

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

ST. MARY'S PARISH ENDOWMENT ASSOCIATION, INC.

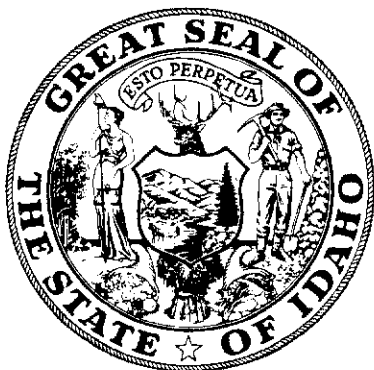
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

ST. MARY'S PARISH ENDOWMENT ASSOCIATION, 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 November 26, 19 86.



Pete T. Cenarrusa
SECRETARY OF STATE

Spencer H. Johnson
Corporation Clerk

RECEIVED
SEC. OF STATE

36 NOV 26 AM 9 14

ARTICLES OF INCORPORATION

OF

ST. MARY'S PARISH ENDOWMENT ASSOCIATION, INC.

WE, the undersigned, citizens of the United States and residents of the State of Idaho, acting as the incorporators of a corporation under the provisions of the Idaho Non-profit Corporation Act (Idaho Code Section Title 30, Chapter 3), do hereby adopt, certify and acknowledge the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be "ST. MARY'S PARISH ENDOWMENT ASSOCIATION, INC.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The corporation is organized exclusively for charitable, religious and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(C)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

The purposes for which the corporation is organized are to receive gifts, legacies, devises and contributions, to be used for the maintenance, repair and upkeep of the parish church grounds and premises, buildings, structures and fixtures thereon of St. Mary's Parish, a non-profit Catholic institution in Genesee, Idaho.

To that end the corporation may receive, hold, and handle real and personal property, and any interest therein; make and receive loans; sell, lease or otherwise dispose of the same, and shall have all the powers as granted a non-profit corporation by the laws of the State of Idaho.

ARTICLE V

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to it's 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 IV hereof. No substantial part of the activities of the corporation shall be 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 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 Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI

Membership in the Association shall be open to all those persons, without regard to race, creed, sex or national origin, individual or corporate, who are interested in the charitable, religious, educational and financial betterment of St. Mary's Parish. There shall be no voting rights incidental or as a part of membership in the Association. The corporation shall issue no stock.

ARTICLE VII

The principal office of the corporation shall be located at St. Mary's Parish Rectory, Genesee, Idaho 83832. The name of the initial registered agent of the corporation at such address is Reverend R. Finucane. The post office address of the corporation shall be P.O. Box 36, Genesee, Idaho 83832.

ARTICLE VIII

The affairs of the corporation shall be managed by the Board

of Directors, and the number of directors shall be four (4), which number may be increased or decreased from time to time by amendment to the By-Laws of the corporation, provided, however, there shall at no time be less than three (3) directors. One of the directors shall be the Pastor of St. Mary's Parish, who shall serve until replaced by a newly appointed Pastor of said Parish, or until resignation. Three of the directors shall serve staggered terms, in accordance with the By-Laws of the corporation, and the names, addresses of the initial directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Rev. R. Finucane	Genesee, Idaho 83832
Jim Busch	Genesee, Idaho 83832
Don Schlueter	Genesee, Idaho 83832
Doug Mayer	Genesee, Idaho 83832

ARTICLE IX


The names and addresses of the incorporators of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Jim Busch	Genesee, Idaho 83832
Don Schlueter	Genesee, Idaho 83832
Doug Mayer	Genesee, Idaho 83832

ARTICLE X

Upon the dissolution of the corporation, the board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the Association exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or religious purposes, as shall at the time qualify as exempt organizations under Section 501(C)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court 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.

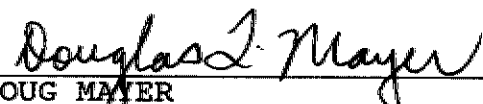
DATED this 20 day of NOVEMBER, 1986.



JIM BUSCH




DON SCHLUETER



DOUG MAYER

STATE OF IDAHO)
 : ss.
County of Latah)

On this 20 day of NOVEMBER, in the year 1986, before me a Notary Public, personally appeared JIM BUSCH, DON SCHLUETER AND DOUG MAYER, known or identified to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.


Notary Public in and for
the State of Idaho,
Residing at Genesee.