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**ARTICLES OF INCORPORATION
OF
IT TAKES A VILLAGE MINISTRIES, INC.**

The undersigned, acting as the incorporator of a nonprofit corporation (“Corporation”) organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 30, Title 30, Idaho Code (“Act”), adopts the following Articles of Incorporation (“Articles”).

**ARTICLE I
NAME OF THE CORPORATION**

The name of the Corporation is It Takes a Village Ministries, Inc.

**ARTICLE II
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, AGENT AND MAILING ADDRESS**

The initial location of the Corporation is in the City of Hailey, State of Idaho. The address of the initial registered office is 860 Fox Acres, Hailey, ID 83333, and the name of the initial registered agent at this address is Robbie Walden. The initial mailing address for correspondence to the Corporation is P.O. Box 3461, Hailey, ID 83333.

**ARTICLE V
PURPOSES**

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

- A. To spread the Gospel of Jesus Christ and empower the body of Christ through witness, testimony, sermons and playing music.
- B. Evangelist ministry work through music lifting the spiritual and temporal needs of all according to the Bible and inspired by the love of God.

C. Religious, charitable, or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code, 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).

D. 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 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 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, 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, which number shall be no less than three. The Directors constituting the initial Board of Directors, who are designated in these Articles, have been and all future Directors shall be appointed by Robbie Walden.

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

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------|--|
| Robbie Walden | PO Box 3461 Hailey, ID 83333 |
| Yvonne Walden | PO Box 3461 Hailey, ID 83333 |
| Billy Weatherall | 1040 Chinaberry Dr Bossier City, LA 71111 |
| Julie Weatherall | 1040 Chinaberry Dr Bossier City, LA 71111 |
| Vanessa Gibbs | 85 Freedom Loop Bellevue, ID 83313 |
| Cody Gibbs | 85 Freedom Loop Bellevue, ID 83313 |

**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 that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, 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 the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

**ARTICLE X
LIMITATION OF LIABILITY AND INDEMNIFICATION**

A. Limitation of Liability.

1. Directors. No director of the Corporation will be personally liable to the Corporation for monetary damages for any action taken, or any failure to take any action, as a director except liability for: (i) the amount of a financial benefit received by a director to which the director is not entitled; (ii) an intentional infliction of harm on the Corporation or the members; or (iii) an intentional violation of criminal law.

2. Officers. No officer of the Corporation will be personally liable to the Corporation for monetary damages for any action taken, or any failure to take any action, as an officer except for liability for: (i) the amount of a financial benefit received by an officer to which the officer is not entitled; (ii) an intentional infliction of harm on the Corporation or the members; or (iii) an intentional violation of criminal law.

B. Indemnification.


1. Generally. To the extent provided in these Articles and in the Bylaws, the Corporation shall indemnify, advance expenses to, and may purchase insurance to protect any person. If these Articles or the Bylaws are amended or repealed to restrict indemnification rights, then the broader indemnification rights that existed before the repeal or amendment will govern claims for indemnification that concern events that occurred before the amendment or repeal.

2. Mandatory Indemnification. The Corporation shall indemnify and advance expenses to any director, officer or other person to the fullest extent of the law for any action taken, or any failure to take any action, as a director, officer or agent of the Corporation, except liability for: (i) the amount of a financial benefit received by the person to which the person is not entitled; (ii) an intentional infliction of harm on the Corporation or the members, if any; or (iii) an intentional violation of criminal law.

**ARTICLE XI
BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the 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 4th day of February, 2021.



Robbie Walden, Incorporator
P.O. Box 3461, Hailey, ID 83333