

State of Idaho

Department of State

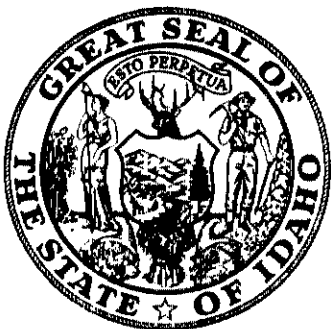
CERTIFICATE OF INCORPORATION OF

GREEN LEAF, INC.

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 GREEN LEAF, 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 18, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

**Articles of Incorporation
of
Green Leaf, Inc.
(A non-profit Corporation)**

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SEC. OF STATE

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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of are of full age, citizens of the United States of America and residents of the State of Idaho, have this day voluntarily associated ourselves together, and do hereby and by these Articles of Incorporation unite and associate ourselves for the purpose of forming a religious and benevolent non-profit corporation under the laws of the State of Idaho for the purposes hereinafter stated.

ARTICLE I

The name of this corporation shall be Green Leaf, Inc.

ARTICLE II

The term for which this corporation shall exist shall be in perpetuity.

ARTICLE III

The post office address of the office of this corporation shall be 296 Sunset Street, Sunset Mall Suite 16, Coeur d' Alene, Idaho 83814. The registered agent shall be Gary Hutton at this same address.

ARTICLE IV

The objects and purpose for which this corporation is formed shall be and are:

- a). Said corporation is organized exclusively for charitable, religious and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or under the corresponding provision of any future United States Internal Revenue Law);
- b). To aid in the moral and social welfare of our community through education, rehabilitation and leadership;

To distribute and sell produced educational materials, ideas and other products;

To properly and successfully train and educate people in moral, spiritual, and crisis intervention through class room settings, conferences, seminars and specially called meetings;

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- e). To receive gifts, donations, grants of money or property directly or in trust, or otherwise, from any foundation, citizen, municipality, State, United States or foreign government delivered to said corporation for the exclusive purposes and in furtherance of the purposes as set forth in this Article IV;
- f). To enter into such contacts and to incur such obligations as are consistent with the objectives and purposes of this corporation; but the private property of the officers, directors and members of this corporation, shall be exempt from the debts of the corporation and no officer, director or member shall be individually or collectively liable or responsible for any debts or liabilities of the corporation;
- g). To purchase, lease or otherwise acquire real or personal property of any kind, tangible or intangible and to sell, exchange, lease, mortgage or otherwise deal with the whole of or any part of such property or rights and generally to do anything or perform any act which shall be necessary and proper to the best interest of said corporation in accomplishing any of the objectives and purposes as allowable by an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law);
- h). To borrow money, to issue bonds, debentures, notes and other obligations of this corporation from time to time for any of the objects and purposes of this corporation, and to mortgage, pledge, hypothecate, or convey in trust or otherwise any or all of the property of the corporation to secure the payment thereof;
- i). To endorse, guarantee and secure the payment and satisfaction of loans, bonds debentures, obligations and evidences of indebtedness; to guarantee and assure the payment or satisfaction of interests on obligations; to assume the whole or any part of the liabilities, existing or prospective, of any person, corporation, firm or associations;
- j). To invest on behalf of itself or others, any money or property of the corporation and such additional funds as it may obtain, or any interest therein, in any manner; to vary the investments of the corporation, and generally to sell, exchange, or otherwise dispose of, deal with, and turn to account any of the assets of the corporation; and,
- k). To do all things permitted of a religious and benevolent corporation to be done under the laws of the State of Idaho and under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the provisions of any future United States Internal Revenue Law).

ARTICLE V

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, directors, 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 this purpose set forth in Article IV hereof. No substantial part of the activities of the corporation shall be 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 political statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this corporation.

ARTICLE VI

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities for the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office 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 VII

The business of the corporation shall be managed and conducted by a Board of Directors of not less than five (5) nor more than fifteen (15) members and the Executive Director as the Bylaws may determine.

ARTICLE VIII

The corporation shall indemnify any person who incurs expense by reason of the fact that he or she is or was an officer, director, employee; or agent of the corporation. This indemnification is permitted by law.

ARTICLE IX

To be eligible for membership on the Board of Directors, such Board member must meet the following qualifications:

- a). All Board members must be actively involved in the Body of Christ.

- b). They must display an evidence of a life changing experience with Jesus Christ.
- c). They must be in full agreement with the following Statement of Faith.
- d). They must comply with the full list of qualifications further mentioned in the corporate By-Laws.

STATEMENT OF FAITH

WE BELIEVE the Bible to be the inspired, only infallible, authoritative Word of God.

WE BELIEVE that there is one god, eternally existent in three Persons: Father, Son and Holy Spirit.

WE BELIEVE in the deity of our Lord Jesus Christ, in His virgin birth, in His sinless life, in His miracles, in His vicarious and atoning death through His shed blood, in His bodily resurrection, in His ascension to right hand of the Father, and in His personal return in power and glory.

WE BELIEVE that for the salvation of the lost and sinful man, regeneration by the Holy Spirit is absolutely necessary, and that the words of John 14:6 be essential: "I am the way and the truth and the life. No one comes to the Father except through me."

WE BELIEVE in the present ministry of the Holy Spirit by whose indwelling the Christian is enabled to live a godly life.

WE BELIEVE in the resurrection of both the saved and the lost; thy that are saved unto the resurrection of life and they that are lost unto the resurrection of damnation.

WE BELIEVE in the spiritual unity of believers in our Lord Jesus Christ freely operating through His endowed gifts.

ARTICLE X

The fiscal year of the corporation shall be the calendar.

ARTICLE XI

The private property of the members of this corporation shall not be subject to the payment of corporate debts to any extent whatever.

ARTICLE XII

The initial Board of Directors shall be:

Matthew M. Ardaiz
915 Lakeside
Coeur d'Alene, ID. 83814

Charles L. Bloodgood
3702 Belmont
Coeur d' Alene, ID 83814

Manuel R. Cortez
6080 N. 16th St.
Coeur d'Alene, ID. 83814

Gary R. Hutton
1818 Thomas Lane
Coeur d'Alene, ID. 83814

Allan D. Kyle
E. 9105 Bunco Road
Athol, ID. 83801

Richard A. Wild
502 Indiana St.
Coeur d' Alene, ID 83814


IN WITNESS WHEREOF, We have hereunto set out hands and seals this 17 day of DECEMBER 1994.

Richard A. Wied

Wm B B
Chas F Bondger

STATE OF IDAHO }
County of Kootenai } ss.

On this 17 day of December 1994, personally appeared, ~~Matthew~~
~~Arden~~, Charles Bloodgood, ~~Manuel Cortez~~, Gary Hutton, Allan Kyle, and Richard
Wild, known to me to be the persons whose names are subscribed to the foregoing
Articles of Incorporation, and acknowledged to me that they each executed the same
for the purposes therein expressed.


Notary Public for Idaho. Kootenai County
My commission expires: 7/22/97

