

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

EMMANUEL LUTHERAN CHURCH, INC.

File number C 117822

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of EMMANUEL LUTHERAN CHURCH, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: January 10, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

ARTICLE OF AMENDMENT TO:
ARTICLES OF INCORPORATION
OF
EMMANUEL LUTHERAN CHURCH, INC.

The Articles of Incorporation of EMMANUEL LUTHERAN CHURCH, INC., an Idaho nonprofit corporation, are hereby amended by deleting its existing Articles of Incorporation, as have been amended from time to time, in their entirety and replacing them with the following Articles of Incorporation:

ARTICLES OF INCORPORATION
OF
EMMANUEL LUTHERAN CHURCH, INC.

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

Article I Name.

The name of the Corporation is EMMANUEL LUTHERAN CHURCH, INC.

Article II Nonprofit Status.

The Corporation is a nonprofit corporation.

Article III Period of Duration.

The period of Duration of the Corporation is perpetual.

Article IV Registered Office and Agent.

The location of the Corporation is in the City of Moscow, County of Latah, and in the State of Idaho. The address of the initial registered office is 1036 West A Street, Moscow, Idaho, 83843, and the name of the initial registered agent at this address is Thomas R. Brandt (Church Council Secretary).

Article V Purposes.

The purposes for which the Corporation is organized and will be operated are as follows.

IDAHO SECRETARY OF STATE

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Articles of Incorporation for Emmanuel Lutheran Church - pg. 1
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A. The Corporation is organized for religious purposes, which shall be to carry on, support and maintain the worship of Almighty God in accordance with the customs and usages of the Lutheran Church and to do any and all lawful acts which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the religious purposes of the Corporation.

B. The Corporation is organized as a religious organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

Article VI Limitations.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 V hereof. No substantial part of the activities of the Corporation shall be for 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. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

Article VII Members.

The Corporation shall have as its members all persons who are on the membership role of Emmanuel Lutheran Church, Inc. (hereinafter sometimes referred to as the "Church"). Only those confirmed members of the Church, as that term is defined in the Church Constitution and Bylaws, shall be entitled to vote on corporate matters.

Article VIII Board of Directors.

The affairs of the Corporation shall be managed by its Church Council. The number of Council members serving on the Church Council shall be fixed in accordance with the Corporation's Constitution and/or Bylaws. Each Council member shall, at all times, be a member of the Corporation. Other than the Council members constituting the initial Church Council, who are designated in these Articles, the Council members shall be elected by the members of the Corporation in the manner and for the term provided in the Constitution and/or Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Church Council are:

<u>NAME</u>	<u>ADDRESS</u>
Thomas R. Brandt	1100 Tolo Tr., Moscow, Idaho 83843
Shirley Frafjord	230 Circle Dr., Moscow, Idaho 83843
Peg Harvey-Marose	802 White Ave., Moscow, Idaho 83843
Kathy Kwiatkowski	455 Moser Ct., Moscow, Idaho 83843

Ted Leidenfrost
LeRoy Luft
Gloria Peterson
Robert Ritter
Carmen Savage
Cliff Todd
Michael Whiteman
Debra Wyatt

826 S. Lynn St., Moscow, Idaho 83843
1050 Colt Rd., Moscow, Idaho 83843
918 N. Cleveland, Moscow, Idaho 83843
1227 Nearing Rd., Moscow, Idaho 83843
810 Sherwood Rd., Moscow, Idaho 83843
2218 East D St., Moscow, Idaho 83843
704 West C St., Moscow, Idaho 83843
P. O. Box 9344, Moscow, Idaho 83843

Article IX. Distribution on Dissolution.

Upon dissolution of the Corporation, the Church Council shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such a manner as the Church Council shall determine. Any assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation. No person shall possess any property right in or to the property or assets of the Church. The members of the Church and persons on the Church Council shall not be personally liable for corporate obligations.

Article X. Incorporator.

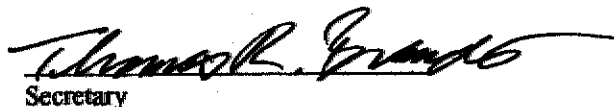
The name and street address of the incorporator is Robert Ritter, 1227 Nearing Rd., Moscow, Idaho 83843 (Church Council President).

Article XII. Constitution and Bylaws.

Provisions for the regulation of the internal affairs of the Corporation shall be set for in the Constitution and Bylaws. The Church Council of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the members of the Corporation as provided for in the Constitution and Bylaws.

DATED this 17th day of November, 1996.


President


Secretary