

BOISE, IDAHO
DECEMBER, 1997

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ARTICLE I

SECRETARY OF STATE
STATE OF IDAHO

This corporation shall be known as Inner Awakening Corporation ("The Corporation").

ARTICLE II

The purpose of The Corporation shall be to promote and encourage fellowship, sociability and culture among all people who share soul enhancing positions, and to raise public awareness on issues related to the interconnectedness and inseparability of the earth, humanity, plant life, animal life and spirit. The Corporation shall operate on a non-profit basis.

ARTICLE III

The following individuals compose the initial Directors of The Corporation:

Douglas A. Armentrout, 7505 W. Tobi St., Boise, Idaho 83703
Danu Airenrudh, 2114 W. Madison, Boise Idaho 83702
Brian L. Soderman, 2881 Swallowtail Ln, Boise, Idaho 83706
Jan Lake, 3270 Agate Ct., Boise Idaho 83705

ARTICLE IV

The initial registered address of The Corporation is 7505 W. Tobi St., Boise, Idaho, 83703.
The initial registered agent at this office is Douglas A. Armentrout.

ARTICLE V

The following individuals compose the incorporators of The Corporation:

Douglas A. Armentrout, 7505 W. Tobi St., Boise, Idaho 83703
Danu Airenrudh, 2114 W. Madison, Boise Idaho 83702
Brian L. Soderman, 2881 Swallowtail Ln, Boise, Idaho 83706
Jan Lake, 3270 Agate Ct., Boise Idaho 83705

ARTICLE VI
MEMBERSHIP

IDAHO SECRETARY OF STATE

12/23/1997 09:00
CK: 1001 CT: 91591 SH: 66451

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Section 1. Any person of this or any other community, in good standing in his/her community, shall be eligible for membership.

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Section 2. At-large, lifetime, associate, honorary, or other specially designated memberships can be established as decided upon by the Board of Directors of The Corporation.

Section 3. Except as otherwise provided in Article VII, any membership may be discontinued for cause by a two-thirds vote of the full membership at a duly called meeting.

Section 4. A quorum of membership shall consist of those members present at any regularly scheduled or authorized special meeting.

Section 5. The Board of Directors shall interpret transfer policy as it pertains to transfer of membership.

Section 6. The Officers and Board of Directors shall be elected annually from members in good standing.

ARTICLE VII DUES

Section 1. The annual dues, processing, initiation and transfer fees for membership shall be set by the Board of Directors.

Section 2. The Board of Directors may suspend from membership any class of member for non-payment of dues as billed.

Section 3. Any suspended member may be re-instated by a majority vote of the Board of Directors after delinquent dues and/or fees have been paid.

ARTICLE VIII MEETINGS

Section 1. Regular meetings of The Corporation shall be held throughout the year as needed. The President, with the approval of The Corporation, may declare a recess as deemed desirable.

Section 2. Special meetings may be called at any time by the Board of Directors or upon the written application of ten (10) members in good standing submitted at any regular meeting of The Corporation.

Section 3. The annual meeting shall be the first regular meeting in November. Election of officers for the ensuing year shall be held at this meeting.

Section 4. The fiscal year of The Corporation shall be December 21 through December 20.

Section 5. At any meeting of the Board of Directors, called in accordance with the by-laws of The Corporation, a quorum shall consist of three (3) members present.

ARTICLE IX AFFILIATIONS

Upon recommendation of the Officers and two-thirds favorable vote of the membership, The Corporation may affiliate or disaffiliate itself with any organization, group or body dedicated to advancing causes in support of the purpose of The Corporation.

ARTICLE X OFFICERS & BOARD OF DIRECTORS

Section 1. The business and affairs of The Corporation shall be managed by its Officers and Board of Directors, elective positions of The Corporation.

(A) A President, who shall serve for a period of one year and/or until his/her successor is elected and qualified. In the event that for any reason the duly elected President is unable to fulfill the duties of the office of President, the Vice-President shall act in the office of President.

(B) The Vice-President shall serve for a period of one year and/or until a successor is elected and qualified. He/she shall work with and assist the President, and in the absence of the President, shall fulfill the duties of that office.

(C) In the event that for any reason any duly elected officer is unable to fulfill the duties of the office, the President may appoint a new officer, subject to the approval of the Board of Directors, to serve until his/her successor is duly elected and qualified.

(D) A Board of Directors which shall be composed of the President, Vice-President, Secretary, Treasurer, Immediate Past President and at least 2 but not more than 10 members who shall be elected by The Corporation membership for a period of one year at the annual meeting. The Immediate Past President shall be Chairman of the Board of Directors. In the event that for any reason a duly elected Board Member is unable to fulfill his/her duties, he/she may be replaced by a vote of the Board of Directors. The successor shall serve until the next annual meeting.

Section 2. The President, Vice-President, Secretary, Treasurer and the Board of Directors shall be elected by a majority vote of the active members of The Corporation present at the annual meeting, which shall be the first regular meeting in November of each year. Those elected shall take office the following December 21.

Section 3. Any Officer or Director may remain in his/her office for an additional year, if re-elected by a majority vote of the active members.

Section 4. The duties of the elected officers shall be:

(A) The President shall be the chief executive of The Corporation and shall preside at all meetings. He/she shall appoint all special committees, not otherwise provided for, and designate the chairman of each. Either he or the Vice-President, with the Treasurer shall sign all contracts and obligations authorized by The Corporation, and counter-sign all checks issued by the Treasurer. The position may be paid in the amount decided by the Board of Directors.

(B) The Vice-President shall serve in place of the President in his/her absence or incapacity. He/she shall serve as advisor to the President and perform other such duties as be required including designated internal corporation responsibilities. The position may be paid in the amount decided by the Board of Directors.

(C) The Secretary shall keep the minutes of all meetings of The Corporation and of the Board of Directors. He/she shall conduct all correspondence pertaining to the office and keep the records of The Corporation. The position may be paid in the amount decided by the Board of Directors.

(D) The Treasurer shall collect all sums due The Corporation from all sources. He/she shall pay all bills upon approval of the Board of Directors. He/she shall make monthly financial reports to the Board of Directors and a yearly report to The Corporation, said reports to be in writing, and be made a part of the minutes of the meeting. He/she shall sign all checks issued and submit them to the President or Vice-President for signature. The position may be paid in the amount decided by the Board of Directors.

(E) The Chairman of the Board (Immediate Past President) and the Immediate Past Chairman of the Board shall serve as advisors to the President and perform such other duties as may be required. The position may be paid in the amount decided by the Board of Directors.

(F) The Board of Directors shall guide and direct the policies and activities of The Corporation and shall act for The Corporation when The Corporation is not in session, which action shall be subject to the approval of The Corporation in regular session. It shall hear grievances and shall audit all accounts. The Board of Directors shall meet regularly once each month and upon special call of the Chairman of the Board and in the absence of the Chairman of the Board upon call of the President or the Vice-President.

Section 5. The Board of Directors may choose to create other Officer positions as needed, to be elected by the general membership. These positions may be paid in the amount decided by the Board of Directors

Section 6. The Board of Directors may choose to create other positions of responsibility as needed, to be appointed by majority vote of the Board of Directors. These positions may be paid in the amount decided by the Board of Directors

ARTICLE XI
AMENDMENTS

The Articles can be amended by a two-thirds vote of the membership present at any general membership meeting.

ARTICLE XII
OFFICES

The registered office of The Corporation required by the Idaho General Business Corporation Act to be maintained in the State of Idaho may be, but need not be, identical with the principal office in the State of Idaho, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE XIII
CORPORATE SEAL

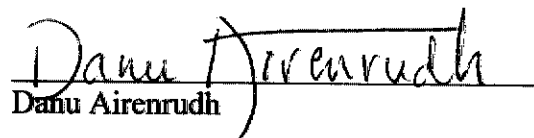
The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of The Corporation and the State of Incorporation and the words, "Corporate Seal."

ARTICLE XIII
DISSOLUTION

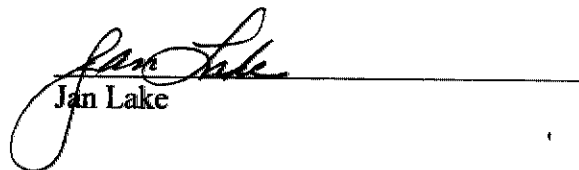
In the event that The Corporation is dissolved for any reason, and after all outstanding debts and obligations have been paid, the remaining assets will be donated to a charitable organization to be determined by majority vote of the remaining active members.

Signed this 23^d day of December, 1997


Douglas A. Armentrout


Danu Airenrudh


Brian L. Soderman


Jan Lake