to mortgage, sell, lease, or otherwise dispose of any lands or interest in lands and in buildings or other structures and any part of any buildings

or other structures of any kind owned or held by the Corporation.

D. To receive, to take title to, own, hold, use, invest and reinvest its funds in such stocks, common or preferred, bonds, debentures, mortgages and in such other securities and properties as its Board of Directors (Trustees) shall deem advisable, and while the owner of any stocks to vote the same as a natural person could do.

E. To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, for the purpose of the Corporation.

F. To appoint agents, subagents and enter into all necessary contracts with agents and subagents.

G. To borrow money and otherwise incur indebtedness in the manner provided for in the ByLaws of the Corporation and to draw, make, accept, endorse, transfer, assign, guarantee, execute and issue bonds, debentures, notes, checks, drafts, bills of exchange, negotiable instruments and all other instruments and contracts for the payment of money, negotiable or non-negotiable, and whether secured or unsecured.

H. To convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real or personal; to lend money; to sue and to be sued; to conduct its affairs in the State of Idaho or in such other locations as may be necessary for conduct of the Corporation's activities.

I. To borrow money from and enter into credit transactions with banks at such times and upon such terms as a corporation deems advisable and to make, execute and deliver promissory notes or other evidences of indebtedness in favor of banks, for the payment of the money borrowed or obligations created; to pledge, mortgage or otherwise hypothecate and encumber any and all of the corporations's property real, personal and mixed as security for any indebtedness and/or obligation, past, present and future owing by the Corporation to any bank and to issue trust receipts against property being acquired: such pledges and mortgages and agreements and trust receipts to be in such form as the Corporation shall deem advisable; to discount and rediscount with banks any of the Corporation's accounts and bills receivable; to sell, transfer, sign and/or endorse with or without recourse, and deliver to banks such collateral to such conditional sales contracts, title retaining notes, promissory notes and/or other choices in action as are or may be made, executed and delivered by third parties to the Corporation in connection with the sale of or transactions connected with the sale of motor vehicles, equipment, appliances and/or other personal property, together with any collateral security and/or written instruments incident to such transactions; to enter into and make any repurchase or other agreement with banks; to renew and agree to the extension and/or modification of any indebtedness or instrument created by or on behalf of the Corporation in favor of any banks; to make, execute and deliver any and all manner of choices in action, contracts, and other instruments in such form and substance as may be required by any bank and which shall be approved by the Corporation, to effectuate the Corporation's business with any bank, and generally to perform

all acts and to do all things and execute and deliver all documents which a bank may deem necessary or proper to carry out the purpose of this Subparagraph I and of the Corporation in general.

J. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which are now or hereafter may be conferred by law upon a Corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provisions of this certificate, only such powers shall be exercised as are in furtherance of the purpose of the Corporation, and as may be exercised by an organization exempt under Section 501(c)(93) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, and by an organization contributions to which are deductible under Section 170(c)(2) of such code and regulations as they now exist or as they may hereafter be amended.

ARTICLE VIII. BOARD OF DIRECTORS

The duly elected Trustees of Falls Southern Baptist Church, Inc. shall be its directors. The number of directors (trustees) shall consist of not less than three (3) or more than twenty-five (25). The directors (trustees) shall be elected in the manner and for such terms as shall be provided by the Bylaws of the Corporation. All powers of the Corporation as defined in Article VII above will reside with and be carried out by the Board of Trustees. The names and addresses of the initial Board are:

Larry G. Grover	2121 Westcliff Drive, Idaho Falls, Idaho 83402
John E. Roberts	2760 East 17th Street, Idaho Falls, Idaho 83406
Jonathan D. Rose	1761 Michael, Idaho Falls, Idaho 83402

ARTICLE IX. VOTING

The Corporation is organized without capital stock. The voting power and property rights and interests of the members of the Corporation shall be determined upon the following basis:

A. The voting power of the members shall be equal and each member shall have one vote.

B. Members shall have no rights or interests in the property of the Corporation, the property of the Corporation being dedicated exclusively to religious purposes as hereinabove set forth.

C. The membership of this Church shall be by vote of the membership and shall be limited to persons who confess Jesus Christ to be their Savior and Lord. The Church can by Bylaw(s) provide further requirements for membership and/or classifications of membership.

D. Except as provided in C above, and any Bylaws created thereby, the rights and interests of all members shall be equal and no members shall have or acquire a greater interest than any other member. Said membership shall not be assigned.

E. No member shall be individually liable for any debt or

obligation of the Corporation.

ARTICLE X EXPULSION OF A MEMBER

The Corporation may provide in its Bylaws the time when and conditions upon which membership may cease; the mode, manner and effect of the expulsion or suspension of a member; the method, time and manner of withdrawal; the rights of members to vote by proxy or by mail; and any other thing in furtherance of, but not in conflict with these Articles.

ARTICLE XI INCORPORATORS

The names and post office addresses of the incorporators are:

Larry G. Grover	2121 Westcliff Drive, Idaho Falls, Idaho 83402
Pennye D. Grover	2121 Westcliff Drive, Idaho Falls, Idaho 83402
John E. Roberts	2760 East 17th Street, Idaho Falls, Idaho 83406
Alice Roberts	2760 East 17th Street, Idaho Falls, Idaho 83406
Rachel Roberts	2760 East 17th Street, Idaho Falls, Idaho 83406
Martha A. Rose	1761 Michael, Idaho Falls, Idaho 83402
Jonathan D. Rose	1761 Michael, Idaho Falls, Idaho 83402
Cherrie Markham	7626 North 5th West, Idaho Falls, Idaho 83401
Doyle Markham	7626 North 5th West, Idaho Falls, Idaho 83401

ARTICLE XII BYLAWS

The members of the Corporation shall, by three-fourths vote, have the power to adopt such Bylaws and rules as may be necessary in their judgment for the management of the affairs of the Corporation. The members of the Corporation shall by three-fourths vote, have the power to repeal and amend the Bylaws and to adopt new Bylaws.

ARTICLE XIII AMENDMENTS

The Articles of Incorporation may be amended or newly adopted in accordance with Idaho Code Section 30-3-1 et seq, providing a two-thirds vote of the members of said Corporation present and voting at any regular or special meeting called for that purpose approve the amendments.

ARTICLE IX DISTRIBUTION ON DISSOLUTION

In the event of the dissolution of the Corporation, or in the event it shall cease to exist for the stated purposes, or in the event it shall disassociate itself from the Southern Baptist Convention or teachings of the Southern Baptist religion all the property and assets shall be distributed to an organization or agency of the Southern Baptist Convention or its successor in interest, which has been granted exemption for the Federal Income Tax under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or is eligible


for such exemption. Under no circumstances shall any of the property or assets of the Corporation during the existence and/or upon the dissolution thereof go and be distributed to any officer, director (trustee), or subsidiary of this Corporation.

Dated this 4th day of ^{March} ~~XXXXXX~~, 1994.

Penny D. Grover
Rachel Roberts
John E. Roberts
Alice Roberts
Martha M. Rose
Jonathan D. Rose
Doyle Mathen
Cherrie Markham
Larry G. Grover

Subscribed and sworn to before me this 4th day of ^{March} ~~XXXXXX~~, 1994.

(Seal)


Notary Public for Idaho
Residing at: Idaho Falls, Idaho
My Commission Expires:
12-01-1994