

**FILED** **POSITIVE**

**ARTICLES OF INCORPORATION OF  
ZOE INTERNATIONAL, INC.**

01 FEB -5 PM 2:46

SECRETARY OF STATE  
STATE OF IDAHO

A Nonprofit Charitable Corporation of the State of Idaho

- 1. The name of the corporation shall be **ZOE INTERNATIONAL, INC.**
- 2. The purpose for which the corporation is organized is to assist individuals and groups in meeting their basic needs for health, welfare and achieving purpose in life.
- 3. The street address of the registered office is:

8250 Meyer Road  
Rathdrum, ID 83858.

and the registered agent at such address is:

Steven A. Wilson, Jr.

- 4. The board of directors shall consist of no fewer than three (3) people. The names and addresses of the directors are:

Steven A. Wilson, Jr.  
8250 Meyer Road  
Rathdrum, ID 83858

Joseph Mitchell  
1501 East 1st Street  
Post Falls, ID 83854

Andrew Gulbrandsen  
7210 Ramsey Road  
Coeur d' Alene, ID 83815

IDAHO SECRETARY OF STATE  
02/05/2001 09:00  
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5. The name and address of the incorporator is:

David G. Marmon  
Rte. 1, Box 68  
PO Box 3  
Prairie View, KS 67664

6. The mailing address of the corporation shall be:

8250 Meyer Road  
Rathdrum, ID 83858.

7. The corporation does NOT have voting members.
8. This corporation is a nonprofit charitable corporation and is not organized for the private gain of any person. It is organized exclusively for charitable purposes under Section 501(c)(3) of the Internal Revenue Code.
9. The property of this corporation is irrevocably dedicated to charitable purposes. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its directors, trustees, officers, members, or other private persons, except that the organization 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 the purpose clause hereof.
10. No substantial part of the activities of this organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise provided by Section 501(h) of the Internal Revenue Code, and the organization 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.
11. Notwithstanding any other provision of these Articles, the organization shall not, except to an insubstantial degree, carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section

170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

12. Upon the dissolution of the organization, assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation 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, or shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

1-29-01  
Date

David G. Marmon  
David G. Marmon, Incorporator