

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

NAMPA COMPASSION, INC.
File number C 116942

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 NAMPA COMPASSION, 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: October 28, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Lois Smock*

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ARTICLES OF INCORPORATION

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SECRETARY OF STATE
STATE OF IDAHO

OF

NAMPA COMPASSION, 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 Nampa Compassion, 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 Nampa, County of Canyon, and in the State of Idaho. The address of the initial registered office is 504 E. Dewey, Nampa, Idaho, 83686, and the name of the initial registered agent at this address is B. Edgar Johnson.

Article V Purposes.

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

- A. To collect and make available resources to meet medical, educational and other humanitarian needs in various world areas.
- B. Charitable, religious, educational, or scientific 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 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 No Members.

The corporation shall not have any members.

Article VIII Board of Directors.

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the (existing Directors) of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Signature <u>David Robert Edelman</u> David Robert Edelman	11213 Meadowbrook Dr., Nampa, ID 83686
Signature <u>B. Edgar Johnson</u> B. Edgar Johnson	3524 Skyline Dr., Nampa, ID 83686
Signature <u>Elizabeth H. Murtland</u> Elizabeth H. Murtland	149 So. Rowena, Nampa, ID 83686
Signature <u>Terrance L. Smith</u> Terrance L. Smith	1116 Ruby Dr., Nampa, ID 83686
Signature <u>Eula Tombaugh</u> Eula Tombaugh	203 So. Rowena, Nampa, ID 83686

Article IX Distribution on Dissolution

Upon dissolution of the Corporation, the Board of Directors 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. In doing so, the Board of Directors shall distribute such assets among so many of the following nonprofit 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 manner as the Board of Directors shall determine: College Church of the Nazarene, real and personal property; Nazarene Compassionate Ministries, International, all other collected materials and cash assets. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

Article XI Incorporator

The name and street address of the incorporator is B. Edgar Johnson, 504 E. Dewey, Nampa, ID 83686.

Article XII 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.

DATED this 28 day of October, 1996.

B. Edgar Johnson