

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

MIRACLE HEIGHTS, INC.

was filed in the office of the Secretary of State on the **Twenty-fourth** day of **April** A. D. One Thousand Nine Hundred **Sixty-four** and is duly recorded on Film No. **128** of Record of Domestic Corporations of the State of Idaho, and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for **perpetual existence** from the date hereof, with its registered office in this State located at **Boise** in the County of **Ada**, and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **24th** day of **April**, A.D., 19**64**.

Secretary of State.

ARTICLES OF INCORPORATION

Of

MIRACLE HEIGHTS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being mature persons of full age and citizens of the United States, in order to form a religious, social, and benevolent corporation for the purposes hereinafter stated, pursuant to the provisions of Chapter 11, Title 30, Idaho Code, do hereby certify as follows:

ARTICLE I

That the name of the corporation shall be "MIRACLE HEIGHTS, INC."

ARTICLE II

That this association is not formed for pecuniary profit, nor shall any part of the revenue or income of the corporation enure to the benefit of any member thereof or of any individual, or be applied or used for any purpose other than to further the objects and purposes of the corporation, which are as follows:

A. To operate a religious camp or lodge under the name "Miracle Heights", at or near McCall, Valley County, State of Idaho, for the religious education and training of youths and adults; to operate such a lodge or camp for the purpose of holding religious retreats and conventions; to study, prepare and offer a place for the discussion of church and religious tenets;

B. To receive donations, contributions and endowments to be used in the realization and in the furtherance of the objects and purposes specified in the preceeding paragraph A; to publish and distribute such periodicals,

pamphlets, and other material, which will aid and assist in the operation and maintenance of the religious camp and lodge established pursuant to paragraph A;

C. The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation, in the enjoyment and exercise thereof, as conferred by the laws of the State of Idaho upon nonprofit religious corporations organized under the provisions of the law hereinabove referred to.

ARTICLE III

The corporation shall have the following powers:

A. For any purposes and objects of the corporation, and not for pecuniary profit, to take, own, hold, deal in, mortgage or otherwise give liens against, and to lease, sell, exchange, transfer, or in any manner whatever to dispose of real property, within or without the State of Idaho, wherever situated;

B. For any of the purposes of the corporation, and not for pecuniary profit, without limit as to amount, to borrow or raise money, to draw, make, accept, endorse, discount, execute, pledge, issue, sell, or otherwise dispose of promissory notes, drafts, bills of exchange, warranties, bonds, and other instruments, whether negotiable or not negotiable, transferable, or nontransferable, and evidences of indebtedness, whether secured by mortgage or otherwise, as well as to secure the same and all obligations arising therefrom by mortgage or otherwise, either alone or jointly with any other person or corporation, of the whole or any part of the property of the corporation to be acquired;

C. For any of the purposes of the corporation, and not for pecuniary profit, to enter into, make and perform contracts of every kind for

any lawful purpose, with any person, firm, association or corporation, a municipal body politic, country, territory, state, government or colony or dependency thereof;

D. To make by-laws not inconsistent with any existing law for the management of business and property of the corporation and the regulation and conduct of its affairs.

It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this third article of incorporation and of the preceding second article of incorporation shall, except where otherwise specified, be no way limited or restricted by reference to or inference to the terms of any other paragraph or of any other article of these articles of incorporation, but that the objects, purposes, and powers, and the enumeration of specific purposes and powers, shall not be construed to restrict in any manner the general terms or powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature. It is also the sole intention that the primary object and purpose for which these powers are specified is the operation of the religious camp or lodge known as "Miracle Heights", located in Valley County, Idaho, on or near Payette Lake, Idaho.

ARTICLE IV

That the association is to have perpetual existence.

ARTICLE V

That the location and post office address of the registered office of the corporation shall be: Care of A. D. Hurt, 302 North 14th Street, Boise, Idaho.

ARTICLE VI

The rights and interests of all members in this association shall be equal, no member to acquire or have a greater interest therein than any other member; that this association shall not issue any capital stock, but shall issue membership certificates to each member of the association, which certificate cannot be assigned so that the transferee thereof can, by such transfer, become a member of the association, except by resolution by the Board of Directors and under such regulations as the by-laws may prescribe. The Board of Directors, however, shall have the power and authority from time to time to create and designate the types of membership in or association with the corporation, and to define and limit the conditions and the privileges of each type of membership.

ARTICLE VII

The qualifications of members and the terms and conditions of admissions, the time, mode, conditions and effect of expulsion or withdrawal from and of restoration of membership, the dues, if any, required for membership in the association, the time of payment and manner of collecting the same, and for forfeiture of the interest of a member in the association for non-payment of dues or nonparticipation, shall be such as may be provided for in the by-laws of the corporation.

ARTICLE VIII

The by-laws of this corporation may be altered, amended, or new by-laws adopted at any regular meeting or any special meeting of the members called for that purpose, by the affirmative vote of a quorum of the members present at such meeting; provided, that a quorum, as specified in the by-laws

of the corporation or the general laws of the State of Idaho, be present at such meeting.

ARTICLE IX

An annual meeting of the members of the corporation shall be held at a suitable place in Boise, Idaho, or at a suitable place in McCall, Idaho, on the 3rd Saturday in March of each calendar year, at such hour as shall be specified in the notice of the meeting, for the election of Directors, consideration of reports, and for the transaction of any other business that may have been specified in the notice of such meeting; provided, however, that the Board of Directors may specify that said annual meeting may be given at such other time and such other place in the State of Idaho as may be specified in the notice of such meeting as hereinafter provided. Notice of the time and place of such annual meeting shall be given at least ten (10) days prior to the date of such meeting, such notice to be given by a post card addressed to the regular members at their latest known addresses as the same may appear on the records of the corporation; and, further, notice shall be given pursuant to Section 30-1102 of the Idaho Code.

If, for any reason, such annual meeting shall not be held in any year on the third Saturday in March, it shall be held as soon as may be convenient thereafter, as shall be determined by the Board of Directors, and the Board of Directors shall have the authority to call such annual meeting at an earlier time than that specified herein, if in its judgment the business of the corporation makes it desirable to hold such meeting at an earlier date in any year.

ARTICLE X

The government and management of the affairs and property of the

corporation, and the exercise of its corporate powers are and shall be vested in and exercised by a Board of Directors, each of whom shall be a regular member of the corporation, which Board shall consist of not less than three (3) nor more than ten (10) members, as may be prescribed by the by-laws. The first Board of Directors shall consist of three (3) members, hereinafter designated, who shall hold office as such until the holding of the 1964 annual meeting of the corporation, and until their successors shall be elected and shall qualify. At the 1964 and subsequent annual meetings of the corporation, the regular members present shall elect a Board of Directors consisting of such number as may be prescribed by the by-laws, to serve for a period of one year, expiring with the holding of the annual meeting of the ensuing year. Vacancies arising in the Board of Directors between the dates of annual meetings shall be filled by election by the remaining members of the Board of Directors. The persons so elected shall hold offices from the unexpired terms of their respective predecessors, unless otherwise specified at the time of their election.

The said Board of Directors shall, if they wish, select a chairman, a secretary and a treasurer. Such officers shall have such powers and shall perform such duties as usually pertain to their respective offices, and as may be prescribed or defined from time to time by the Board of Directors.

All such officers shall serve until the annual meeting of the membership and until their respective successors shall have been elected and shall have been qualified; but any officer may be removed from office at any time by vote of the majority of the membership at any regular meeting called in the course of the year.

The office of secretary and treasurer may be filled by the same person.

No officer of the corporation shall have the power to contract any debt or incur any obligation in the name or on behalf of the corporation, or to expend any money of the corporation, without appropriate action by the Board of Directors granting such authority or approving such debt, obligation, or expenditure.

ARTICLE XI

This corporation shall have the power to hold all of the property of the corporation acquired prior to incorporation, or acquired thereafter, in any manner, and transact all business relative thereto; however, the corporation must never own or hold more real estate than may be necessary for the business and objects of the association, and such property shall be held in strict compliance with Section 30-1106 of the Idaho Code.

ARTICLE XII

The Board of Directors of this corporation shall consist of the following named persons to serve in said capacity until the holding of the 1964 annual meeting and until their successors shall be elected and shall qualify.

A. D. Hurt
Victor Maier
Dale R. Young

ARTICLE XIII

The private property of the members of the association shall not be subject to the payment of corporate debts to any extent whatever.

ARTICLE XIV

The corporation reserves the right to amend, alter or repeal any provisions contained in this certificate of incorporation, in the manner now

or hereafter prescribed by the statutes of the State of Idaho, and all rights and powers conferred on Directors and members herein are granted subject to this reservation.

ARTICLE XV

The names and addresses of the incorporators and directors are:

<u>NAME</u>	<u>ADDRESS</u>
A. D. Hurt	302 North 14th St. Boise, Idaho
Victor Maier	507 Diamond Nampa, Idaho
Dale R. Young	3209 No. Ivar S. San Gabriel, California

ARTICLE XVI

We, the incorporators and directors of Miracle Heights, Inc., hereby certify that a notice of election of directors of Miracle Heights, Inc., was duly published in the Idaho Observer, Boise, Ada County, Idaho, for two consecutive weeks, which said notice set forth that the elections would be held on the 18th day of March, 1964, at 7:00 o'clock P.M., at 302 North 14th Street, Boise, Ada County, Idaho. We further certify that the said election was held at the time and place stated and that the persons listed in Article XV hereof were elected directors of the corporation and A. D. Hurt was elected president of the Board of Directors and Victor Maier was elected secretary of the Board of Directors. We further certify that a similar notice setting forth the same facts was posted in a conspicuous place in the building located at 302 North 14th Street, Boise, Idaho, on Thursday, the 27th day of February, 1964, and that said notice remained posted until the time of the meeting.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 25 day of March, 1964.

A. D. Hurt
Victor Maier
Dale R. Young

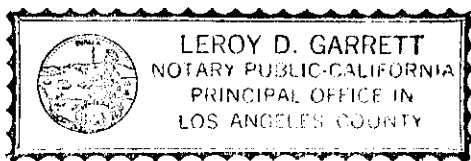
STATE OF CALIFORNIA)


: ss.

County of Los Angeles)

On this ~~20th~~ ^{March} day of ~~January~~ 1964, before me, the undersigned, a Notary Public for said state, personally appeared DALE R. YOUNG, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate above written.




Notary Public for California
Residing at Los Angeles, California
LEROY D. GARRETT, Notary Public,
State of California - Principal Office in Los Angeles County
My Commission Expires 4-1-1965
5770 North Rosemead Blvd., Temple City, Calif.

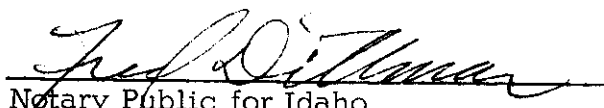
STATE OF IDAHO)

: ss

County of Ada)

On this ~~26th~~ day of ~~March~~, 1964, before me, the undersigned, a Notary Public for said state, personally appeared A. D. HURT and VICTOR MAIER, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate above written.


Notary Public for Idaho
Residing at Boise, Idaho

My Commission Expires Sept 18th 1966

N O T I C E

PLEASE TAKE NOTICE that there will be an election for directors and officers of Miracle Heights, Inc., a proposed religious corporation, at 7:00 o'clock P.M., on Wednesday, March 18, 1964, at 302 North 14th Street, Boise, Ada County, Idaho.

This notice is given pursuant to Section 30-1102, Idaho Code.

RICHARDS, HAGA & EBERLE
Attorneys at Law
711 1/2 Bannock Street
Boise, Idaho

PROOF OF PUBLICATION

County of Ada,
ss.
State of Idaho,

Harry E. Bodine, Jr., being first duly sworn, on oath

says he is the Managing Editor.... of THE IDAHO OBSERVER, a newspaper of general circulation, published weekly by the LITERARY ENTERPRISES, INC., publishers and printers thereof, at Boise, County of Ada, State of Idaho;

That the annexed notice was published in said newspaper on each and every week fortwo...(2)..... consecutive weeks, the first publication being on the 5th..... day of March....., 1964..., and the last publication being on the 12th.... day of March....., 1964;

That said newspaper has been published continuously and uninterruptedly in said county during a period of more than seventy-eight consecutive weeks prior to the first publication of the attached notice.

.....Harry E. Bodine, Jr......

Subscribed and sworn before me this 12th day of Mar, 1964...

.....A. H. Reynolds.....
Notary Public

(SEAL)
My commission expires 8/27/67.....

NOTICE
PLEASE TAKE NOTICE that there will be an election for directors and officers of Miracle Temple, Inc., a proposed religious corporation, on Wednesday, March 11th, 1964, at 7:00 P.M. on Wednesday, March 11th, 1964, at 711 1/2 Bannock Street, Boise, Idaho, pursuant to the provisions of the Idaho Corporation Code.
RICHARDS, HAGA & SCHERLE
Attorneys at Law
711 1/2 Bannock Street
Boise, Idaho
3/5, 1964