

FILED EFFECTIVE

ARTICLES OF INCORPORATION
OF
FRIENDS OF CORDELIA LUTHERAN CHURCH INC.

2007 FEB -5 AM 9:03

SECRETARY OF STATE
STATE OF IDAHO

The undersigned individual, acting as incorporator under the Idaho Nonprofit Corporation Act, adopts the following articles of incorporation:

ARTICLE I

CORPORATE NAME

The name of the corporation is Friends of Cordelia Lutheran Church Inc.

ARTICLE II

STATUS AND DURATION

Friends of Cordelia Lutheran Church Inc. is a nonprofit corporation and shall have perpetual existence.

ARTICLE III

PURPOSES

The purposes of the Friends of Cordelia Lutheran Church Inc. are to maintain and operate Cordelia Lutheran Church in Latah County, Idaho for religious and charitable uses, to be stewards of the historic Cordelia Lutheran Church property and to transact any lawful activity that may be carried on by a corporation under the Idaho Nonprofit Corporation Act.

Friends of Cordelia Lutheran Church Inc. is organized and shall be operated exclusively as a religious and charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws.

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ARTICLE IV

NON-MEMBER CORPORATION

Friends of the Cordelia Lutheran Church Inc. shall not have members, as that term is defined in the Idaho Nonprofit Corporation Act.

ARTICLE V

LIMITATIONS ON DISTRIBUTION OF EARNINGS

No part of the net earnings of the corporation shall inure to the benefit of any individual or for-profit entity except to the extent of reasonable compensation for services performed or for religious or charitable purposes as approved by the Board of Directors.

ARTICLE VI

LIMITATIONS ON ACTIVITIES

Notwithstanding any other provisions 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) of the *Internal Revenue Code* of 1954, or the corresponding provision of any future United States Internal Revenue law;

B. By corporation, contributions to which are deductible under section 170(c)(2) of the *Internal Revenue Code* of 1954, or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation. In addition, no substantial part of the activities of the corporation

shall be devoted to 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 any candidate for public office.

ARTICLE VII

BOARD OF DIRECTORS

The board of directors shall consist of not less than three (3) nor more than nine (9) members, the number to be designated in the constitution or by-laws, and the officers shall consist of at least a president, secretary and a treasurer. Additional officers and an executive committee may be authorized by the constitution or by-laws. The names and addresses of the persons who are to act as the initial officers and directors until the election of their successors under the constitution or by-laws are:

Director/President

Kas Dumroese
1096 Eid Road
Moscow, ID 83843

Director/Vice-President
and Secretary

Larry Lass
3663 Hwy. 8
Troy, ID 83871

Director/Treasurer

Steve Fountain
2020 S. Main Street
Moscow, ID 83843

ARTICLE VIII

DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution or final liquidation, after payment or provision for payment of all of the liabilities of the corporation, the remaining assets of the corporation shall be distributed to Emmanuel Lutheran Church, Inc., an Idaho nonprofit corporation, or its successor, however, in the event Emmanuel Lutheran Church, Inc. or its successor, does not exist or no longer exists as a

religious and charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code, the remaining assets of the corporation shall be distributed to such other organization or organizations that are then organized and operated exclusively for religious and charitable purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws, as the board of directors shall determine.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify to the fullest extent permitted by the Idaho Nonprofit Corporation Act any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, including an action, suit, or proceeding by or in the right of the corporation, by reason of the fact that the person is or was a director, officer, employee or agent of the corporation or is or was serving at the request for the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The right to, extent of and amount of indemnification shall be determined in accordance with the provisions of the Idaho Nonprofit Corporation Act.

ARTICLE XI

MERGER OR CONSOLIDATION

Friends of Cordelia Lutheran Church, Inc. may, at any time, merge or consolidate with any other corporation not for profit in any manner as may be permitted by the laws of the State of Idaho at the time of such merger or consolidation.

ARTICLE XII

CONSTITUTION AND BY-LAWS

The Board of Directors of Friends of Cordelia Lutheran Church, Inc. shall have the power, by a majority vote of the entire Board of Directors, to adopt such constitution and by-laws as may be deemed necessary or convenient for the proper government and management of the business and affairs of this corporation, and, by a majority vote of the entire Board of Directors, may amend, alter, or repeal such constitution and by-laws at any regular meeting or at any special meeting of the Board of Directors called for that purpose.

ARTICLE XIII

REGISTERED OFFICE AND AGENT

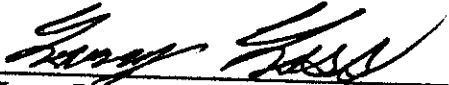
The address of the corporation's initial registered office is 3663 Hwy. 8, Troy, ID 83871.
The name of its initial registered agent at that location is Larry Lass.

ARTICLE XIV

INCORPORATOR

The name and address of the incorporator is Larry Lass, 3663 Hwy. 8, Troy, ID 83871.

DATED: January 24, 2007.



Larry Lass
Incorporator