



**CERTIFICATE OF INCORPORATION  
OF**

**THE CARPENTER'S HOUSE, 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 THE CARPENTER'S  
HOUSE, 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 December 7, 19 87.



SECRETARY OF STATE

Corporation Clerk

THE CARPENTER'S HOUSE, INC.

RECEIVED  
SEC. OF STATE

The undersigned, all being citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Idaho, do hereby certify. 87 OCT 5 1960 8 43

FIRST

The name of the Corporation shall be THE CARPENTER'S HOUSE, INC.

SECOND

The purpose of purposes for which the Corporation is formed are as follows.

2.1 To provide a physically and spiritually structured (Christian) environment for persons recovering from chemical dependency or personal crisis.

a. To serve as a half-way house for people participating in outpatient drug or alcohol treatment, or in follow-up from an inpatient program. To operate in close cooperation with twelve-step programs in the community, local treatment centers, and counseling services. To provide temporary housing to people in crises.

2.2 To operate primarily in Kootenai County, Idaho, exclusively for religious, charitable, scientific, literary, or educational purposes, including but not limited to making gifts and contributions to one or more organizations (other than organizations testing for public safety) described in section 501(c)(3) of the Internal Revenue Code which reads as follows:

"Corporations, and any community chest, fund, or foundation organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary or educational purposes, or for the prevention of cruelty to children or animals, no part of the net earnings of which inures to the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office."

To do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of the foregoing purposes, and to have and exercise all other powers and authority now or hereafter conferred upon a religious organization.

Provided however that any references herein to any provision

of the Internal Revenue Code of 1954 (herein called the "Code") shall be deemed to mean such provision as now or hereafter existing, amended supplemented or superceded, as the case may be.

PROVIDED FURTHER, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of this corporation, voluntary or involuntary or by operation of law, the following provisions shall apply:

1. This corporation shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall be directly or indirectly engaged in any activity, that would prevent this corporation from qualifying (and continuing to qualify) as a corporation described in section 501(c)(3) of the Code, contributions to which are deductible for federal income tax purposes.

2. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office; nor shall it engage in any activities that are unlawful under the laws of the United States of America, or the State of Idaho, or any other jurisdiction where such activities are carried on; nor shall it engage in any transaction defined at the time as "prohibited" under section 503 of the Code.

3. This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole, nor any part or portion, of the assets or net earnings of this corporation shall be used, nor shall this corporation ever be organized or operated, for purposes that are not exclusively religious, charitable, scientific, literary, or educational within the meaning of section 501(c)(3) of the Code.

4. No part of the net earnings 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 Second hereof.

5. In the event of termination, dissolution or winding up of this corporation in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed to (and only to) one or more organizations described in section 501(c)(3) of the Code.

6. The income of the corporation shall be distributed at such time and in such manner as not to subject the corporation to the tax imposed by Section 4942 of the Internal Revenue Code of

1954 or comparable provisions of any subsequent federal tax laws.

7. The corporation shall not engage in acts of self dealing as that term is defined in Section 4941(d) of the Internal Revenue Code of 1954 or comparable provisions of any subsequent federal tax laws.

8. The corporation shall not acquire or retain any excess business holdings as that term is defined by Section 4943(c) of the Internal Revenue Code of 1954 or comparable provisions of any subsequent tax law.

9. The corporation shall not make any investments which would subject it to the tax imposed by Section 4944 of the Internal Revenue Code of 1954 or comparable provisions of law.

10. The corporation shall not make any expenditures which would subject the corporation to the tax imposed by Section 4945 of the Internal Revenue Code of 1954 or comparable provisions of law.

11. The powers and purposes of this corporation shall at all times be so construed and limited as to enable this corporation to qualify as a religious organization, and existing under sections 30-1101 of Idaho Code, and it shall have all power and authority as set forth in Section 30-1106 of Idaho Code and all other applicable sections of the Idaho Code.

### THIRD

The location of the first registered office 1037 N. 23rd, Coeur d'Alene, Idaho whose mailing address is post office box 2344, Coeur d'Alene, Idaho 83814.

### FOURTH

The name of the first resident agent is Barry Goodson.

### FIFTH

The Corporation is organized upon a non stock and non profit basis. The amount of assets of this Corporation is:

Cash \$10,000.00

This corporation is to be financed under the following general plan. By self-supporting, grants, gifts, honorariums, devises and loans.

### SIXTH

The names and places of resident, or business, of each of the incorporators are as follows:

Barry Goodson, 1037 N. 23rd, Coeur d'Alene, Idaho 83814

Eugene Cwalinski, E. 915 Rockwood Blvd., Spokane, Wa 99203

Bob & Joan Phillips, 1916 N. Fairway Dr, Coeur d'Alene,  
Idaho 83814

#### SEVENTH

The names and addresses of the first Board of Trustees are as follows:

Barry Goodson, 1037 N. 23rd, Coeur d'Alene, ID 83814

Rev. Loren Sandford, 103 Bentley Pl., Post Falls, ID 83854

Bob Phillips, 1916 N. Fairway Dr., Coeur d'Alene, ID 83814

Joan Phillips, 1916 N. Fairway Dr., Coeur d'Alene, ID 83814

Eugene Cwalinski, E. 915 Rockwood Blvd., Spokane, WA 99203

Dane Janssen, 5995 Hwy. 53 E., Rathdrum, ID 83858

Ken Campbell, 3657 Highland Dr., Coeur d'Alene, ID 83814

Donna Campbell, 3657 Highland Dr., Coeur d'Alene, ID 83814

Jerry Fitz, 218 N. 8th St., Coeur d'Alene, ID 83814

Kathi Fitz, 218 N. 8th St., Coeur d'Alene, ID 83814

Shirley Haws, N. 6105 Mitchell Dr., Otis Orchards, WA 99207

Denise Robertson, E. 3623 34th Ave., Spokane, WA. 99223

Jim Andersen, PO Box 4563, Coeur d'Alene, ID. 83814

Greg Johnson, 302 N. 5th, Coeur d'Alene, ID. 83814

#### EIGHTH

The term of this Corporation shall be perpetual.

#### NINTH

A. The members of this corporation shall consist of not less than three (3) persons whose terms may but need not be concurrent. Each person who is designated as an incorporator, pursuant to Article Sixth of these Articles of Incorporation, shall be a member of this corporation for the full term of his natural life, unless he shall sooner resign or be removed as hereinafter provided.

B. Any member of this corporation may resign by tendering his resignation to the remaining members, and he may be removed as a member either with or without cause by the vote or written assent of a majority of the remaining members.

C. If a vacancy shall occur among the members of this corporation as a result of death, resignation, removal, or otherwise, such vacancy shall be filled by the vote or written assent of a majority of the remaining members failing to agree upon or, in the event of a majority of the remaining members failing to agree upon a person to fill such vacancy, then in the manner provided by the laws of the State of Idaho. A person selected to fill such vacancy shall be a member for the period specified in the resolution or written assent pursuant to which he is selected or until his death, resignation, or removal prior to the expiration of such period.

TENTH

The affairs of this corporation shall be managed by trustees to be elected by the members as provided in the by-laws, but in no case shall the number of trustees be less than three (3) or more than fifteen (15). Such trustees shall hold their offices for one year, or such other period as the by-laws shall determine, and until their successors are elected and qualified.

We, the incorporators, sign our names this 2ND day of December, 1987.

Barry G. Jackson  
Bob Phillips  
John Phillips  
Eugene Carakinski

STATE OF IDAHO                    )  
                                      ) ss.  
County of Kootenai                )

I, Marlene Scott, a notary public,  
do hereby certify that on this 2nd day of December, 1987,  
1987, personally appeared before me BARRY GOODSON, EUGENE  
CWALINSKI, BOB PHILLIPS AND JOAN PHILLIPS, who being by me first  
duly sworn, declared that he is the incorporator of The  
Carpenter's House, that he signed the foregoing document as  
incorporator of the corporation, and that the statements therein  
contained are true.

Marlene Scott  
Notary Public in and for the State of Idaho  
Residing at: Coeur d'Alene, ID  
My Commission expires: Life