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ARTICLES OF INCORPORATION

OF

THE BENEDICTINE MONKS OF IDAHO, INC.

IDAHO SECRETARY OF STATE
03/03/1999 09:00
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10 20.00 = 30.00 INC MONP # 2
C126958

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

Article I Name.

The name of the Corporation is The Benedictine Monks of Idaho, 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 commencing January 1, 1999.

Article IV Registered Office and Agent.

The location of the Corporation is in the County of Jerome, in the State of Idaho. The address of the initial registered office is 541 East 100 South, Jerome, Idaho, and the name of the initial registered agent at this address is Father Andrew Baumgartner.

Article V Purposes.

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

A. To manage the financial and temporal affairs of the Monastery of the Ascension pursuant to its charitable and religious mission.

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B. To engage in charitable, religious, educational, or scientific activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

Article VI

Powers

For the purposes and objects stated above, the Corporation shall have the following powers:

A. To take, hold and acquire by gift, grant, purchase, devise, or any other mode, property, real, personal or mixed;

B. To hold, use, develop, improve, mortgage, sell, exchange, lease or in any manner encumber or dispose of the funds and property of the Corporation;

C. To receive endowments and to execute, perform and carry into effect any of the terms and conditions, not contrary to the laws of the State of Idaho, upon which any such endowments, gifts, grants, devises or bequests may be given;

D. To be able and capable at law and in equity to sue and be sued, in any court where jurisdiction and venue properly are obtained;

E. To devise, make, have and to use a common seal and the same to break, alter or renew;

F. To make, alter, and repeal bylaws and rules not contrary to the laws of the State of Idaho;

G. In the furtherance of corporate purposes to make contracts, incur liabilities, and borrow money, to sell, mortgage, lease, pledge, exchange, convey, transfer and otherwise dispose of all or any part of its property and assets;

H. To issue bonds, notes and other obligations and secure the same by mortgage or deed or trust on all or any part of its property and income; and

I. To dissolve, merge, or consolidate the Corporation.

The foregoing enumeration of powers of the Corporation is made in furtherance and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular power, in any manner, to limit or restrict any of the powers of the Corporation.

Article VII Limitations.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 for the 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 provisions 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 Internal Revenue Code of 1986, as amended from time to time.

Article VIII Members.

The Corporation shall have members. Qualification for membership and the powers and duties related thereto shall be controlled by the Bylaws of the Corporation.

Article IX Board of Directors.

Except for such matters as are from time to time reserved to the Chapter by applicable Church law, the affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be equal to and consist of the members of the Council of the Monastery of the Ascension, a private association, but the number shall never be less than three (3) nor more than twelve (12). The term of a director of this Corporation shall coincide with his term of service on the Council of the Monastery of the Ascension, a private association. Any change in the composition of the Council of the Monastery of the Ascension shall require a like change among the directors. At all times, the persons who are directors and those who constitute the Council shall be identical.

The names and street addresses of the persons constituting the initial Board of Directors are:

NAME

ADDRESS

Father Boniface Lautz
Father Hugh Feiss
Father Norbert Novak

541 East 100 South, Jerome, ID 83338
541 East 100 South, Jerome, ID 83338
541 East 100 South, Jerome, ID 83338

Article X Merger or 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 as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine with the approval of the members. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

Article XI Incorporator.

The name and street address of the incorporator is Father Andrew Baumgartner, 541 East 100 South, Jerome, ID 83338-5655.

Article XII Bylaws.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 28th day of December, 1998.

Andrew Baumgartner
Father Andrew Baumgartner