

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

FORMERLY KNOWN MINISTRIES, 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 FORMERLY KNOWN MINISTRIES, 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: May 29, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

By *Jamie Chadwick*

**ARTICLES OF INCORPORATION OF  
FORMERLY KNOWN MINISTRIES, INC.**

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**ARTICLE I - NAME**

The name of the corporation shall be FORMERLY KNOWN MINISTRIES, INC., and its location shall be 1105 Summerwind, Nampa, Idaho.

**ARTICLE II - DURATION**

The period of this corporation shall be perpetual.

**ARTICLE III - PURPOSES**

The business and purposes of this Non-profit Corporation shall be the building up of saints and spreading the Gospel of Jesus Christ, the Son of God, through dramatic presentations and any other methods which may later become available. These purposes shall include the right, power, and authority to do all acts allowed by the laws of the State of Idaho, including but not limited to the purchase, sale, lease, and conveyance of property, both real and personal, and entering into contracts. The Corporation shall have the power to acquire improved property or land for the purposes of construction of improvements to assist in the ministry of the Corporation.

This Non-profit Corporation is organized exclusively for charitable, educational and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as a Non-profit Corporation. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code. Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to non-profit Corporations which have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE IV - NON-STOCK, NON-MEMBER CORPORATION**

This Corporation shall have no members, shall issue no stock, and shall neither declare nor pay dividends or profits.

**ARTICLE V - NUMBER OF DIRECTORS**

The number of Directors shall be no less than three (3) and no more than seven (7), and the number shall be changed only by a majority of the then Directors at a Directors' meeting held no less than thirty (30) days prior to any election of new Directors. Should a Director become ill, incapacitated, or otherwise unable to fulfill the duties of his office, a substitute Director shall be appointed by majority vote of the remaining Directors to fulfill such Director's remaining term of service.

## **ARTICLE VI - ELECTION OF DIRECTORS**

The initial Board of Directors subsequent to these amendments shall consist of the President of Formerly Known Ministries, Inc., and four (4) other Directors (hereafter "Board"). Future Boards of Directors, which shall include the President as one of its members, shall be approved by the Board of Directors of Calvary Assembly of God Church, Inc., a non-profit corporation (hereafter "Church"), located at 817 Central Midland, Nampa, Idaho, after nomination by the present Board. In the event no input is provided from the Church within thirty (30) days of written request by the Board of Directors, such nominations shall be conclusively presumed to be accepted by the Church. In the event the Church does not approve of the nominations, the Church may state its disapproval by corporate resolution in writing within thirty (30) days. The Board shall then offer replacement nominees for those disapproved, of which the Church may disapprove in the same method as previously stated, except that such disapproval must be made within ten (10) days.

## **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall be the following:

Leonard Dooms  
1105 Summerwind Place  
Nampa ID 83651

Dan Burch  
315 9th Ave. N.  
Nampa ID 83687

Tim Vandeventer  
17653 Madison Road  
Nampa ID 83687

Wm. Luke Mathisen  
1605 Ventura Dr.  
Nampa ID 83686

Stephen T. Sherer  
2090 Star Lane  
Meridian ID 83642

## **ARTICLE VIII - CORPORATE OFFICERS AND DIRECTORS**

The general officers of the Corporation shall be president, vice-president, secretary and treasurer. The powers, duties and responsibilities of these officers and of the Directors of the Corporation shall be as stated in the By-laws of the Corporation. The Board of Directors, and each Director, shall serve until their replacements are duly nominated and approved.

Whenever the Board of Directors may so order, any two offices, the duties of which do not conflict, may be held by one person, except that the offices of Secretary and President may not be held by the same person.

The Officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, as well as those prescribed by the Bylaws.

## **ARTICLE IX - REGISTERED AGENT**

The registered agent and address for service of process shall be

Leonard Dooms

1105 Summerwind Place  
Nampa ID 83651.

### ARTICLE X - INCORPORATOR

The name and address of the incorporator is:

Leonard Dooms  
1105 Summerwind Place  
Nampa ID 83651.

### ARTICLE XI - WINDING UP AND DISSOLUTION

Upon a vote of the majority of the Directors of the Corporation, at a meeting of which all Directors have been provided thirty (30) days notice of an intention to dissolve the Corporation, the Corporation may be dissolved as provided in Idaho Code Sections 30-1-82 through 30-1-138. After payment of all legitimate claims against the Corporation and the expenses of winding up the Corporation, all remaining assets and property, both real and personal, of the Corporation shall either be sold at fair market value or turned over to Calvary Assembly of God Church, Inc., as decided by the Board.

### ARTICLE XII - LIMITATION OF LIABILITY


The Directors of this Corporation shall not be personally liable to the Corporation for breach of any fiduciary duty owed to the Corporation, except for the following instances:

1. Breaches of the Director's duty of loyalty;
2. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
3. Any transaction by which a Director derived an improper personal benefit;
4. A Director's assent to any distribution of the assets of the Corporation without providing for payment of all known debts, liabilities and obligations of the Corporation prior to dissolution or liquidation;
5. Any liability imposed upon directors or corporate officers by Idaho Code Sections 30-1-48 or 30-322.

### ARTICLE XIII - AMENDMENTS

These articles of incorporation may be amended only as provided in Idaho Code Section 30-326(a) as such statute exists upon the date of incorporation.

Dated this 27 day of May, 1992.

  
Leonard Dooms, Incorporator