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ARTICLES OF INCORPORATION

ZION LUTHERAN CHURCH OF DEARY, IDAHO, INC.

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the Incorporators of a non-profit religious corporation (Church Corporation”), organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code (“Act”) adopt the following Articles of Incorporation (“Articles”).

Article One - Name

The name of this religious corporation is Zion Lutheran Church of Deary, Idaho, Inc.

Article Two - Status

The corporation is a nonprofit religious corporation.

Article Three - Purpose

The purposes for which this corporation is organized and will be operated are as follows:

A. To establish and maintain a church and to provide a place of public worship and prayer in accordance with the traditions and practices of the Lutherans in the vicinity of the City of Deary, County of Latah, State of Idaho; to buy, sell, lease, mortgage or otherwise encumber, hold, or dispose of both real and personal property of the corporation, to carry out religious, charitable, and educational activities in accordance with the Constitution(s) and governing rules of this Church and Lutheran Congregations in Mission for Christ, (LCMC), to further all Christian religious and charitable work; and for such purpose to adopt and establish by-laws, rules, and regulations in accordance with law and not inconsistent with these Articles of Incorporation and governing documents of this Church (Constitution and By-Laws) or the Constitution of the LCMC as it is now or shall be, from time to time, amended, established, made and declared by the Authority of the Constituent Churches of the LCMC. This congregation is a member of the LCMC through the Northwest District of the LCMC.

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B. To carry out charitable, religious, educational, or scientific activities as set forth in this Article within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under Section 501(c) (3).

C. 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 other things of value. Nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business in such manner, or to exercise any power, or to do any act that a non-profit religious corporation formed under the Act or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

Article Four -Registered Agent and Address

The initial registered agent and registered office of the corporation are:

Registered Agent: Shelly Cannon, Church Council Secretary/Clerk

Registered Office Address: 1242 State Highway 9, Deary, ID 83823

Article Five - Duration, Powers and Duties

The period of duration of this corporation is perpetual, and the Corporation shall have the powers and duties granted by the Act and set forth in these Articles:

To receive, hold, encumber, manage, and transfer property, real or personal, for the church. To accept and execute deeds of title to such property.

To hold and defend title to such property.

To manage any permanent special funds for the furtherance of the purposes of the church. In addition, to the extent not included in the above, the Corporation shall have all of the general powers of a non-profit religious corporation organized under the Laws of the State of Idaho pertaining to religious non-profit Corporations.

In addition, the Corporation shall not engage in ultra vires acts.

Article Six - Nonstock Corporation

This corporation shall be nonstock, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

Article Seven - Council Members

The Directors of the Corporation shall be the members of the Church Council. The number of members constituting the initial Church Council is seven, and the names and addresses of the persons who are to serve as council members until -the first annual meeting of the members or until their successors are elected and qualify are:

NAME	ADDRESS
Darin Anderson	PO Box 156 Deary, ID 83823
Wendy Fredrickson	1675 Highway 99 Troy, ID 83871
Shelly Cannon	1242 State Highway 9 Deary, ID 83823
Murray Stanton (Pastor)	1371 Mica Mt. Rd. Deary, ID 83823
Keith Guenther	411 N. Almon #608 Moscow, ID 83843
Jim Sullins	1021 Granlund Road Troy, ID 83871
Deb Whitney	PO Box 117 Troy, ID 83871

Article Eight - Election of Council Members

At an annual meeting of the members, Council Members shall be elected by a majority vote of the members entitled to vote and actually present and voting for a term consistent with the provisions of the by-laws to succeed Council Members whose terms then expire; provided that nothing herein shall be construed to prevent the election of a Council member to succeed himself. The election of Council members shall be by secret ballot. The term of each Council Member shall commence

immediately upon his/her election. The Council Members/corporate directors are the designated Trustees, as applicable, of the property of the Church Corporation. A quorum of the Church Council for transacting business shall be as specified in the Bylaws, and the Bylaws shall likewise provide for the manner of election or appointment of Council members. The terms of Church Council members shall be staggered as provided for in the Consitution and/or By-Laws of the Church.

Article Nine - Membership

This Church Corporation shall have members, who shall consist of those persons provided for and defined as such by the Church Constitution and Bylaws. Members may be designated as Voting members or non-voting members. Only voting members on the active roll of the Church shall be eligible for election as Church Council Members of the Church.

Article Ten - By-laws

By-laws not inconsistent with the Articles of Incorporation and in conformity with the Constitution of the Church and LCMC may be adopted, altered, amended or repealed at any regular meeting of the members; or at any special meeting of the members of the Church Corporation called for that purpose, by the affirmative vote of two-thirds (2/3) of the members present at such meeting, a quorum being 33% (thirty-three percent) of the average attendance at regular worship for the five Sundays previous to the meeting at which the respective action in regard to By-Law is taken.

Article Eleven - Amendments

That the Articles of Incorporation of this corporation may be altered or amended at any regular meeting of the members *or* any special meeting of the members called for that purpose by an affirmative vote of two-thirds (2/3) of the members present at such a meeting; provided written notice of the intention to amend the Article of Incorporation is served on each and all of the

members in accordance with the Idaho Nonprofit Corporation Act, and a Quorum of voting members, as provided for in Article Ten, above, be present.

Article Twelve - Incorporators

The name and address of each incorporator is:

Darin Anderson	PO Box 156	Deary, ID 83823
Wendy Fredrickson	1675 Highway 99	Troy, ID 83871
Shelly Cannon	1242 State Highway 9	Deary, ID 83823
Murray Stanton (Pastor)	1371 Mica Mt. Rd.	Deary, ID 83823
Keith Guenther	411 N. Almon #608	Moscow, ID 83843
Jim Sullins	1021 Granlund Road	Troy, ID 83871
Deb Whitney	PO Box 117	Troy, ID 83871

Article Thirteen- Restrictions on Corporations Exempt from Federal Taxation

No part of the assets 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 of the Corporation. 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 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 corresponding section of any future federal tax code.

Article Fourteen- Dissolution

If the church is formally dissolved or has become extinct by reason of the dispersal of its members, the abandonment of its work, or any other cause, all property of the Church corporation remaining after the payment or provision for payment of all remaining liabilities of the Church corporation, both real and personal, present and future, shall be distributed to such organization or organizations as the Church Council shall designate which are qualified under section 501 (c)(3) of the Internal Revenue Code of the United States of 1986 (as amended from time to time) as exempt, and consistent with the purposes of the corporation. In such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is located, exclusively for the purposes or to such organizations as such court may determine to be consistent with the purposes of the Church Corporation.

Incorporators:

Darin Anderson *Darin Anderson*
Wendy Fredrickson *Wendy Fredrickson*
Shelly Cannon *Shelly Cannon*
Murray Stanton (Pastor) *Murray Stanton*
Keith Gunther *Keith Gunther*
Jim Sullins *Jim Sullins*
Deb Whitney *Deb Whitney*

Dated this 25th day of December, 2011.