

Department of State.

CERTIFICATE OF INCORPORATION

I, ~~ANNIE L. WALLACE~~ **PETE T. CENARRUSA**, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

SNAKE RIVER DISTRICT CHURCH EXTENSION AND MISSION SOCIETY OF THE UNITED METHODIST CHURCH, INC.

was filed in the office of the Secretary of State on the **twenty-first** day of **July** A. D. One Thousand Nine Hundred **seventy-two** and is ^{to be} ~~duly~~ recorded on ~~File No.~~ **microfilm** Record of Domestic Corporations of the State of Idaho, and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Boise, Idaho** in the County of **Ada** and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **21st** day of **July**, A.D., 19 **72**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
SNAKE RIVER DISTRICT CHURCH EXTENSION
AND MISSION SOCIETY OF THE UNITED METHODIST CHURCH, INC.

The undersigned, acting as incorporators of a corporation under Title 30, Chapter 11 of the Idaho Code, adopt the following Articles of Incorporation.

ARTICLE I

NAME OF CORPORATION:

This corporation shall be known as SNAKE RIVER DISTRICT CHURCH EXTENSION AND MISSION SOCIETY OF THE UNITED METHODIST CHURCH, INC.

ARTICLE II

REGISTRATION OFFICE OF CORPORATION:

The corporation shall be located in the City of Boise, County of Ada, State of Idaho.

ARTICLE III

PERPETUAL CORPORATION:

The corporation shall have perpetual existence.

ARTICLE IV

PURPOSE:

The objects and purposes for which this corporation is organized shall be to assist and perform the mission of the church in its widest sense, primarily within the boundaries of the Snake River District of the Oregon-Idaho Conference of the United Methodist Church.

To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise as a corporation; to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of or deal in shares, bonds, securities and debentures and other evidence of indebtedness of its own and other corporations, domestic or foreign; to pledge, mortgage and otherwise encumber the assets of the corporation.

To conduct business in this state and other states in the United States of America, to have one or more offices or places of business out of this state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real or personal property situate out of the State of Idaho.

To enter into, make, perform and carry out contracts of every kind and for every lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state or government, or any subdivision, district or department of any state, municipality or government, and to engage in association with other corporations, partnerships, associations and individuals in the joint operation of legitimate business endeavor, and to acquire, hold, and purchase the assets, franchises, permits, and good will of other operational organizations of whatever legal capacity engaged in business

pursuits similar to those of this corporation.

To act as surety and guarantor in any and all types of engagements, including the power to execute, endorse and deliver contracts, and to guarantee the prompt and faithful performance and payment of debts, notes, agreements, contracts and undertaking of any other person, firm, partnership or corporations; and including also the power to act as an accommodation co-maker or guarantor of obligations either as a primary or secondary obligor.

To do any and all other such acts, things and business in any manner connected with or necessary, incidental convenient or auxiliary to any of the objects hereinbefore enumerated, or calculated, directly or indirectly, to promote the best interests of the corporation.

The several clauses contained in this statement of purposes shall be construed as both purposes and powers; and no recitation, expression, or declarations of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; it is hereby expressly declared that any other lawful purposes not inconsistent with these Articles are intended to, and hereby are, included as purposes and powers of this corporation.

To operate exclusively for religious, charitable and/or educational purposes and to do and engage in all lawful activities that are in furtherance of one or more of the general purposes of this corporation. This corporation shall own no

property of any kind or character except that which is used exclusively for religious, charitable and/or educational purposes. Said corporation shall be without capital stock, and the same shall be operated solely for the above stated purposes without profit.

No income of this corporation shall be paid out to the members thereof or to directors or managers thereof, or to the officers thereof; provided, however, that this corporation may pay compensation in a reasonable sum to its members or its directors or managers or its officers or to others for services rendered.

ARTICLE V

No substantial part of the activities of this corporation shall consist of attempting to influence legislation, directly or indirectly participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office.

Upon dissolution of the corporation, its remaining assets, if any, shall be distributed to another non-profit corporation of the United Methodist Church, which corporation is operated exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501 C3 of the Internal Revenue Code as now in force or thereafter amended, as the Board of Managers or Directors of this corporation shall determine. In the event the Board of Managers or Directors of this corporation fail within ninety (90) days after dissolution to accordingly distribute the

assets aforescribed, then the Board of Trustees of the Oregon-Idaho Annual Conference of United Methodist Church are authorized to distribute the property of the dissolved corporation as aforescribed. In the event that the assets of the corporation upon dissolution are not distributed as aforementioned, within a period of 24 months, then the District Court of the County of Ada, State of Idaho, or its successor, may distribute the assets of the corporation, in a manner consistent with its purposes.

ARTICLE VI

SOCIETY MEMBERSHIP:

The Resident Bishop of the Portland area, the Superintendent of the Snake River District, and all pastors under appointment located within the Snake River District of the Oregon-Idaho Conference shall be members of this corporation; furthermore each local United Methodist Church located within said Snake River District shall be entitled to elect at least one lay representative to this corporation. One additional lay representative may be elected by each church for each one hundred members or fraction above fifty after the first one hundred members, including those members of the Society provided for in Article VIII herein. In addition any requirements as provided in the discipline of the United Methodist Church.

ARTICLE VII

THE OFFICERS:

The officers and executive committee of this corporation shall be the President, Vice-President, Recording Secretary, Executive Secretary, Treasurer and Assistant Treasurer. The

Superintendent of the Snake River District shall be the Executive Secretary of said corporation and the president of said corporation shall be a layman. These officers other than the Executive Secretary shall be elected by the members of this corporation as set forth in the above article.

ARTICLE VIII

This corporation shall be managed by a Board of Managers, which board shall be deemed the Board of Directors of said corporation, and shall consist of the Resident Bishop, the Superintendent of the Snake River District, one minister and two laymen from each sub-district, and shall be elected annually by the members of the corporation at its annual meeting; and a representative from each of the following organizations within the United Methodist Church, the Methodist Men of the District, the Women's Society of Christian Service of the District, the District Youth Council, or any successor of the above enumerated organizations, and the immediate past president of this corporation. In addition, the Board of Managers shall include the following: The elected officers of the corporation, that is the president, vice-president, recording secretary, executive secretary, treasurer and assistant treasurer, and the President of the corporation shall preside over the meetings of the Board of Managers. Further, all members of the Board of Directors of this corporation are ex-officio members of the Society and therefore are full voting members of any Society meeting.

ARTICLE IX

BY-LAWS:

The Board of Managers shall have the power to make such By-Laws as the Board may deem necessary. The By-Laws repealed, amended or adopted by the Board of Managers shall be subject to re-enactment, amendment or repeal by the members of the corporation at their regular meetings or at any meetings specially called for that purpose. A majority of the members present at such meeting of this corporation may exercise the powers of re-enactment, amendment or repeal heretofore set out.

ARTICLE X

AMENDING THE ARTICLES OF INCORPORATION:

The Articles may be amended or altered by a two-thirds vote of the corporate members present at their regular meeting or at any meeting specially called for such purpose.

ARTICLE XI

SUPERVISION:

This corporation shall be under the supervision of the Department of Parish and Community Development of the Division of National Missions of the United Methodist Church or its successor and shall be governed according to the provisions of the Discipline of the United Methodist Church.

ARTICLE XIII

ADOPTION OF ARTICLES OF INCORPORATION:

The following named persons shall serve as members of the first Board of Managers:

President - - - - - Don Redfield, Rupert
Vice-President - - - - - Hugh Nelson, Boise
Recording Secretary - - - - Mrs. Katherine Heidel, Buhl
Executive Secretary - - - - Rev. Keith Mills, Boise
Treasurer - - - - - Harold F. Brown, Twin Falls
Assistant Treasurer - - - - W. G. Joyner, Blackfoot

Superintendent - Snake River District - Rev. Keith Mills,
Resident Bishop - - - - - Rev. Maynard Sparks, Portland
Minister - - - - - Rev. Herbert E. Morris, Twin Falls

Representative from:

Methodist Men - - - - - John Wiswall, Jerome
Women's Society of Christian Service - Mrs. Earle Jester,
District Youth Council - Debbie Smith, Caldwell./ Boise.

The same having been duly elected to such office by
vote of a majority of the members of this corporation present
at a meeting held for such purpose on the 4th day of March, 1972,
at the hour of 3:00 o'clock P.M. at the location of the First
United Methodist Church, which church is located at 360 Shoshone
Street East, Twin Falls, Idaho. Two weeks' notice of the time
and place of the holding of said meeting for the purpose of
electing the members of said Board of Managers, who have the
power as a Board of Directors, having been given by:

1. Publication in a newspaper, in the City of
Twin Falls, Idaho, to-wit: The Times-News,
said publications having taken place on the
11th day of February and the 18th day of
February, 1972; and
2. Posting in a conspicuous place on the building
at which the election was held.

IN TESTIMONY WHEREOF, witness my signature this

5th day of March, 1972.

SNAKE RIVER DISTRICT CHURCH EXTENSION
AND MISSION SOCIETY OF THE UNITED
METHODIST CHURCH, INC.

By Rev. G. Keith Mills
Acting Secretary

By Donald Redfield
Presiding Officer

AFFIDAVIT OF VERIFICATION

STATE OF IDAHO,)
 (ss.
County of Twin Falls,)

DON REDFIELD and KEITH MILLS, being duly sworn on behalf of the Snake River District Church Extension and Mission Society of the United Methodist Church, Inc., state that they are the presiding officer and the executive secretary of the said organization, that they have read article thirteen herein above set forth, that they know the contents thereof; and that the same is true by their own personal knowledge.

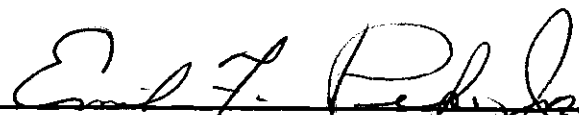


Don Redfield



Keith Mills

SUBSCRIBED and SWORN to before me this 5th day of
March, 1972.



NOTARY PUBLIC in and for the County
of Twin Falls, State of Idaho.