

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

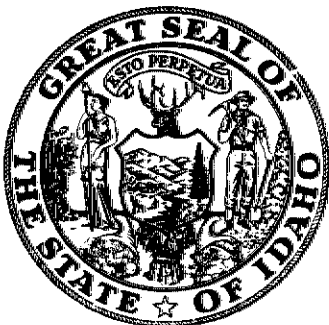
LIVING HOPE THRIFT, INC.

File number C 119791

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 LIVING HOPE THRIFT, 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: June 9, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Janyia Harold*

97 JUN -9 PM 2:45

97 APR 25 PM 2:01

SECRETARY OF STATE  
CERTIFICATE OF INCORPORATION

SECRETARY OF STATE  
STATE OF IDAHO

of

Living Hope Thrift, Inc.

KNOW ALL MEN BY THESE PRESENTS:

That I(We), the undersigned, desiring to form a Non-Profit Corporation under and pursuant to the laws of the State of Idaho, and for that purpose, do hereby adopt this Certificate Of Incorporation, inclusive of the following Articles:

ARTICLE I

NAME: The name of the corporation is Living Hope Thrift, Inc.

ARTICLE II

REGISTERED OFFICE AND REGISTERED AGENT: The registered office of this corporation in this State is located at: 6264 Government Way in the City of Coeur d'Alene, County of Kootenai. The Registered Agent for the corporation is Jim Laughnan

The corporation may transact its business and maintain offices for such purposes at such other places either within or without this State.

ARTICLE III

PURPOSE: The purpose for which this corporation is organized is the transaction of any and all business for which non-profit corporations may be incorporated under the laws of this State, as then may be amended from time to time, except that said corporation is, organized exclusively for charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Laws.

ARTICLE IV

SPECIFIC BUSINESS: The specific business for which this corporation is organized and intends actually to conduct in this State, which shall not limit the character of the exempt activities which this corporation may ultimately conduct, are as follows: To operate a thrift store with donations of clothing, furniture, and household items from the general public to be resold in thrift format to produce funds for charitable purposes, any and all fund-raising events and activities for charitable purposes.

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DATE 04/25/1997

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within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under said Section 501(c)(3), or the corresponding provisions of any future United States Internal Revenue Laws.

CK #: 1008 CUST# 80487

DATE NONE 30.00= 30.00

## ARTICLE V

DIRECTOR(S): The name(s) and the address(es) of the director(s) of this corporation is(are)

Jim Laughnan 6264 Government Way  
Coeur d' Alene, Idaho 83814

Ron Hawk Route 2 Box 235 Highway 3  
St. Maries, Id. 83851

Terry Copper 509 19th Street  
Coeur d' Alene, Id. 83814

Mary Harrell 4405 Royal  
Coeur d' Alene, Idaho 83814

## ARTICLE VI

BOARD OF DIRECTORS: The business and affairs of this corporation shall be conducted by a Board of Directors who shall number not less than ~~three~~ or more than SIX(6) members. Said directors shall have the authority and power to increase or decrease the number of serving directors within the limits above provided. The Board of Directors may fill any vacancy which may occur on the Board of Directors pending the next annual meeting of either the members, if a membership non-profit corporation; or the Board of Directors, if a non-membership or limited membership non-profit corporation. The person(s) appointed to serve on the Board of Directors may be appointed to serve as directors for any term of years, not to exceed 5 years, which said term shall commence the date of appointment unless otherwise designated by the Board of Directors. The Bylaws shall specify the number of directors necessary to constitute a lawful quorum. The Board of Directors may, by proper resolutions passed by a lawful quorum of the whole board, designate one or more communities which, to the extent provided in said resolution or resolutions, or in the Bylaws, shall and may exercise those powers so designated in the resolution or resolutions, or in the Bylaws, on the management of the activities and affairs of the corporation, and may have the power to authorize the Seal of the corporation to be fixed to all papers, documents and writings which may require it, and such committee or committees shall have such name or names as may be sated in the Bylaws, or as may be determined from time to time by resolution adopted by the Board of Directors. The Board of Directors may elect such officers of the corporation as the Bylaws may specify, who shall, subject to the provisions of the Bylaws, have such titles and exercise such duties as the Bylaws provide. The Board of Directors is authorized to make, adopt, alter or repeal the Bylaws of this corporation, or any article therein, provided such authority and power is not vested and reserved to the members of the corporation, if applicable. The names and addressess of the persons who are appointed to serve as directors of this corporation until the First Annual Meeting of the Board of Directors or until their successors are elected and qualified, are:

Jim Laughnan 6264 Government Way Coeur d' Alene, Id. 83814  
Ron Hawk Route 2 Box 235 Highway 3 St. Maries, Id. 83851  
Terry Copper 509 19th Coeur d' Alene, Id. 83814  
Mary Harrell 4405 Royal Coeur d' Alene, Id. 83814

ARTICLE XI

DIRECTOR'S LIABILITY: No director of this corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not be construed as eliminating or limiting the liability of a director for one or more of the following acts, namely: (1) A breach of duty of loyalty to the corporation, (2) Any acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law, (3) The authorizing of an unlawful payment or distribution out of the corporate assets, (4) Any transaction made in the furtherance of the exempt purposes of the corporation which the director derived an improper personal benefit, or (5) Any act or acts that can be defined under the laws of this State as 'Director Conflicts Of Interest'.

ARTICLE XII

ANNUAL MEETING: The annual meeting of the Board of Directors is to be held at a place either within or without this State as fixed by the Bylaws.

ARTICLE XIII

DURATION: The existence of this corporation shall be perpetual unless sooner terminated as provided for by law.

ARTICLE XIV

NON-MEMBERSHIP PROVISIONS: The corporation shall not be a membership corporation with members, unless, by a two-thirds vote of the Board of Directors, these Articles of Incorporation are so amended to change this corporation from a non-membership to a membership corporation with members.

ARTICLE XV

FISCAL YEAR: The fiscal year of the corporation shall end on September 30th, of each year.

ARTICLE XVI

STATUTORY(RESIDENT)(REGISTERED) AGENT: The name and address of the initial Statutory(Resident)(Registered) Agent of this corporation is: Jim Laughnan, 6264 Government Way, Coeur d'Alene, Id. 83814

IN WITNESS WHEREOF, I(WE) have set my(our) hand(s) this 27th day of March, 1997

[Signature]  
Incorporator  
[Signature]  
Incorporator  
[Signature]  
Incorporator  
[Signature]