

FILED/EFFECTIVE
03/13/2000 09:10:13

STATE OF IDAHO

**RESTATED ARTICLES OF INCORPORATION
OF
PRAISE, INC.**

IDAHO SECRETARY OF STATE

03/13/2000 09:10:13
TX: 3452 CT: 19300 MH: 290265

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The undersigned, acting as the original incorporators and present directors of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Restated Articles of Incorporation for the Corporation.

ARTICLE I. NAME.

The name of the Corporation is Praise, 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. INITIAL REGISTERED OFFICE AND AGENT.

The location of this Corporation is in the City of Caldwell, County of Canyon, State of Idaho. The address of the initial registered office is 16540 W. Oak St., Caldwell, ID 83707, and the name of the initial registered agent at this address is Ron Warren.

ARTICLE V. PURPOSES.

The purposes for which the Corporation is organized and will be operated are religious, benevolent, charitable, and presenting the Gospel of Jesus Christ, 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 organization under such Section 501(c) (3), and the doing of any thing which is necessary or incidental to the performing of any of the above mentioned purposes all on a not for profit basis,

as defined by the laws of the State of Idaho, and to exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing 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 members, directors, officers, or other private other 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 the carry 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 concerning any political campaign on behalf of any candidate for public office. Notwithstanding any other provision 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 have no members.

ARTICLE VIII. BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than two (2) nor more than fifteen (15) individuals. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Directors shall be elected or appointed in the manner and for the term provided in the Bylaws of the Corporation.

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

<u>Name</u>	<u>Address</u>
Ron Warren	16540 W. Oak, Caldwell, ID 83607
Mrs. Ron Warren	16540 W. Oak, Caldwell, ID 83607
Robert Brown	22510 Ustick Road, Caldwell, ID 83607

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 to such organization or organizations as shall at the 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. 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 such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE X. ADOPTION.

These Restated Articles of Incorporation of Praise, Inc., were adopted by a majority vote of the directors in office at a duly called and held meeting of directors on the 2nd day of March, 2000, whose signatures are affixed hereto.

ARTICLE XI. BYLAWS.

Provision for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 2nd day of MARCH, 2000.

Ronald V. Warren
Ron Warren, Director and President

Richard Shaw
Richard Shaw, Director and Vice-President

Wes Waggoner
Wes Waggoner, Director and Secretary

Ed Kreiner
Ed Kreiner, Director

STATE OF IDAHO)
) ss.
COUNTY OF CANYON)

On this 2 day of March, 2000, personally appeared before me, Kathy L. Waldemer a notary public in and for the State of Idaho, Ron Warren, Richard Shaw, and Wes Waggoner, known to me or shown to me to be the persons who executed the foregoing and within Restate Articles of Incorporation of Praise Inc. and who acknowledged to me that they executed the same.

Kathy L. Waldemer
Notary Public for Idaho
Residing at: Nampa
Commission Expires 6-12-2003

STATE OF IDAHO)

) ss.

COUNTY OF CANYON)

On this 6th day of March ~~January~~ ~~PKK~~, 2000, personally appeared before me, Paula K. Kiser, a notary public in and for the State of Idaho, Ed Kreiner, known to me or shown to me to be the persons who executed the foregoing and within Restate Articles of Incorporation of Praise Inc. and who acknowledged to me that they executed the same.

Paula K. Kiser

Notary Public for Idaho

Residing at: Meridian

Commission Expires: 6-23-2004

