

CERTIFICATE OF INCORPORATION
OF

VICTORIOUS VENTURES, INC.

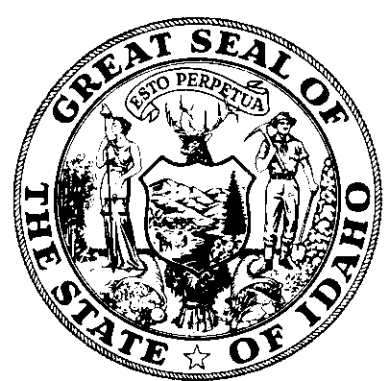
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

VICTORIOUS VENTURES, 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 October 20, 1981.



Pete T. Cenarrusa
SECRETARY OF STATE

Penny Gausa
Corporation Clerk

ARTICLES OF INCORPORATION
OF
VICTORIOUS VENTURES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all citizens of the State of Idaho and of the United States of America, acting as incorporators of a corporation formed under and pursuant to the provisions of Title 30, Chapter 3 of the Idaho Code, do hereby adopt and execute the following Articles of Incorporation and do hereby certify and declare:

ARTICLE I.

That the name of said Corporation is and shall be VICTORIOUS VENTURES, INC.

ARTICLE II.

The purpose for which this corporation is formed and is to be conducted and operated is as follows:

(a) To coordinate, conduct, maintain and operate an organization for the promotion of religious teaching of the gospel of Christ; to advance its membership and to promote the advancement of glory of Christ's Kingdom for all citizens.

(b) To purchase, have, hold, lease, use and take possession of, own and enjoy any real or personal property necessary or incident to, or connected with, the purposes of this corporation, and to sell, lease, alienate and dispose of the same at the pleasure of the corporation.

(c) To borrow or raise money for any of the purposes of this corporation and from time to time, without limit as to amount, to draw, make, accept, endorse, guarantee, execute and issue promissory notes, drafts, bills of exchange, warrants, evidences of indebtedness, and to secure the payment thereof, and of the interest thereon, by mortgage on, or pledge, conveyance or assignment in trust, or the whole or any part of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such securities or obligations of the corporation.

(d) The above enumerated pruposes shall also be considered a statement of powers and this corporation may do each and every thing suitable or proper for the accomplishment or attainment of the corporation. In addition thereto, the corporation shall have and may exercise any other or further powers or privileges granted by the law of the State of Idaho to corpora-

tions of this character. The statements contained in each clause shall be in no way limited or restricted by reference to independent purposes and powers; and no recitation, or declaration, or enumeration of separate or specific powers or purposes herein enumerated shall be deemed to be exclusive, and it is hereby expressly declared that all other lawful powers, not inconsistent herewith, are included herein.

(e) The corporation need not carry out or engage in the pursuit of all of the foregoing purposes and powers, but it shall be sufficient if at any time the corporation is engaged in any one or more of such purposes and powers.

ARTICLE III.

(a) The location and post office address of the registered office of this corporation and the place where the principal place of business of this corporation is to be transacted is Jerome, Idaho.

(b) The duration of this corporation shall be perpetual.

ARTICLE IV.

(a) This corporation shall not have any capital stock, but shall admit members into the corporation upon the payment of the membership fee to be provided for in the By-laws of this corporation.

(b) Voting power of the members of this corporation shall be equal and each member shall have one vote only.

(c) This corporation is one which does not contemplate pecuniary gain or profit to the members thereof, and is not organized, and will not be conducted for the purpose, directly or indirectly, fixing the price or regulation of the production of any article of commerce or of produce of the soil, or consumption by the people.

(d) Membership in this corporation shall not be assignable and cannot be terminated or cancelled so long as the member complies with these Articles of Incorporation, the By-laws to be adopted hereunder, and the rules and regulations adopted by the Board of Directors for the government of the members of this corporation.

(e) Dues and assessments may be levied against the members of this association by the Board of Directors as provided in the By-laws.

(f) The rights and interests of all members in this corporation shall be equal, and no member can have or acquire a greater interest than any other member.

(g) Membership in this corporation shall not be limited. The signers of these Articles of Incorporation shall

be members of this corporation immediately upon adoption thereof. New members may be admitted upon compliance with the provisions provided therefore in the By-laws.

(h) Any person paying dues and of good moral character, professing a belief in the objectives and purposes of this corporation, may be admitted to membership as provided for in the By-laws.

(i) The members of this association shall never be or become liable for the payment of any of the debts or liabilities of the association, and the private association debts to any extent whatever.

ARTICLE V.

The government of this corporation, and the management of its affairs, shall be vested in the Board of Directors, consisting of not less than three (3) members, and the number, qualifications, term of office, manner of election, and powers and duties of directors shall be fixed and may be altered from time to time, as may be provided for in the By-laws. The incorporators shall act in the capacity of directors of this corporation until their successors are elected and qualified.

The corporation shall have the right to prescribe through its By-laws for any matters and things pertaining to the directors, including the right to change the number thereof from time to time, not to be less than the number of directors set forth in these articles.

ARTICLE VI.

These Articles of Incorporation may be altered or amended by a two-thirds (2/3) vote of all members of the corporation present at any regular meeting thereof, or any special meeting called for that purpose, provided that a quorum, as specified in the By-laws of this association or the laws of the State of Idaho, be present and notice of the proposed change has been given the members ten (10) days before the meeting.

ARTICLE VII.

The annual meeting of this corporation shall be held at such time and place as may be provided for in the By-laws. Such other meetings of the members and of the Board of Directors shall be held as may be provided for in the By-laws.

ARTICLE VIII.

This Corporation is organized exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IX.

The initial registered address of the Corporation shall be Route 3, Jerome, Idaho 83338 and the initial registered agent shall be Vernon Kendall at Route 3, Jerome, Idaho 83338.

ARTICLE X.

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 a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable, educational or religious and/or scientific purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

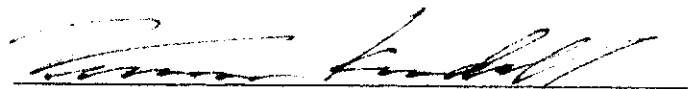
ARTICLE XI.

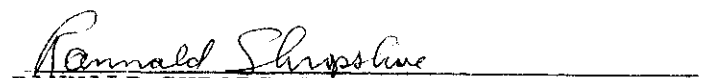
No part of the net earnings of this corporation shall ever inure to or for the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which it was formed.

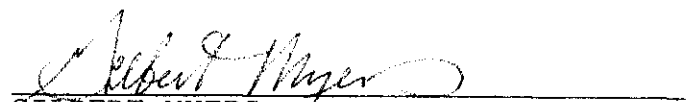
ARTICLE XII.

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 of 1954.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals, this 6th day of October, 1981.


VERNON KENDALL
Route 3, Jerome, Idaho 83338


RANNALD SHROPSHIRE
103 East H, Jerome, Idaho 83338



GILBERT MYERS
1344 Freemont Dr., Twin Falls,
Idaho 83301

STATE OF IDAHO)
) SS.
County of Jerome)

On this 6th day of October, 1981, before me, the undersigned, a Notary Public in and for said County and

State, personally appeared VERNON KENDALL and RANNALD SHROPSHIRE, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they 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 Jerome, Idaho

STATE OF IDAHO)
) SS.
County of Twin Falls)

On this 3rd day of Oct., 1981, before me, the undersigned, a Notary Public in and for said County and State, personally appeared GILBERT MYERS, known to me to be the person whose name is subscribed to the within and foregoing instrument, and 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 Twin Falls