



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**NORTHWEST NAZARENE COLLEGE FOUNDATION, 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 \_\_\_\_\_

**NORTHWEST NAZARENE COLLEGE FOUNDATION, 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 March 30, 19 89.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Angela H. [Signature]*

Corporation Clerk

ARTICLES OF INCORPORATION  
OF

NORTHWEST NAZARENE COLLEGE FOUNDATION, INC.

MAR 29 4 27 PM '89  
SECRETARY OF STATE

We, the undersigned incorporators, being persons legally competent to enter into contracts, for the purpose of forming a not for profit corporation under the laws of the State of Idaho do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation is Northwest Nazarene College Foundation, Inc.

ARTICLE II

The address of its registered office is 623 Holly, Nampa, Idaho 83651, and the name of its registered agent at such address is Richard A. Hagood.

ARTICLE III

This corporation shall be a nonprofit corporation and its duration shall be perpetual.

ARTICLE IV

The corporation is not for profit and is organized and operated exclusively for charitable, religious, educational, and scientific purposes for the use and benefit of Northwest Nazarene College, an Idaho nonprofit corporation, located in Nampa, Idaho, or such institution as shall succeed to the properties and functions of Northwest Nazarene College and which qualifies as an exempt organization under section 501(c)(3) and is excepted from private foundation status under section 509(a)(1) or (2) of the

Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law) and in connection therewith shall have the power and authority:

1. To provide funds to Northwest Nazarene College, Nampa, Idaho, to be used to provide grants-in-aid, scholarships, and fellowships to students and faculty attending or on staff at Northwest Nazarene College; to endow chairs in the various divisions and/or departments of Northwest Nazarene College; to provide capital improvements; and to provide funds to Northwest Nazarene College to assist in meeting the basic institutional purpose and mission of the development of Christian character within the philosophy and framework of genuine scholarship;
2. To procure funds, properties, and assets of all kinds and types through the soliciting, receiving, and accepting of gifts, transfers, conveyances, assignments, devises, and bequests of all kinds and types from individuals, partnerships, corporations, associations, and foundations;
3. To take by will or by gift, in trust or absolutely, cash or property, subject to any terms, conditions, or limitations which may be contained in the instrument by which such cash or property is acquired;
4. To manage, invest, and administer the assets of the corporation;
5. To purchase, exchange, lease, hire, or otherwise acquire, hold, own, improve, maintain, manage, develop, operate, let as lessor, sell, convey, or mortgage, either alone or in conjunction with others, real and personal property of every

kind, character, and description whatsoever and wheresoever situated and any interest therein; and

6. To make by-laws not inconsistent with the laws of the State of Idaho for the administration of the business and interests of such corporation; provided, however, that such by-laws must be consistent with the provisions of Internal Revenue Code, section 501(c)(3).

The foregoing shall be construed both as objects and powers, and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the laws of the State of Idaho. The said corporation shall have all the powers and authority necessary to accomplish the foregoing purposes and objectives; provided, however, that such powers shall be consistent with the provisions of section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

#### ARTICLE V

This corporation does not afford pecuniary gain, incidentally or otherwise, to its members.

#### ARTICLE VI

This corporation shall have no authority to issue capital stock.

#### ARTICLE VII

The conditions for membership in this corporation shall be stated in the by-laws of the corporation. The by-laws of this

corporation shall be formulated, repealed, and/or amended by affirmative vote of a majority of the members of the corporation.

#### ARTICLE VIII

The following are the incorporators and shall constitute the initial Board of Directors:

A. Gordon Wetmore	3612 Juanita Way Nampa, Idaho 83651
Leon Doane	9151 Covey Hill Court Boise, Idaho 83709
Richard A. Hagood	2109 Estates Drive Nampa, Idaho 83651
Harold Weber	1503 East Dakota Nampa, Idaho 83651

#### ARTICLE IX

No part of the net earnings 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 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 statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities which characterize it as an "action" organization as defined in section 501(c)(3) and shall not carry on any other

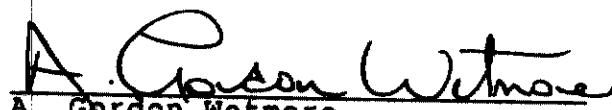
activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any further United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).


#### ARTICLE X

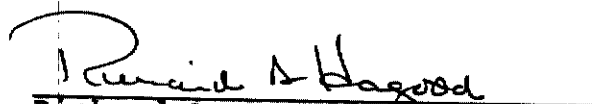
Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively to Northwest Nazarene College, Nampa, Idaho, or to such institution as shall succeed to the properties and functions of Northwest Nazarene College, Nampa, Idaho, or if no such institution exists, then to the General Board of the Church of the Nazarene, a Missouri corporation, and provided such recipient then qualifies as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law); otherwise, such assets shall be distributed exclusively to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the

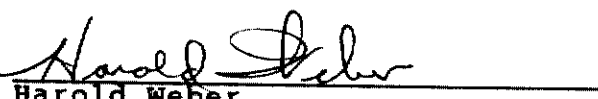
Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the district court in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, we have signed duplicate originals of these Articles of Incorporation of Northwest Nazarene College Foundation, Inc., this 8<sup>th</sup> day of March, 1989.

  
A. Gordon Wetmore  
3612 Juanita Way  
Nampa, Idaho 83651

  
Leon Doane  
9151 Covey Hill Court  
Boise, Idaho 83709

  
Richard A. Hagood  
2109 Estates Drive  
Nampa, Idaho 83651

  
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