

B0696-6446 06/15/2022 4:50 PM Received by ID Secretary of State Lawrence Denney

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**-FILED-**

File #: 0004790198

Date Filed: 6/15/2022 4:50:00 PM

ARTICLES OF INCORPORATION  
OF  
SHEPHERD RENEWAL MINISTRIES, INC.

In compliance with the requirements of the laws of the State of Idaho relating to nonprofit corporations, including particularly Section 30-3-17 of the *Idaho Code*, the undersigned, in order to form a non-profit corporation for the purposes hereinafter stated, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

Name of Corporation

The name of the Corporation shall be SHEPHERD RENEWAL MINISTRIES, INC., hereinafter called the "Corporation."

**ARTICLE II**

Office

The initial principal office of the Corporation shall be located at number 2027 N. Rivington Way in the city of Eagle, Idaho 83616, and the initial registered agent at said address shall be TIMOTHY PAUL EUGENE BUNN.

**ARTICLE III**

Purpose and Powers of the Corporation

This Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the *Internal Revenue Code*. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under either Section 501(c)(3) of the *Internal Revenue Code* or the corresponding section of any future federal tax code, or (b) by an Corporation, contributions to which are deductible under either Section 170(c)(2) of the *Internal Revenue Code* or the corresponding section of any future federal tax code.

*Specifically, the purposes for which this Corporation is being organized shall be the encouraging, equipping, and educating of Christian Ministry leaders (and their families) for health, growth, and effectiveness through writing, retreats, speaking, coaching, counseling, and mentoring.* In addition, this Corporation shall have any and all other powers, rights, and privileges which a corporation organized under the *Idaho Non-Profit Corporation Act* by law may now or hereafter have or exercise.

**ARTICLE IV**

**Membership**

The Corporation shall not have members.

**ARTICLE V**

**Board of Directors**

The affairs of the Corporation shall be managed by a Board of at least three (3), but not more than seven (7) Directors at meetings duly held pursuant to the Bylaws and at which a quorum is present in person or by proxy. After the filing of these Articles, the size of the Board may be changed from time to time by the enactment or amendment of an appropriate Bylaw in the manner set forth in said Bylaws. A quorum shall consist of the presence of at least one-half (½) of the Directors, either in person or by proxy.

The Board, by majority vote, shall elect and may remove any officer of the Corporation.

The initial members of the Board of Directors of the Corporation shall be as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
TIMOTHY PAUL EUGENE BUNN	2027 N. Rivington Way Eagle, Idaho 83616
MELODEE ANN BUNN	2027 N. Rivington Way Eagle, Idaho 83616
JOSHUA EUGENE BUNN	3045 S. Ouray Street Aurora, Colorado 80013.

## **ARTICLE VI**

### **Dissolution**

The Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the Directors of the Corporation. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated and transferred for one or more exempt purposes within the meaning of either Section 501(c)(3) of the *Internal Revenue Code*, or any corresponding section of any future federal tax code, or shall be distributed either to the federal government, or to any 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 for such purposes or to such organizations as said Court shall determine, which organizations are organized and operated exclusively for such purposes.

## **ARTICLE VII**

### **Duration**

Subject to the provisions of Article VI, above, the Corporation shall have a perpetual existence.

## **ARTICLE VIII**

### **Incorporator & Registered Agent**

The name and street address of the Incorporator of this Corporation, who is also the initial Registered Agent for the Corporation, is TIMOTHY PAUL EUGENE BUNN whose address is number 2027 N. Rivington Way in the city of Eagle, Idaho 83616.

## **ARTICLE IX**

### **Conflicts of Interest**

To ensure that the Corporation operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, in connection with any actual or possible conflict of interest involving a proposed transaction or arrangement for the Corporation, any director, officer, or member of a committee with governing board-delegated powers who has a direct or indirect financial interest in the transaction or arrangement must disclose the existence of the financial interest and all material facts to the

directors or to the members of a committee with governing board-delegated powers who may be considering the proposed transaction or arrangement. After disclosure of the financial interest and all material facts, and after any discussion with the person making the disclosure, that person shall abstain from voting on the motion for which the conflict of interest exists.

## **ARTICLE X:**

### **Indemnification**

The Corporation shall have the authority, in accordance with Idaho State law, to indemnify each director or officer against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of being or having been a director or officer of the Corporation (whether or not he continues to be a director or officer at the time of incurring such expense) except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or willful misconduct in the performance of his duty as such director or officer. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, or otherwise.

The Corporation shall have the right to defend and to incur reasonable expenses in the defense of any such actions, suits, or proceedings brought against any such director or officer. Wherever in this section a director or officer is referred to, such reference shall include his or her personal representatives, executors, and administrators.

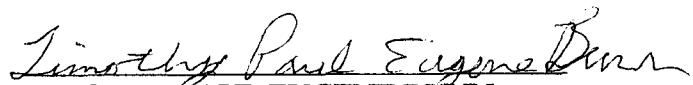
## **ARTICLE XI**

### **Amendments**

Amendments of these Articles may only be enacted in conformity with the provisions of Section 30-3-91 of the *Idaho Code*. These Articles or the Bylaws of the Corporation may only be amended by the vote of two-thirds (2/3) of the Directors of the Corporation in accordance with Idaho law.

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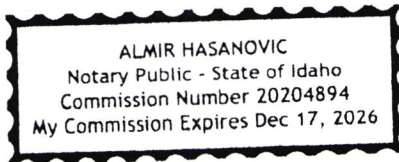
IN WITNESS WHEREOF, For the purpose of forming this corporation under the laws of the State of Idaho, the undersigned, constituting the sole Incorporator of this Corporation, has executed these Articles of Incorporation this 14<sup>th</sup> day of June, 2022.

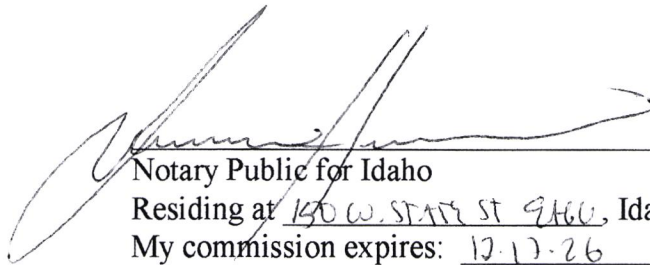
  
TIMOTHY PAUL EUGENE BUNN,  
Incorporator

STATE OF IDAHO )  
 ) ss.  
County of Ada )

On this 14<sup>th</sup> day of June, 2022, before me, the undersigned, a Notary Public in and for said County and State, personally appeared TIMOTHY PAUL EUGENE BUNN, known to me to be the person whose name is subscribed to the foregoing instrument, and who acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year in this certificate first above written.



  
Notary Public for Idaho  
Residing at 130 W. STATE ST 9460, Idaho  
My commission expires: 12-17-26

TIMOTHY PAUL EUGENE BUNN, Articles & Bylaws 06.10.22