

FILED EFFECTIVE

Articles of Incorporation (Non-Profit)

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The undersigned, in order to form a Non-Profit Corporation under the provisions of Title 30, Chapter 3, Idaho Code and to achieve such as a tax exempt charitable organization under 501(c)(3) submits the following articles of incorporation to the Secretary of State and do hereby certify:

First: The name of the Corporation shall be The Javi Gema Help Corporation.

Second: The place in this state where the principal office of the Corporation is to be located is the City of Rexburg, Madison County; Idaho. The registered street address shall be 1225 South 2nd East, Rexburg; ID 83440. The Mailing Address shall be 1225 South 2nd East, Rexburg; ID 83440. And the registered agent at such address shall be Steven Dalling.

Third: Said corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Fourth: The names and addresses of the persons who are the initial Board of Directors of the corporation are as follows:

Steven Dalling: 1225 South 2nd East, Rexburg; ID 83440

Brooke Dalling: 1140 North Polk Ext., Moscow; ID 83843

Lori Merritt: 909 North 3441 West, Rexburg; ID 83440

Fifth: This corporation does not have voting members

Sixth: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Third hereof. No substantial part of the activities of the corporation shall be 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 or in opposition to 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 (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Seventh: A. The principal and income of all property received and accepted by the corporation to be administered shall be held in trust by the board of directors, and the board of directors may make payments or distributions from income or principal, or both,

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to or for the use of such charitable organizations, within the meaning of that term as defined in paragraph C, in such amounts and for such charitable purposes as seen fit by the Board of Directors; and the Board of Directors may make payments or distributions from income or principal, or both, directly for such charitable purposes, within the meaning of that term as defined in paragraph D, in such amounts as the Board of Directors shall from time to time select and determine without making use of any other charitable organization. The Board of Directors may also make payments or distributions of all or any part of the income or principal to states, territories, or possessions of the United States, or to the United States or the District of Columbia but only for charitable purposes within the meaning of that term as defined in paragraph D.

B. The corporation shall continue forever unless the Board of Directors shall terminate it and distribute all of the principal and income, which action may be taken by the Board of Directors in their discretion at any time. On such termination, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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 and operated exclusively for such purposes.

C. In this Declaration of Trust and in any amendments to it, references to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which do not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. It is intended that the organization described in this paragraph C shall be entitled to exemption from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

D. In these Articles of Incorporation and in any amendments to it, the term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific, literary, or educational purposes within the meaning of those terms as used in section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, but only such purposes as also constitute public charitable purposes under the law of trusts of the State of Idaho.

Eighth: These Articles of Incorporation may be amended at any time or times by written instrument or instruments signed and sealed by the Board of Directors, provided

that no amendment shall authorize the trustees to conduct the affairs of this trust in any manner or for any purpose contrary to the provisions of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. An amendment of the provisions of this Article Eighth (or any amendment to it) shall be valid only if and to the extent that such amendment further restricts the Board of Directors' amending power.

Ninth: Any member of the Board of Directors may, by written instrument, signed and acknowledged, resign his office. The number of the Board of Directors shall be at all times not less than three, and whenever for any reason the number is reduced to less than three, there shall be, and at any other time there may be, appointed one or more additional board members. Appointments shall be made by the remaining board of directors for the time in office by written instruments signed and acknowledged. Any succeeding or additional board member shall, upon his or her acceptance of the office by written instrument signed and acknowledged, have the same powers, rights and duties jointly with the surviving or remaining board members as if originally appointed. None of the board members shall be responsible or liable for the acts or omissions of any other of the board members or of any predecessor or of a custodian, agent, depository or counsel selected with reasonable care. The one or more board members, whether original or successor, for the time being in office, shall have full authority to act even though one or more vacancies may exist. A board member may, by appropriate written instrument, delegate all or any part of his or her powers to another or others of the board for such periods and subject to such conditions as such delegating trustee may determine. The Board Members serving under these Articles of Incorporation are authorized to reimburse themselves amounts for reasonable expenses incurred in the service of the Corporation, but in no event shall any board member make any type of financial profit from his/her services to the Corporation.

Ninth: In extension and not in limitation of the common and statutory laws the Board of Directors shall have the following discretionary powers:

a) To invest and reinvest the principal and income of funds generated by the Corporation in such property, real, personal, or mixed, and in such manner as they shall deem proper, and from time to time to change investments as they shall deem advisable; to invest in or retain any stocks, shares, bonds, notes, obligations, or personal or real property (including without limitation any interests in or obligations of any corporation, association, business trust, investment trust, common trust fund, or investment company) although some or all of the property so acquired or retained is of a kind or size which but for this express authority would not be considered proper and although all of the funds are invested in the securities of one company. No principal or income, however, shall be loaned, directly or indirectly, to any board member except on the basis of an adequate interest charge and with adequate security.

b) To sell, lease, or exchange any personal, mixed, or real property, at public auction or by private contract, for such consideration and on such terms as to credit or otherwise, and to make such contracts and enter into such undertakings relating to the trust property, as they consider advisable.

c) To borrow money for such periods, at such rates of interest, and upon such terms as the Board of Directors consider advisable, and as security for such loans to mortgage or pledge any real or personal property with or without power of sale; to acquire or hold any real or personal property, subject to any mortgage or pledge on or of property acquired or held by the Corporation.

d) To execute and deliver deeds, assignments, transfers, mortgages, pledges, leases, covenants, contracts, promissory notes, releases, and other instruments, sealed or unsealed, incident to any transaction in which they engage.

e) To vote, to give proxies, to participate in the reorganization, merger or consolidation of any concern, or in the sale, lease, disposition, or distribution of its assets; to join with other security holders in acting through a committee, depositary, voting trustees, or otherwise, and in this connection to delegate authority to such committee, depositary, or trustees and to deposit securities with them or transfer securities to them; to pay assessments levied on securities or to exercise subscription rights in respect of securities.

f) To employ a bank or trust company as custodian of any funds or securities and to delegate to it such powers as they deem appropriate; to hold corporation property without indication of fiduciary capacity but only in the name of a registered nominee, provided the property is at all times identified as such on the books of the corporation; to keep any or all of the property or funds in any place or places in the United States of America or elsewhere; to employ clerks, accountants, investment counsel, investment agents, and any special services, and to pay the reasonable compensation and expenses of all such services in addition to the compensation of the trustees.

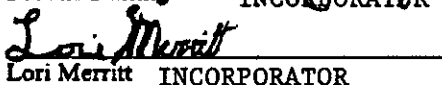
Tenth: The Board of Directors' powers are exercisable solely in the fiduciary capacity consistent with and in furtherance of the charitable purposes of this trust as specified in Article Third and not otherwise.

Eleventh: Any person may rely on a copy, certified by a notary public, of the executed original of these Articles of incorporation, and of any of the notations on it and writings attached to it, as fully as he might rely on the original documents themselves. Any such person may rely fully on any statements of fact certified by anyone who appears from such original documents. No one dealing with the Board of Directors need inquire concerning the validity of anything the Corporation purport to do.

In witness whereof, we have hereunto subscribed our names this day of July 2008.


Steven Dalling INCORPORATOR


Brooke Dalling INCORPORATOR


Lori Merritt INCORPORATOR