

**ARTICLES OF INCORPORATION
OF
FAITH MATTERS FOUNDATION INC.**

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The undersigned, acting as the Incorporator of a nonprofit religious corporation organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 30, Title 30, Idaho Code (the "Act"), for the purpose of forming a nonprofit religious corporation under the laws of the State of Idaho in compliance with the provisions of the Act, adopts the following Articles of Incorporation ("Articles").

**ARTICLE 1
NAME**

The name of the corporation is "Faith Matters Foundation Inc." (the "Corporation").

**ARTICLE 2
DURATION**

The Corporation shall have a perpetual duration.

**ARTICLE 3
EXEMPT PURPOSES**

Subject to Article 4, the Corporation is organized exclusively for religious, charitable, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, without limitation, facilitating the assembly, discourse, scholarship, and proclamation of religion, spirituality, testimony, and worship. Nothing herein authorizes or permits the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

**ARTICLE 4
LIMITATIONS**

4.1 Maintaining Exempt Organization Purpose.

Notwithstanding any other provision of these Articles, all of the purposes and powers of the Corporation shall be exercised exclusively in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Code and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Code or any successor provision.

4.2 Stock and Profit Restrictions.

The Corporation shall not have or issue shares of stock. The Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure in whole or in part to the benefit of, or be distributable to, its directors, any officer, or other private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services

rendered, to make reimbursement for reasonable expenses incurred on its behalf, and to make payments and distributions in furtherance of the purposes stated in Article 3 and consistent with the limitations provided in these Articles.

4.3 Lobbying and Political Campaign Restrictions.

No substantial part of the activities of the Corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, except to the extent that an organization exempt from federal income tax under Section 501(c)(3) of the Code can engage in such activities without incurring any penalties, excise taxes or losing its status as an organization exempt from federal income tax under Section 501(c)(3) of the Code. The Corporation shall not, directly or indirectly, participate in or intervene in (including by the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have objectives or engage in activities that characterize it as an "action" organization within the meaning of the Code.

4.4 Authority to Act and Permitted Powers.

In general, and subject to such limitations and conditions as are or may be prescribed by law, by these Articles, or by the Bylaws, the Corporation shall have the authority to (a) engage in any and all such activities as are incidental or conducive to the attainment of the purposes of the Corporation set forth in Article 3, and (b) exercise any and all powers authorized or permitted under any laws that are now, or hereafter may be, applicable or available to the Corporation.

ARTICLE 5 REGISTERED AGENT

The initial registered agent of the Corporation is David W. Turnbull, whose address is 2929 West Navigator Drive, Suite 400, Meridian, Idaho 83642.

ARTICLE 6 ADDRESS AND PRINCIPAL OFFICE

The mailing address and principal office of the Corporation is 2929 West Navigator Drive, Suite 400, Meridian, Idaho 83642.

ARTICLE 7 MEMBERSHIP

The Corporation will have voting "members" (as defined under the Act). The criteria and procedures for admission to membership, and the rights and obligations of members, shall be set forth in the Bylaws. Notwithstanding anything to the contrary in the Act, the Bylaws, or these Articles, the members shall have the sole right to appoint, remove, and/or replace any or all directors.

ARTICLE 8 BOARD OF DIRECTORS

8.1 Board of Directors Determined by Bylaws of the Corporation.

The number of directors constituting the Board of Directors shall be determined in the manner provided by the Bylaws of the Corporation as the same may exist from time to time (the "Bylaws"), but in all events shall not be less than three (3). The powers, duties, qualifications, manner of election, time and criteria for removal of directors, and terms of office, shall be as set forth in the Bylaws.

8.2 Initial Board of Directors.

The number of directors constituting the initial Board of Directors shall be four (4). The names and addresses of the persons who are to serve as the initial directors are as follows

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| William Turnbull 1356 Chancey Ln Midway, Utah 84049 | David W. Turnbull 2101 Clearvue Court Eagle, Idaho 83616 |
| Susan Turnbull 1356 Chancey Ln Midway, Utah 84049 | Kristin Turnbull 2101 Clearvue Court Eagle, Idaho 83616 |

ARTICLE 9 DIRECTOR AND OFFICER LIABILITY LIMITED

A director or officer shall have no liability to the Corporation for monetary damages for conduct as a director or officer to the full extent permitted by applicable law as then in effect, except for acts or omissions that involve intentional misconduct by the director or officer, or a knowing violation of law by the director or officer, where the director or officer votes or assents to a distribution or other transaction which is unlawful or violates the requirements of these Articles, or for any transaction from which the director or officer will personally receive a benefit in money, property, or services to which the director is not legally entitled. Any repeal or modification of this Article shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director or officer occurring prior to such repeal or modification.

ARTICLE 10 INDEMNIFICATION

The Corporation shall indemnify to the fullest extent permitted by the Act any person who is made, or threatened to be made, a party to an action suit, or proceeding, whether civil, criminal, administrative, investigative or otherwise by reason of the fact that the person is or was a director or officer of the Corporation. The right to and amount of indemnification shall be determined in accordance with the provisions of the Act in effect at the time of the determination.

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**ARTICLE 11
INCORPORATOR**

The name and address of the incorporator of the Corporation is Neal A. Koskella, whose address is 601 West Bannock Street, Boise, Idaho 83702.

**ARTICLE 12
AMENDMENT**

The Corporation reserves the right to amend or repeal any of the provisions contained in these Articles in any manner now or hereafter permitted by law.

**ARTICLE 13
DISTRIBUTION UPON DISSOLUTION**

Upon the winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to one or more organizations exempt from tax under Section 501(c)(3) of the Code in the manner determined by the Board of Directors. If the Board of Directors fails to distribute the assets of the Corporation for any reason, any such assets not disposed of shall be disposed of by the District Court of Ada County, Idaho, exclusively for purposes described in Section 501(c)(3) of the Code.

Dated: August 28, 2020.


Neal A. Koskella, Incorporator