

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
of  
**Northwest Family Church, INC<sup>W</sup>, formerly known as Pleasant View Baptist Church**

Pursuant to the provisions of RCW 24.03 of the Title 30 Chapter 30 of the Idaho Nonprofit Corporation Act the undersigned adopts the following Articles of Amendment to the Articles of Incorporation. By these articles, all previous Articles of Incorporation and/or subsequent amendments of Northwest Family Church, an Idaho nonprofit organization shall be repealed and replaced.

**ARTICLE I: Name**

The original name of record of this church is Pleasant View Baptist Church and hereafter shall be: Northwest Family Church, INC<sup>W</sup>

**ARTICLE II: Duration**

The period of duration of the corporation shall be perpetual.

**ARTICLE III: Purpose**

The corporation is organized to be a church as referenced in the New Testament Scriptures committed to the Gospel of Jesus Christ. This church exists exclusively for educational, charitable, and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any further United States internal revenue law. Consistent with and subject to its qualification under Section 501(c)(3), the corporation is organized to do any lawful activity permitted under the laws of the State of Idaho.

**ARTICLE IV: Affiliation**

This church recognizes that it is a mutually supporting member church of The Northwest Ministry Network, with headquarters at Snoqualmie, Washington, affiliated with The General Council of the Assemblies of God with headquarters at Springfield, Missouri, and agrees as a condition of membership to abide by the Constitution and/or Bylaws of each organization. This church further declares itself to be in full cooperative fellowship with all other churches that are affiliated with the Northwest Ministry Network or the General Council and to share in the privileges and assume the responsibilities enjoined by this relationship.

**ARTICLE V: Powers**

The corporation shall have all powers granted by law necessary and proper to carry out its above-stated purposes, consistent with its qualification under Section 501(c)(3).

No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code).

The corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office, all within the meaning of Section 501(c)(3) of the Code.

#### ARTICLE VI: Governing Documents

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the bylaws.

#### ARTICLE VII: Voting Membership

The corporation shall have voting members.

#### ARTICLE VIII: Directors & Officers

The number of Directors (Directors & Officers) constituting the Board of Directors shall be as specified in the bylaws.

#### ARTICLE IX: Director & Officer Liability

To the full extent that Idaho law, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors, a director of this corporation shall not be liable to this corporation for monetary damages for conduct as a director except for (1) acts or omissions of such Director, officer, employee, or agent finally adjudged to be intentional misconduct or a knowing violation of law; (2) conduct of the Director, officer employee, or agent finally adjudged to be in violation of Section 30-29-833 Idaho Code (Idaho State); or (3) any transaction with respect to which it was finally adjudged that such Director, officer, employee, or agent personally received a benefit in money, property, or services to which such person was not legally entitled. Any amendments to or repeal of this Article VIII shall not adversely affect any right or protection of a director of this corporation for or with respect to acts or omissions of such director occurring prior to such amendment or repeal.

#### ARTICLE X: Indemnification

The corporation has the power to indemnify (including the power to advance expenses to) its Directors, officers, employees, and agents made a party to a proceeding, as defined the Idaho General Business Corporations Act, without regard to the limitations in Section 30-29-851 through 30-29-855 Idaho Code (Idaho State); Provided, however, that no such indemnity shall indemnify any such Director, officer, employee or agent from or on account of: (1) acts or omissions of such Director, officer, employee, or agent finally adjudged to be intentional misconduct or a knowing violation of law; (2) conduct of the Director, Officer, employee, or agent finally adjudged to be in violation of Section 30-29-833 Idaho Code (Idaho State); or (3) any transaction with respect to which it was finally adjudged that such Director, officer, employee, or agent personally received a benefit in money, property, or services to which such person was not legally entitled.

#### ARTICLE XI: Amendments

Amendments to these Articles of Incorporation may be made in accordance with Section 30-30-701 through 30-30-707 Idaho Code.

ARTICLE XI: Dissolution

In the event that this corporation is dissolved for any reason, its assets shall be distributed to The Northwest District Council of the Assemblies of God, d/b/a Northwest Ministry Network, 35131 SE Douglas Street, Suite 200, Snoqualmie, Washington, 98065, provided it qualifies at such time for exemption as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or a successor statute. In the event that the Northwest Ministry Network does not so qualify, then the assets of this corporation shall be distributed to The General Council of the Assemblies of God, Springfield, Missouri, provided it qualifies at such time for exemption as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or a successor statute.

# Minutes of Organizational Meeting

## *Minutes of Organizational Meeting of Board of Directors*

### Northwest Family Church (fka, Pleasant View Baptist Church)

The organizational meeting of the board of directors of Northwest Family Church, a proposed non-profit religious corporation was held at 3514 E Solena Ave Post Falls, ID, on November 27, 2018. Jeffery J. Smith presided as Chairman of the meeting, and Christopher Brannon served as Secretary/Treasurer. The following board members were present:

Jeffery Smith  
Charlie Daniels  
Christopher Brannon  
Brad Freeman

The Chairperson declared that a quorum was present, that notice of the meeting had been properly given, and therefore was properly called and in order.

The Chairman then presented the following matters which were unanimously adopted.

#### **1. ARTICLES OF AMENDMENT**

RESOLVED, that the Restated Articles of Amendment as attached hereto, are hereby approved and adopted as the Articles of Amendment of this association; and further

RESOLVED, that Jeff Smith be appointed to serve as the Registered Agent of this corporation; and further

RESOLVED, that the Secretary be hereby directed to submit the Restated Articles of Amendment referred to above, to the Legal Department of the Northwest Ministry Network (The Northwest Ministry Network of the Assemblies of God) for completion and file the same with the Secretary of State of Idaho, and further

RESOLVED, that the Secretary be hereby directed to detach the Articles of Amendment referred to above, date and sign the same, and enter them in the corporation's minute book.

#### **2. BYLAWS**

RESOLVED, that the Bylaws as attached hereto, are hereby approved and adopted as the Bylaws of this association; and further

RESOLVED, that the Secretary be hereby directed to detach the Bylaws referred to above, date and sign the same, and enter them in the corporation's minute book.

#### **3. DIRECTORS/OFFICERS**

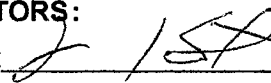


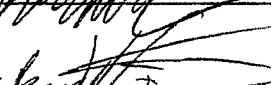
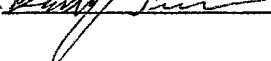
RESOLVED, that the following are hereby ratified as Officers/Directors of this corporation and shall serve according to the terms and conditions as set forth in the Articles of Incorporation and the Bylaws.

President	Jeffery Smith
Vice President	Charlie Daniels
Secretary	Christopher Brannon
Director	Brad Freeman

There being no further business to come before the meeting, the meeting was adjourned.

APPROVED AND CONSENTED to as of November 27, 2018

**DIRECTORS:**

x		President	x
x		Vice President	
x		Secretary	
x		Treasurer	x
x		Director	x