

**ARTICLES OF INCORPORATION
OF
REAL LIFE CITY ON A HILL MENTAL
HEALTH AND WELLNESS CENTER, INC.**

For Office Use Only

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The undersigned, in order to form a nonprofit corporation under ~~the provisions of Idaho~~ Nonprofit Corporation Act, Chapter 30, Title 30, Idaho Code, submits the following articles of incorporation to the Idaho Secretary of State.

**ARTICLE I.
NAME OF CORPORATION, OFFICE**

1.1 **Corporate Name.** The name of the corporation shall be REAL LIFE CITY ON A HILL MENTAL HEALTH AND WELLNESS CENTER, INC. (hereinafter "Corporation").

1.2 **Corporate Office.** The initial office of the Corporation shall be located at 1866 N. Cecil Road, Post Falls, ID 83854.

**ARTICLE II.
PURPOSE AND POWERS OF CORPORATION**

2.1 **Purpose.** The Corporation is committed to improving the mental health of our community by offering accessible, affordable, and effective treatment options rooted in biblical principles. The Corporation strives to create safe and supportive spaces where individuals can experience healing and grow in their faith, following the model of discipleship emphasized by Real Life Ministries.

2.2 **Tax Exempt.** The Incorporator intends to create a tax-exempt entity under the authority of Section 501(c)(3) of the Internal Revenue Code. The Corporation shall limit its substantial activities to the furtherance of its exempt purposes.

2.3 **General Authority.** The Corporation shall have and shall exercise all rights and powers necessary and convenient to carry out its purpose including those general powers set forth in the Idaho Nonprofit Corporation Act.

2.4 **Dedication of Assets.** The assets of the Corporation are expressly dedicated to the exempt purposes of a 501(c)(3) organization.

2.5 **Bylaws.** The Corporation shall adopt and maintain Bylaws.

B0930-5949 10/01/2024 3:15 PM Received by Office of the Idaho Secretary of State

**ARTICLE III.
INITIAL DIRECTORS**

The initial Directors shall be:

John Givens, 1866 N. Cecil Road, Post Falls, ID 83854, who shall serve an initial one-year term.

Santha Yinger, 1866 N. Cecil Road, Post Falls, ID 83854, who shall serve an initial one-year term.

Jim Putman, 1866 N. Cecil Road, Post Falls, ID 83854, who shall serve an initial two-year term.

Randy McEnespy, 1866 N. Cecil Road, Post Falls, ID 83854, who shall serve an initial two-year term.

Mark Cornelius, 1866 N. Cecil Road, Post Falls, ID 83854, who shall serve an initial three-year term.

**ARTICLE III.
INITIAL REGISTERED AGENT**

The initial registered agent shall be Peter Smith, whose address (registered office) is 601 E. Front Ave, Ste. 304, Coeur d'Alene, ID 83814.

**ARTICLE IV.
INCORPORATOR**

The incorporator is Peter Smith whose address is 601 E. Front Avenue, Suite 304, Coeur d'Alene, ID 83814.

**ARTICLE V.
NON-MEMBERSHIP CORPORATION**

The Corporation shall not have members. The Corporation shall be governed by its Board of Directors.

**ARTICLE VI.
DISSOLUTION AND DISTRIBUTION OF ASSETS UPON DISSOLUTION**

6.1 **Requirements for Dissolution.** The Corporation may be dissolved by a vote of a majority of the Board of Directors voting at a duly noticed meeting of the Board.

6.2 **Distribution of Assets.** Upon dissolution, any assets remaining after payment of debts and satisfaction of liability shall be distributed to another entity that provides accessible, affordable, and effective mental health treatment options rooted in biblical principles and qualifies as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.

6.3 **Statutory Provisions.** Except as otherwise provided above, Dissolution shall be accomplished in compliance with § 30-30-1001 et. seq., Idaho Code.

ARTICLE VII. BOARD OF DIRECTORS

7.1 **Management Vested in the Board of Directors.** The Board of Directors (Board) shall (a) govern the Corporation; (b) authorize the acquisition and distribution of the Corporation's real property; (c) monitor the Corporation's financial affairs; (d) determine the general policies under which the Corporation shall operate; (e) hire and supervise the Corporation's Executive Director; and (f) and take any other lawful action to protect and advance the interests of the Corporation.

7.2 **Board of Directors.** The Board shall consist of no less than three (3) Directors who shall serve staggered three-year terms (except for the initial terms specified in Article III). Directors shall be appointed by a majority of Directors at an annual meeting or at a special meeting called for the purpose of electing Directors. The Directors may, by majority vote, enlarge the Board. The Board, by resolution, may decrease the number of Directors but only upon the expiration of the term of the Director whose position is to be eliminated. The Board shall maintain a staggered appointment system, ensuring at least one Director is appointed annually. Directors may serve consecutive terms.

7.3 **Removing Directors.** A Director may be removed for any reason, or no reason at all, by the unanimous vote of the remaining Directors.

7.4 **Officers.** The Board shall annually elect its officers. There shall be a President, Vice President, Secretary and Treasurer. One person may serve as both Secretary and Treasurer. Officers shall be elected by a majority of Directors voting at a duly called meeting of the Directors. An officer may be removed from office at any time, for any reason, by a majority of the elected Directors. Such removal shall be evidenced by a resolution, executed by a majority of the Directors and delivered to the Secretary and the officer being removed. The officer's authority shall terminate upon delivery of said resolution to the Secretary.

7.5 **Action of the Board.** The action of the Board shall be the action of the Corporation.

ARTICLE VIII. AMENDMENTS

The Directors, by majority vote, may amend these Articles at any time EXCEPT it shall take a unanimous vote of the Directors to modify Article 7.3.

**ARTICLE IX.
NONDISCRIMINATION POLICY**

As a religious organization, the Corporation reserves the right to make employment and service-related decisions based on religion, as permitted by law. This includes the right to hire and employ individuals who share its religious beliefs and to provide services and programs that align with its faith-based mission. Except as otherwise permitted by law, the Corporation does not discriminate against any person on the basis of race, color, national origin, sex, age, disability, familial status, sexual orientation, gender identity, or any other legally protected characteristic.

**ARTICLE X
INCORPORATOR**

The name and street address of the incorporator is Peter J. Smith IV, 601 E. Front Avenue, Suite 304, Coeur d'Alene, ID 83814.

**ARTICLE XI
BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors. Neither these Articles nor the Bylaws of the corporation shall be amended or otherwise changed or interpreted to be inconsistent with the Declaration.

The undersigned, acting as incorporator of a nonprofit corporation under the Act, adopts the following Articles of Incorporation:

DATED this 26th day of September, 2024.

A handwritten signature in black ink, appearing to read 'PJS', is written over a horizontal line.

PETER J. SMITH IV
Incorporator