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CLERK OF STATE  
SALT LAKE COUNTY, IDAHO

**ARTICLES OF INCORPORATION**

**OF**

**TRANSITION MINISTRY, INC.**

The undersigned, acting as incorporator of a corporation under the Idaho Non-Profit Corporation Act, adopts the following Articles of Incorporation for such corporation:

**FIRST:** The name of the corporation is **Transition Ministry, Inc..**

**SECOND:** The corporation is a non-profit corporation.

**THIRD:** The period of its duration is perpetual.

**FOURTH:** The corporation is organized to provide assistance primarily to young people who are experiencing difficulties due to various dysfunctional circumstances existing in their lives by providing a safe place to live and help in transitioning back to a more normal and productive life, utilizing Christian biblical principles, and to engage in any other lawful activities permitted by non-profit corporations, which shall be exclusively for charitable, religious and educational purposes, including for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future Federal Tax Code; and to own, operate and maintain on a non-profit basis facilities for its operations; and to do any and all other acts or things necessary to carry

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out these purposes as may be allowed under the laws of the State of Idaho and the Internal Revenue Code, and any amendments thereto.

**FIFTH:** The address of the initial registered office of the corporation is **32 E. State Avenue, Meridian, Idaho 83642**, and the name of its initial registered agent at such address is **Ellen Roberts**.

**SIXTH:** The number of directors constituting the Board of Directors shall be as set forth in the By-Laws, but shall not be less than three (3), and the initial Board of Directors who shall hold office until their successors are appointed are:

| <u>Name</u>                                       | <u>Address</u>   |
|---|--|
| <b>Jason Lang</b>                                 | <b>950 West 11<sup>th</sup><br/>Meridian, Idaho 83642</b>              |
| <b>Kelly Archuleta</b>                            | <b>317 19<sup>th</sup> Ave. NW #101<br/>Calgary, AB, Canada T250E1</b> |
| <del><b>Ellen Roberts</b></del><br><b>Robbins</b> | <b>32 E. State Avenue<br/>Meridian, Idaho 83642</b>                    |

**SEVENTH:** The By-Laws shall specify the procedures and requirements for adoption, amendment and repeal of By-Laws.

**EIGHTH:** The corporation shall not have members.

**NINTH:** (a) The corporation is organized exclusively for charitable, religious and educational 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 1986 (or the corresponding provision of any future Federal Tax Code).

(b) It is intended by the provisions of these Articles of Incorporation that the corporation shall possess the status of an organization exempt from Federal Income

taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or hereafter amended. Accordingly, no part of the affairs of the corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax exempt status of the corporation.

(c) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Fourth hereof.

(d) No substantial part of the activities of the corporation shall be the carrying on of 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.

(e) Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal Tax Code.

(f) Notwithstanding any other provision of these Articles, 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 1986, or the corresponding section of any future Federal Tax Code, or (b) by a corporation,

contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal Tax Code.

**TENTH:** The name and address of the incorporator is as follows:

| <u>Name</u>                         | <u>Address</u>                              |
|-------------------------------------|---|
| <del>Ellen Roberts</del><br>Robbins | 32 E. State Avenue<br>Meridian, Idaho 83642 |

DATED This 14 day of August, 2004.

  
\_\_\_\_\_  
~~Ellen Roberts~~ Robbins