

FILED EFFECTIVE

**RESTATED
ARTICLES OF INCORPORATION
of
QUAKER HILL CONFERENCE INCORPORATED** SECRETARY OF STATE
STATE OF IDAHO

The undersigned, being a natural person of full age and a citizen of the United States of America, in order to restate the amended Articles of Incorporation, pursuant to Idaho Code § 30-30-94, of the state of Idaho regarding charitable non-profit corporations, do hereby certify as follows:

**ARTICLE I
Name**

The name of the corporation shall be "Quaker Hill Conference Incorporated"

**ARTICLE II
Organization**

This corporation is organized as a charitable non-profit corporation under the provisions Idaho Code, Title 30, Chapter 3.

**ARTICLE III
Existence**

This charitable non-profit corporation shall have perpetual existence.

**ARTICLE IV
Purposes and Limitations**

(A) The corporation shall be a nonprofit corporation under Idaho Code, Title 30, Chapter 3, and a private foundation under Idaho Code, Title 68, Chapter 12 and the Federal Internal Revenue Code. The purposes for which the corporation is to be formed are exclusively (1) to receive and administer funds for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986; (2) to hold any property of any type, or any undivided interest in such property, without limitation as to amount or value; (3) to dispose of any such property and to invest, reinvest and/or deal with the principal or the income in such manner as, in the judgment of the Directors, will best promote the purposes of the corporation without limitation, except as to such limitations as may be contained in the instrument under which such property is received, the Articles of Incorporation, the Bylaws of the corporation or any other applicable law; and (4) to do any other act or thing incidental to, or connected with, the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its Directors or officers except as permitted under the Idaho Nonprofit Corporation Act.

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(B) No part of the net earnings of the corporation shall inure to the benefit of any member, director, trustee, corporate officer or any private individual; provided however, that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. No member, director, trustee, corporate officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on, or attempt to carry on, of propaganda to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office including the publication or distribution of statements.

(C) The corporation shall distribute its income for each taxable year at such time and in such manner so that it does not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(D) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(E) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(F) The corporation shall not make any investments or taxable expenditures in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(G) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(H) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may be amended, or by an organization for which contributions to the organization are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may be amended.

(I) The corporation shall distribute such amounts for each taxable year at such time and in such manner as not to subject the corporation to tax under section 4942 of the Internal Revenue Code of 1986.

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(J) The corporation shall not engage in any act of self dealing, as defined by Section 4941(d) of the Internal Revenue Code of 1986, in such a manner as to subject the corporation to tax under Section 4941 of the Internal Revenue Code of 1986.

(K) The corporation shall not retain any excess business holdings, as defined by Section 4943(c) of the Internal Revenue Code of 1986, which are subject to tax under section 4943 of the Internal Revenue Code of 1986.

(L) The corporation or not-for-profit corporation shall not make any investments, within the meaning of Section 4944 of the Internal Revenue Code of 1986, in such manner as to subject the corporation to tax under section 4944 of the Internal Revenue Code of 1986.

(M) The corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code of 1986, which are subject to tax under section 4945 of the Internal Revenue Code of 1986.

(N) The corporation shall adhere to the Mission Statement and Statement of Faith adopted by the Board of Directors on the date of these Restated Articles of Incorporation.

ARTICLE V **Management**

The Board of Directors shall be vested with the management of all affairs of the corporation. The Board of Directors specified herein shall have the authority to adopt the Bylaws of the corporation, and the Board of Directors shall thereafter have the authority to amend the Bylaws by majority vote at an annual or special meeting of the Board of Directors.

ARTICLE VI **Incorporator**

The name and address of the incorporator of this charitable nonprofit corporation is:

Name

Address

Bradley Holton

20675 Friends Road
Greenleaf, Idaho 83626

ARTICLE VII **Powers**

This charitable non-profit corporation shall have all powers permitted for a nonprofit corporation under Idaho law, including without limitation those set forth in Idaho Code Section 30-3-24.

ARTICLE VIII **Members**

The corporation shall have no members as allowed by Idaho Code Section 30-3-26.

ARTICLE IX **Directors**

The affairs and business of this corporation shall be managed by a Board of Directors consisting of seven (7), who serve staggered two (2) year terms. Two (2) shall be members of the Friends Church from the Greenleaf area, two (2) shall be members of the Friends Church from the Boise area, and three (3) shall be practicing Christians. The Friends members shall be nominated by the respective Friends areas. Vacancies in the Board of Directors shall be filled by the Board of Directors pursuant to the provision of the Bylaws. The Chairperson of the Board of Directors shall be a practicing member of a Friends church within the Northwest Yearly Meeting of Friends Church.

ARTICLE X **Election of Directors**

The Board of Directors shall be elected by the Board of Directors at the Annual Meeting of the Board of Directors.

ARTICLE XI **Registered Office**

The street address of the initial registered office of the corporation shall be at Quaker Hill Conference Incorporated, P.O. Box 1181, 1140 Warren Wagon Road, McCall, Idaho 83638.

ARTICLE XII **Registered Agent**

The initial registered agent of this corporation shall be Bradley Holton whose address is 20675 Friends Road, Greenleaf, Idaho 83626.

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ARTICLE XIII

Directors

The names and addresses of the Directors constituting the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Bradley Holton	20675 Friends Road, Greenleaf, ID 83626
Glenn Koch	23306 Freezeout Road, Caldwell, ID 83605
Larry Taylor	2204 S. Michigan, Caldwell, ID 83605
Cory Smith	2880 Model Farm Drive, Meridian, ID 83642
Susan Ankeny	2404 Market Road, Homedale, ID 83628
Steve Botimer	2178 N. Greenfield Way, Meridian, ID 83642
Tom Turco	4071 Linda Vista, Boise, ID 83704

ARTICLE XIV

Distribution on Termination

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to the Northwest Yearly Meeting of Friends Church or its successor to be used in a way that directly benefits evangelical ministries in the greater Treasure Valley area which is a charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may be amended.

ARTICLE XV

Changes to Articles of Incorporation

The Articles of Incorporation may only be amended with the consent of a majority of all Friends Churches in the Boise and Greenleaf areas that are in good standing with the Northwest Yearly Meeting of Friends Church.

ARTICLE XVI

Adoption

These Restated Articles of Incorporation consist of matters which do not require member approval pursuant to Idaho Code § 30-3-90 and were adopted at a meeting of the Board of directors on April 8, 2002. The number of directors entitled to vote was eighteen (18). The number of directors that voted for the adoption of the Restated Articles of Incorporation was 17. One director abstained.

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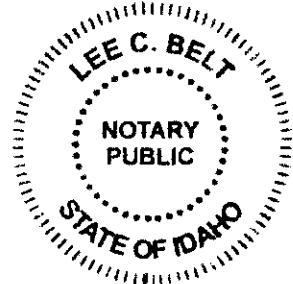
IN WITNESS WHEREOF, the undersigned incorporator of said charitable nonprofit corporation has hereunto signed these Articles of Incorporation this 17 day of February, 2005.

Bradley Holton
Name

STATE OF IDAHO)
) ss.
County of Canyon)

On this 17 day of February, 2005, before me, the undersigned, a Notary Public in and for said state, personally appeared Bradley Holton, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same as the incorporator of QUAKER HILL CONFERENCE INCORPORATED.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Lee C. Belt
Notary Public for Idaho
Residing at 622 E. 2nd, Idaho
Commission Expires: 10-29-2010

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