

**AMENDED AND RE-STATEd ARTICLES OF INCORPORATION  
OF SECOND CHANCE GRACE MINISTRIES, INC.**

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation under the laws of the State of Idaho, Second Chance Grace Ministries, Inc. ("Corporation"), organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Amended and Restated Articles of Incorporation for the Corporation.

**ARTICLE I  
NAME**

The new name of the Corporation is "Second Chance Grace, Inc."

**ARTICLE II  
NONPROFIT STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III  
PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT**

The location of the Corporation is in the City of Boise, County of Ada, State of Idaho. The address of the initial registered office is 5248 N. Blackbird Way, Boise, Idaho 83714, and the name of the registered agent at this address is Kathleen K. Weber.

**ARTICLE V  
PURPOSES**

The purposes for which the Corporation is organized and will be operated are as follows:

- A. To transform young lives from criminal gang activity to productive living through introducing them to the life changing hope and influence of Jesus Christ and through His mentoring and teachings.
- B. To provide transitional housing for young men ages 18-24 to help them successfully transition back into society after being incarcerated or after being involved in gangs.

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- C. To instill faith-based values and hope for a better future.
- D. To give hope by proving at-risk youths and young adults with positive role models.
- E. To provide life skills training.
- F. To help youths and young adults make restitution to society for past wrongs, and to become a positive influence for future generations.
- G. To help them make a transition from a criminal lifestyle to being a productive member of society.
- H. Charitable, religious, educational or scientific purposes within the meaning of Sections 501 (c) (3) of the Internal Revenue Code of 1986, as amended from time to time, which purposes shall be exclusively for the purposes as set forth above and such others as exempt under Sections 501 (c) (3) as described in Section 509 (a) (1) and (a) (2) of the Internal Revenue Code of 1986, as amended from time to time.
- I. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes including, but not limited to, the power to accept donations of money and property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the power or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

## **ARTICLE VI**

### **LIMITATIONS**

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the Corporation shall be 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. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the International Revenue Code, or be controlled, directly or indirectly, by one or more disqualified persons (as defined in Section 4946 of the Internal Revenue Code of 1986, as amended from time to time), other than foundations managers and other than one or more publicly supported organizations.

## **ARTICLE VII**

### **MEMBERS**

This corporation shall have no members.

## **ARTICLE VIII**

### **BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) members, with the initial Board set at eleven (11) members. The actual number of directors may be decreased or expanded as set forth in the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the new Directors shall be elected by the Board of Directors of the Corporation.

The names of the persons constituting the Board of Directors are:

Bev Ashton - 695 N. 250<sup>th</sup> W., Shoshone, ID 83552  
Jeri L. Vasquez - 355 N. Ten Mile Rd., Meridian, ID 83642  
Peter E. Vasquez - 355 N. Ten Mile Rd., Meridian, ID 83642  
Michael Jacques - 2506 N. Montana Ave., Caldwell, ID 83605  
Joe Ingrao - 5108 N. Marsh Ave., Boise, ID 83714  
Janet Ingrao - 5108 N. Marsh Ave., Boise, ID 83714  
Scott Weber - 5248 N. Blackbird Way, Boise, ID 83714  
Kathleen K. Weber - 5248 N. Blackbird Way, Boise, ID 83714  
Ronn Seidenglanz - 3922 W. Clement Rd., Boise, ID 83704  
Dorothee Seidenglanz - 3922 W. Clement Rd., Boise, ID 83704  
Tony Wilkerson - 1299 N. Orchard, #100, Boise, ID 83706

## **ARTICLE IX**

### **DESIGNATION OF PUBLICLY SUPPORTED ORGANIZATIONS**

The Corporation is not operated, supervised or controlled by any publicly supported organization for purposes of regulations promulgated under Section 509 of the Internal Revenue Code of 1986, as amended from time to time.

## **ARTICLE X**

### **DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations

**AMENDED AND RE-STATED ARTICLES OF INCORPORATION - 3.**

