

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

THE FRIENDS OF ST. MATTHEW'S, INC.

File number C 116630

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 FRIENDS OF ST. MATTHEW'S, 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 2, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Louisa Herold*

OCT 2 10 38 AM '96

SECRETARY OF STATE
STATE OF IDAHO

Articles of Incorporation
of
The Friends of St. Matthew's, Inc.

I.

The name of this corporation is: **The Friends of St. Matthew's, Inc.**

II.

A. This corporation is a public benefit corporation and is not organized for the private gain of any natural or unnatural person or entity. It is organized under the Nonprofit Corporation Laws of the State of Idaho, exclusively for fraternal, charitable, civic and social pursuits, charitable and religious benefit purposes as specified below. The duration of the corporation shall be perpetual.

B. The specific purpose of this corporation is to operate as a religious, social and charitable organization, and to engage in any lawful activity which is permitted within the meaning of the Idaho Nonprofit Corporations Act of 1993 and any subsequent equivalents.

III.

The name and address of the initial incorporator and offices of the corporation is John C. Keenan, 14-12th Avenue South, Suite 216, Nampa, Idaho, 83651.

IV.

The name And address in the State of Idaho of the registered agent is: John C. Keenan, 14-12th Avenue South, Nampa, Idaho, 83651.

V.

After the term of the initial board of directors has ended, the board of directors, and the number thereof, shall be as specified herein, *provided* that the number of the members of the board of directors shall never be less than three (3), and *provided further* that succeeding members of the board of directors of this corporation shall *only* be those the officers and active members of the Knights of Columbus, Council No. 11318, St. Matthew's Council, 500 North Eagle Road, Eagle, Idaho, 83616, and no one else, and upon election of the officers of the said Council as occurs from time to time in accordance with the Council bylaws, then said officers upon their due election and installment as officers of the Council, shall assume the offices of this corporation, said offices as is reasonably comparable to the offices and duties held in the said Council to serve for a term until the next regular or special election of the Council whereupon their term shall terminate, *provided* this corporation shall only have the following officers: president, vice president, secretary, and treasurer. The term of the initial board of directors shall end upon the first organizational meeting of the initial board of directors. At the first

IDAHO SECRETARY OF STATE
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organizational meeting, the initial board of directors shall approve such resolution(s) that will provide compliance of the corporation in accordance with this paragraph.

VI.

The names and addresses of the initial board of directors is as follows:

John C. Keenan
14-12th Avenue South, Suite 216
Nampa, Idaho 83651

Bob Wright
651 E Los Luceros Drive
Eagle, Idaho 83616

VII.

OPERATION

- A. This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) or other applicable subsection of Section 501(c) of the Internal Revenue Code.
- B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.
- C. Notwithstanding any other provisions of these articles, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income taxes under IRC Section 501(c)(3) or other applicable subsection of 501(c) or (b) by a corporation contributions to which are deductible under the IRC Section 170(c) (2), or corresponding provisions of any future United States internal revenue law.

VIII.

MEMBERSHIP

This corporation is not a membership corporation and shall not have members within the meaning of the Nonprofit Corporation Laws of the State of Idaho.

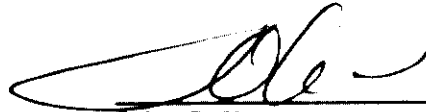
IX.

DISSOLUTION

The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income of the assets of this corporation shall ever inure to the benefit

of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts, liabilities and obligations of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and shall be operated exclusively for charitable and educational purposes in harmony with those of this organization, and which has established its tax exempt status under IRC Section 501(c)(3).

Dated this 1 day of October of 1996, Anno Domini.

A handwritten signature in dark ink, appearing to read 'John C. Keenan', is written over a horizontal line.

John C. Keenan

Initial Incorporator

The Friends of St. Matthew's, Inc.