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IDAHO SECRETARY OF STATE

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**ARTICLES OF INCORPORATION
OF
STAR FRIENDS CHURCH, INC.**

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby associate ourselves together and with such other persons as may associate themselves and their successors for the purpose of incorporation, and do hereby certify as follows:

ARTICLE I

The name of the corporation is STAR FRIENDS CHURCH, INC.

ARTICLE II

The purposes and objects for which the corporation is formed are religious and educational, which include the following:

- (a) To establish and maintain a place of worship;
- (b) To unite a people in the bonds of brotherly love and fellowship;
- (c) To meet together and worship God in spirit and truth, and receive spiritual teaching;
- (d) To conduct a local church in accordance with the provisions as set forth in the *Faith and Practice* of Northwest Yearly Meeting of Friends Church, a nonprofit corporation in the State of Oregon.

(e) To provide rules of Christian conduct, based on the word of God;

(f) To form a corporation with all the powers and privileges under Chapter 3, Title 30 I.C., for a nonprofit corporation;

(g) To form a corporation wherein the rights and interests of all the members shall be equal, and no member can have or acquire greater interests than any other member. No part of any net earnings of the corporation shall enure to the benefit of any private shareholder thereof; and

(h) In carrying out the purposes and objects of the corporation as set out in the foregoing Paragraphs (a) through (g) in this Article, the corporation shall have the power (i) to enact and enforce bylaws for the governing of the corporation, and to alter and amend them from time to time as herein provided, (ii) to buy, sell, acquire, hold, mortgage, pledge, lease, assign, transfer, exchange or otherwise acquire of or dispose of, all kinds of property, both personal and real, and all goods, wares, and merchandise of every kind or description, (iii) to make, perform, and carry out contracts of every kind and description made for any lawful purpose within the objects and purposes of the corporation, (iv) to borrow money, and make, draw, accept, endorse, transfer, assign, execute and issue debentures and promissory notes and for the purpose of securing the same, make, transfer, assign, deliver, mortgage and/or pledge part or all of the property or assets of the corporation, within the terms and conditions that the board of directors may authorize, and as may be permitted by law, and (v) to have and to exercise any and all powers and privileges now or hereinafter conferred by the laws of the State of Idaho, upon corporations incorporated under the aforesaid law, or under any act amendatory thereto or supplemental thereto, or substituted therefor, for the performance of acts as are necessary and

convenient to obtain the objects and purposes herein set forth, to the same extent and as fully as any natural person could or might do, and as are not forbidden by law or by these Articles of Incorporation, provided, nevertheless, that the powers hereinabove set forth shall not permit the conducting of any business for profit as part of the powers of the corporation.

ARTICLE III

In no event shall any income or assets of this corporation be distributed to or inure to the benefit of any member, director, or officer of this corporation, either directly or indirectly, other than as bona fide expenses in carrying out the directions and authorities of the board of directors and officers hereof in carrying out the purposes of the corporation. Though intended to be perpetual, the corporation, in case of dissolution, provides that the assets shall become the property of Northwest Yearly Meeting of Friends church or its successors.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The location of the initial registered office of this corporation is 439 Star Road, Star, Ada County, Idaho. The name of the initial registered agent at that office is Joe A. Schwilling.

MAILING ADDRESS OF THE CORPORATION IS PO BOX 268 STAR ID 83669

ARTICLE VI

There shall be no capital stock of this corporation. Every person who has been admitted as a member of the Star Friends Church in accordance with the said *Faith And Practice* shall be a member of this corporation, and no other terms of admission into such corporation will be recognized or required.

ARTICLE VII

Pursuant to I.C. §314(c) the management of the corporate affairs may be vested in the members who are in good standing. The names and addresses of the incorporators who also constitute the initial board of directors until such time as their successors are elected and qualified pursuant to the bylaws, are as follows:

<u>Name</u>	<u>Address</u>
Joe A. Schwiling	10643 West State Street, Star, Idaho 83669
David A. Miller	4300 North Linder, Eagle, Idaho 83616
Harold A. Hadley	11102 West Floating Feather Road, Star, Idaho 83669

ARTICLE VIII


The private property of any member of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

ARTICLE IX

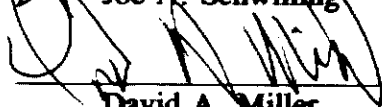
The method of electing trustees and the duties of the trustees shall be in accord with the said *Faith and Practice* of Northwest Yearly meeting of Friends Church.

ARTICLE X

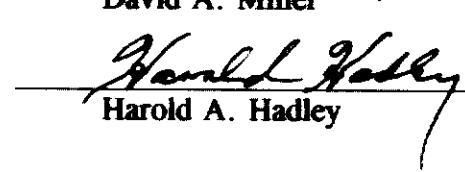
In witness whereof, we have hereunto set our hands and seals the 29th day of November, 1998.



Joe A. Schwiling



David A. Miller



Harold A. Hadley

VERIFICATION

STATE OF IDAHO)
)
COUNTY OF ADA) ss.

I, Alfreda Brown, a notary public, do hereby certify that on this 29
day of December, 1998, personally appeared before me Joe A. Schwilling, David A.
Miller and Harold A. Hadley, who, being by me first duly sworn, declared that they are the
trustees of Star Friends Church, Inc., that they signed the foregoing document as trustees of
the corporation, and that the statements therein contained are true.

Alfreda Brown
Notary Public for Idaho
Residing at: Star Idaho
My commission expires: 5-1-2003