

ORIGINAL

AMENDED AND RESTATED ARTICLES OF INCORPORATION FOR: SAINT MARIES ASSEMBLY OF GOD, A RELIGIOUS CORPORATION

Pursuant to the provisions of Title 30, Chapter 3, of the Idaho Nonprofit Corporation Act, the undersigned adopts the following Articles of Amendment to the Articles of Incorporation:

- (1) The name of record of the corporation is: SAINT MARIES ASSEMBLY OF GOD, A RELIGIOUS CORPORATION
- (2) The following Amendments to the Articles of Incorporation were adopted on April 19, 2000.

A. The Articles of Incorporation of this corporation filed with the Secretary of State on October 4, 1991, and any subsequent amendments filed are repealed in their entirety.

B. The Articles of Incorporation filed with the Secretary of State on October 4, 1991, and any subsequent amendments filed are hereby amended in their entirety to be and to read as follows:

ARTICLES OF INCORPORATION

of

SAINT MARIES ASSEMBLY OF GOD,
a religious corporation

ARTICLE I

The name of this corporation shall be: SAINT MARIES ASSEMBLY OF GOD, a religious corporation.

ARTICLE II

The period of duration of this corporation shall be perpetual.

ARTICLE III

This corporation is organized for the purpose of establishing and maintaining a place for the worship of Almighty God, our Heavenly Father; to provide for Christian fellowship and practice for those of like precious faith where the Holy Spirit may be honored according to our distinctive testimony; to assume our share of responsibility and the privilege of propagating the gospel of Jesus Christ by all available means, both at home and in foreign lands.

To facilitate these purposes, this corporation is organized to propagate and practice the gospel through missionary, benevolent, and educational, charitable, and religious

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STATE OF IDAHO

IDaho SECRETARY OF STATE

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purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or the corresponding provision of any further United States internal revenue law. Among other things, this includes the fact that no part of the net earnings of this corporation shall inure to the benefit of any private member or individual, that no substantial part of the activities will be to carry on propaganda, or otherwise attempt to influence legislation, (except as otherwise provided in subsection (h) of the IRC), and that this corporation will not be used to participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Consistent with its purposes and subject to these qualifications, the corporation is organized to do any lawful activity permitted under the laws of the State of Idaho.

ARTICLE IV

This corporation shall have all powers granted by law necessary and proper to carry out its above-stated purposes, consistent with its qualification under Section 501 (c) (3).

ARTICLE V

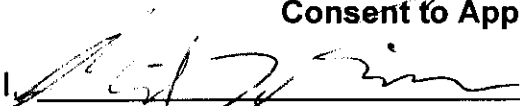
The internal affairs of this corporation shall be managed by a Board of Directors appointed pursuant to Article V., Section 1., of the Constitution and Bylaws of The Northwest District Council of the Assemblies of God, a religious, non-profit corporation organized and existing under the laws of the states of Washington and Idaho. As a result, **there shall be no voting members**, and all corporate authority (powers) generally reserved to members shall be exclusively vested in said Board of Directors. All other provisions for the regulation of the internal affairs of this corporation shall be set forth in the Constitution and Bylaws.

ARTICLE VI

The address of the Registered Office of this corporation shall be: 6100 W. Hayden Avenue, City of Hayden Lake, County of Kootenai, State of Idaho, 83835.

The name of the Registered Agent of the corporation at such office shall be: Michael T. Rima.

Consent to Appointment as Registered Agent

I, , hereby consent to serve as the Registered Agent in the State of Idaho for the corporation herein named. I understand that as Agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of any resignation or of any change in the Registered Address of the corporation for which I am Agent.

ARTICLE VII

The number of persons constituting the Board of Directors of the corporation shall be _____.

The names and addresses of the persons who are to serve as the Board of Directors are as follows:

Frederick Pace	PO Box 408 Nine Mile Falls, WA 99026
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Darwin McIntosh	5610 N. Ash Spokane, WA 99205
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_____	_____
_____	_____
_____	_____
_____	_____

Any change in the number of Directors of the corporation shall be made consistent with the provisions for regulation of the internal affairs of the corporation as set forth in the Constitution and Bylaws.

ARTICLE VIII

Amendments to these Articles of Incorporation may be made at any annual or special meeting of the Board of Directors, and must be made in the following manner:

Amendments shall be adopted at a meeting of the Board of Directors upon receiving the vote of a majority of the Directors in office. Any number of amendments may be submitted and voted upon at any one meeting.

ARTICLE IX

In the event that this corporation ceases to function as an Assemblies of God church or is dissolved for any reason, its assets shall be distributed to The Northwest District Council of the Assemblies of God, 9930 Evergreen Way, Suite Y-150, Everett, Washington, 98204, provided it qualifies at such time for exemption as an organization described in Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or a successor statute. In the event that the Northwest District Council does not so qualify, then the assets of this corporation shall be distributed to The General Council of the Assemblies of God, Springfield, Missouri, provided it qualifies at such time for exemption as an organization described in Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or a successor statute.

April 19, 2000, was the date of the meeting of the members at which these amendments were adopted. A quorum was present at the meeting, and the amendments received at least two-thirds of the votes of those members present and entitled to vote.

THE TOTAL NUMBER OF MEMBERS PRESENT AND ENTITLED TO VOTE WAS 42.

DATED this 19th day of April, 2000. 28 VOTES FOR AND 14 AGAINST.

SAINT MARIES ASSEMBLY OF GOD,
a religious corporation

By: _____

David Land
President