



CERTIFICATE OF INCORPORATION
OF

LAKELAND PHASE III CORPORATION

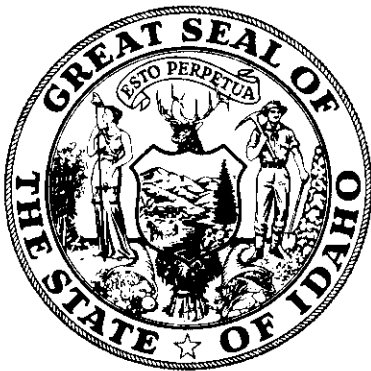
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

LAKELAND PHASE III CORPORATION

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 May 14, 1980



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
LAKELAND PHASE III CORPORATION
An Idaho Non-Profit Corporation

THAT I, the undersigned person, acting as the incorporator of a Corporation under the provisions of and in accordance with the Idaho Non-Profit Corporation Act, Section 30-301, et. seq., and consistent with the provisions of the Internal Revenue Code Section 501(c)(3), do hereby form and incorporate ourselves and, to that end, adopt the following Articles of Incorporation for such Corporation.

ARTICLE I: NAME

This Corporation shall be known as "LAKELAND PHASE III CORPORATION", by which name it shall contract and be contracted with, sue and be sued, and transact all of its business and the existence of said Corporation shall be perpetual.

ARTICLE II: REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation shall be Route 1, Box 81C, Athol, Idaho 83801. The name of the initial registered agent of the Corporation at such address shall be Marc Haws.

ARTICLE III: PURPOSES

Said Corporation is organized exclusively for charitable, religious educational and scientific 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.)

More specifically, but within the limits of the foregoing, the purposes for which the Corporation is organized shall include, but not be limited to, the raising of funds for the Lakeland area church and such other community purposes as the Board of Directors may direct, subject to such limitations as are or may be prescribed by law.

ARTICLE IV: TAX EXEMPT RESTRICTION

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 III hereof. No substantial part of the activities of the Corporation shall be the carrying on of political 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 this article, 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.)

ARTICLE V: MEMBERSHIP

The members of the Corporation shall consist of such persons who may qualify as set forth in the Bylaws of the Corporation.

ARTICLE VI: DIRECTORS

1. There shall be seven (7) Directors serving on the first Board of Directors. The names and addresses of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
D. Richey Sedlacek	P.O. Box 236 Athol, Idaho 83801
William Ray McNee	Route 1, Box 306 Post Falls, Idaho 83854
O. Earl Hansen	Route 4, Box 91 Rathdrum, Idaho 83858
Jan M. Hansen	Route 4, Box 89 Rathdrum, Idaho 83858
William Angel	P.O. Box 273 Rathdrum, Idaho 83858
Alfred T. Zirkle	Route 4, Box 724 Rathdrum, Idaho 83858
Marc Haws	Route 1, Box 81C Athol, Idaho 83801

2. The affairs of the Corporation shall be managed by a Board of Directors as set forth in the Bylaws, whose powers shall include, but not be limited to, amending the Articles of Incorporation and amending the Bylaws. The number of

Directors of the Corporation shall be fixed as provided in the Bylaws and may be changed from time to time by amending the Bylaws, as therein provided, but the number of Directors shall not be less than three (3) individuals or more than twenty (20) individuals.

ARTICLE VII: DISSOLUTION

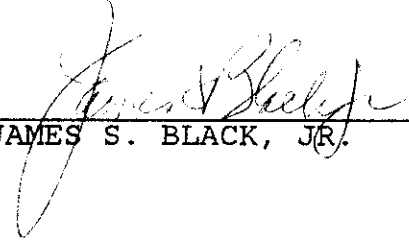
Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization 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 provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of Kootenai County, 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 VIII: INCORPORATORS

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
James S. Black, Jr.	Suite 1600 Washington Trust Financial Center Spokane, Washington 99204

IN WITNESS WHEREOF, the incorporator hereinabove named
has set his hand in triplicate this 9th day of May,
1980.



JAMES S. BLACK, JR.