

FILED EFFECTIVE
2007 JUN 18 8:49
CLERK OF DISTRICT COURT
IDAHO

**ARTICLES OF INCORPORATION
RAY OF HOPE, INC.**

The undersigned, acting as incorporator pursuant to the Idaho Nonprofit Corporation Act ("Act"), hereby adopts the following Articles of Incorporation for the purpose of forming an Idaho nonprofit corporation:

ARTICLE 1

The name of the corporation is RAY OF HOPE, Inc. ("Fund").

ARTICLE 2

The duration of existence is perpetual.

ARTICLE 3

Ray of Hope, Inc. is organized and shall be operated exclusively for charitable and educational purposes.

Ray of Hope, Inc shall at all times be operated, supervised and controlled within the meaning of Section 1.509-4(g) of the U.S. Treasury regulations.

ARTICLE 5

In furtherance of the purposes set forth above, Ray of Hope, Inc. shall operate as a nonprofit organization dedicated to:

- 1) Relief of oppression and poverty through financial aid and debt relief,
- 2) Support and relief for animal shelters, rescue programs and medical care.

ARTICLE 6

It is intended that Ray of Hope, Inc. shall have the status of a corporation which is exempt from federal income taxation under IRC Section (501)(c)(3) and which is other than a private foundation. These Articles shall be construed accordingly, and all powers and activities of Ray of Hope, Inc. shall be limited accordingly.

Ray of Hope, Inc. shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under IRC Section (501)(c)(3). Nor shall any of the activities consist of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

No part of the net earnings of the Fund shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that Ray of Hope, Inc. 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 above.

ARTICLE 7

Ray of Hope, Inc. shall not have members.

IDAHO SECRETARY OF STATE
08/18/2003 05:00
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ARTICLE 8

The number of directors constituting the initial board of directors of the corporation is three and the names and addresses of the persons who are to serve as directors until their successors are elected and shall qualify are:

1. Rita M. Fahey, 169 Forever View Rd., Sagle, ID 83860
2. Rita Didisse, 430 Floyde, #2, McCall, ID 83638
3. Vickie Bushée, P.O. Box 1154, Sagle, ID 83860

ARTICLE 9

The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, all as provided in Idaho Code Section 30-3-88.

ARTICLE 10

The initial registered office of Ray of Hope, Inc. is 169 Forever View Rd, Sagle, ID 83860. The initial registered agent is Rita M. Fahey. The mailing address for such registered agent is 169 Forever View Rd, Sagle, ID 83860.

ARTICLE 11

Upon dissolution and final liquidation of the corporation, all assets remaining after all creditors have been paid shall be transferred or conveyed to The Gaia Reserve, or to one or more domestic or foreign corporations, societies or organizations which have qualified for nonprofit and tax exempt status under IRC Section (501)(c)(3) and which are engaged in activities substantially similar to those of the Ray of Hope. To the extent reasonably possible, such distributions shall be made to the qualified organizations named above or their successors.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal offices of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 12

The name and address of the incorporator is Rita M. Fahey, 169 Forever View Rd., Sagle, ID 83860

Dated Aug. 15, 2003

Rita M. Fahey
Rita M. Fahey