

FILED EFFECTIVE

ARTICLES OF INCORPORATION

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NOVEMBER 29, 2002

SECRETARY OF STATE
STATE OF IDAHO

ARTICLE I

NAME/REGISTERED OFFICE

The name of this corporation shall be: CITY LIFE INCORPORATED. The corporation's registered office is located at: 1648 N WASHINGTON, EMMETT ID 83617. (Mailing address: PO Box 929, Emmett ID 83617)

Registered Agent: Fleda Wright

ARTICLE II

PURPOSE

This corporation is organized exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distribution to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end the corporation shall raise funds to help the needy through education, mentoring, financial assistance and training, practical assistance with clothing and food, lifestyle education, family development, providing non-professional and professional tutoring and job training, and other areas of practical help. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III

LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying under Section 501 (c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and

IDAHO SECRETARY OF STATE
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3. Notwithstanding any other provision of these articles, the corporation shall not carry on 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 now enacted or hereafter amended.
4. The corporation shall not lend any of its assets to any officer or director of the corporation (unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members), or guarantee to any person the payment of a loan by an officer or director of the corporation.

ARTICLE IV DIRECTORS/MEMBERS

The corporation shall have no voting members. The management and affairs of the corporation shall be at all times under the direction of the Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No Director shall have any right, title, or interest in or to any property of the corporation.

ARTICLE V DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts and obligations of this corporation.

ARTICLE VI DISSOLUTION

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes, within the meaning of Section 501 (c)(3) of the Internal Revenue code of 1986, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 exclusively for such purposes.

ARTICLE VII
INCORPORATOR
Directors &

The incorporators of this corporation are:

Fleda Wright 1053 Lilac Lane Emmett, ID 83617

Donald Wright 1053 Lilac Lane Emmett, ID 83617

Don Stephens 202 E 42nd St, Boise ID 83614

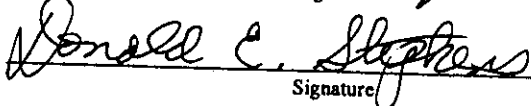
The undersigned incorporators certify that they executed these Articles for the purposes herein stated, and that by such execution, they affirm understanding that should any of the information in these Articles be intentionally or knowingly misstated, they are subject to criminal penalties for perjury.



Signature



Signature



Signature

12-10-02
Date

12/10/02.
Date

12-10-02
Date