

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

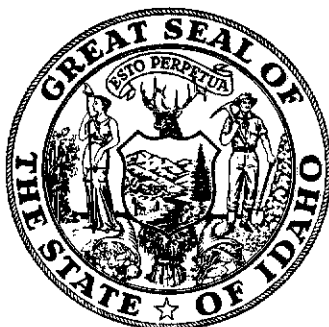
LAEL, INC.

File number C 110550

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 LAEL, 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: May 11, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seiko*

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SEC. OF STATE
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ARTICLES OF INCORPORATION
OF
LAEL, INC.

IDAHO SECRETARY OF STATE
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The undersigned, acting as incorporators of a corporation under the Idaho Nonprofit Corporation Act, IDAHO CODE §30-301, et. seq., hereby adopt the following Articles of Incorporation.

I. NAME

The name of the corporation shall be Lael, Inc.

II. PRINCIPAL OFFICE

The principal office of the corporation is located at 405 S. Van Buren, Moscow, Idaho, 83843.

III. PURPOSES

This organization is organized exclusively for religious purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), in conjunction with First Presbyterian Church of Moscow, Idaho, a congregation of the Presbyterian Church (USA), which religious purposes including the following:

1. To do any and all lawful acts which may be necessary, useful, suitable, or proper for the furtherance or accomplishment of the purposes of the corporation.

2. To enter into any and all lawful contracts and obligations essential or convenient to the transaction of the affairs of the corporation for any of the purposes thereof.

3. To expend monies received, collected, or earned by the corporation from all sources whatsoever for the payment and

discharge of all costs, expenses, and obligations incurred by the corporation in carrying out any or all of the purposes for which the corporation is formed.

4. To acquire, hold, own, mortgage, dispose of and invest its funds in any real or personal property whatsoever as may be reasonably necessary for the purposes of carrying into effect one or more of the purposes of the corporation.

5. No substantial part of the activities of the corporation shall be to carry on propaganda, to attempt to influence legislation, or to participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

6. Notwithstanding any other provision 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 §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

IV. PROFITS

The corporation shall be a nonprofit corporation and shall have no stock. No dividends or pecuniary profits shall be declared or paid, and no part of any net earnings of the corporation shall be otherwise distributed, to its officers, directors or members or to any other private individual. No financial gain shall ever accrue to any member of the corporation, nor to any person or

institution in the conduct of the business of the corporation, provided that the payment of reasonable compensation for services rendered shall be deemed an expense of the corporation and not a distribution of earnings. Any receipts of the corporation in excess of the ordinary expenses of the corporation shall inure to the benefit of the corporation and shall be applied by the directors thereof to any expenses incurred in carrying out any and all of the purposes herein set forth.

V. DIRECTORS

The control and management of the affairs of the corporation shall be vested in a Board of Directors. The number of directors and the manner of their election shall be specified in the Bylaws. The names and addresses of those selected to serve, beginning with the incorporation of the corporation, and until their successors shall be chosen are:

<u>Name:</u>	<u>Address:</u>
Bill Stellmon	1049 Virginia, Moscow, Idaho 83843
Ed DeBolt	1176 Fir, Moscow, Idaho 83843
Geoff Billin	516 S. Hayes, Moscow, Idaho 83843
Mary Read	205 N. Garfield, Moscow, Idaho 83843
Dan Caldwell	209 Grand Fir, Moscow, Idaho 83843
Kelly Caldwell	Box 387, Troy, Idaho 83871
Terry Battisti	311 Sweet Ave. #4, Moscow, Idaho 83843

VI. MANAGEMENT

Management of the corporation shall be vested in the Board of Directors.

VII. DISTRIBUTION ON DISSOLUTION

Upon the dissolution of this corporation, any assets of this corporation shall be distributed to First Presbyterian Church of Moscow, Idaho, a congregation of the Presbyterian Church (USA), or

its successor, as long as they are a religious organization operating exclusively for religious purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provisions of any future United States Internal Revenue law). In the event the First Presbyterian Church of Moscow, Idaho, does not exist, and there is no successor or the successor is not tax exempt for religious purposes under the meaning of §501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provisions of any future United States Internal Revenue law), then the assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code (or any corresponding provisions of any future United States Internal Revenue law), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

VIII. BYLAWS

The Board of Directors shall forthwith adopt Bylaws for the management and operation of the corporation not inconsistent with these Articles of Incorporation and the Constitution of the Presbyterian Church (USA).

IX. MEMBERSHIP

The conditions and qualifications of membership of the corporation, and the rights and privileges of members, and the

members' liabilities for dues or assessments and the method of collection thereof, shall be set forth in the Bylaws of the Corporation.

X. AMENDMENTS

These Articles of Incorporation may be amended only by vote or written consent of a majority of the members in good standing upon a resolution submitted by the Board of Directors.

XI. REGISTERED AGENT AND OFFICE

The initial registered agent and office of the corporation are James L. Westberg at Landeck, Westberg, Judge & Graham, P.A., 414 S. Jefferson, Moscow, Idaho, 83843.

XII. DURATION

The duration of the corporation shall be perpetual.

XIII. NON-LIABILITY

Neither the officers, directors, nor members shall be personally liable for corporate obligations.

IN WITNESS WHEREOF, we, the Incorporators of this Corporation, have set our hands and executed these Articles this 14TH day of MARCH, 1995.

Dan Caldwell, Pres.

Address: 209 Grand Fir Dr.
Moscow, Id 83843

William Stellan, Sec.

Address: 1049 Virginia
Moscow, Idaho 83843

VERIFICATION

STATE OF IDAHO)
)
County of Latah)

San Caldwell, being first duly sworn on
oath, deposes and says:

That (he/she) is the President of Lael, Inc., that (he/she)
has read the document and knows and understands the contents
thereof, and that the same are true as (he,she) verily believes.

San Caldwell
Print Name: DAN CALDWELL

SUBSCRIBED AND SWORN TO before me this 2ND day of
MAY, 1995.

Mary Webster
Notary Public in and for the State
of Idaho, residing at Moscow.

My commission expires: 1/22/99