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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF**

LIVING WATER LUTHERAN CHURCH, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, for the purpose of forming a corporation under the laws of the State of Idaho relating to religious associations have entered into the following agreement:

ARTICLE I - Name

The name of the corporation shall be **LIVING WATER LUTHERAN CHURCH, INC.**
This corporation shall be a non-profit corporation.

ARTICLE II - Location

The registered office and location of **LIVING WATER LUTHERAN CHURCH, INC.**, shall be **310 E. 4th Avenue, Ste. 3 & 4, Clark Fork, Idaho 83811-0406**. The registered agent at this address is **Alan E. Roach**.

ARTICLE III - Duration of Corporation

The **LIVING WATER LUTHERAN CHURCH, INC.**, shall continue in perpetual succession unless and until dissolved in the manner set forth in Article X of these Articles of Incorporation.

ARTICLE IV - Purpose

The purpose for which this corporation is formed:

- A. To maintain and conduct in the City of Clark Fork, Bonner County, State of Idaho, a church and residence for members thereof; to acquire and hold real estate necessary and convenient for the use of said church and residences aforementioned; and, when deemed necessary, to amend or supplement these Articles of Incorporation in accordance with the laws of the State of Idaho.
- B. To receive offerings and contributions; to receive, manage, take and hold real, personal, and/or mixed property by gift, grant, devise or bequest and to sell or dispose of the same for the benefit of this corporation.

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- C. To purchase or sell, hypothecate, mortgage and lease such real property as may be necessary for the purposes of the corporation, and to execute deeds, contracts, agreements and obligations, the purpose whereof is consonant with the laws of the State of Idaho under which this corporation is formed, and to accept and execute any trust, the purpose whereof is lawful under the said laws and consistent with the purposes of this corporation; and to do each and everything necessary, suitable, or proper for the accomplishment of any of the purposes herein enumerated, or which may at any time appear conducive or expedient for the benefit or protection of this corporation.
- D. This corporation shall have no capital stock, no dividends shall ever be declared or profits distributed, and no part of the net earnings of the corporation shall be distributed to or used for the benefit of any private shareholder, trustee, director or individual. The corporation shall not carry on propaganda or otherwise attempt to influence legislation.

ARTICLE V – Incorporators

The names and residences of the incorporators of this corporation are as follows:

Chairperson: **Alan E. Roach**, 872 Cascade Creek Road, Clark Fork, Idaho 83811
Recording Secretary: **Kathleen M. St. Clair-McGee**, 59895 Hwy 200, Clark Fork, Idaho 83811
Treasurer: **Richard (NMN) Regruto**, 208 Highland Avenue, Hope, Idaho 83836

ARTICLE VI - Governance/Management

The board of governance shall be the voting membership as outlined in the Constitution and Bylaws of this corporation. This corporation shall be managed by a Board of Directors elected by the voting membership in December of each year. A majority of the Board of Director members shall be considered a quorum for the purpose of transacting business and each decision by said quorum of the board shall be valid as a corporate act. The names and addresses of the initial Board of Directors are as follows:

Chairperson: **Alan E. Roach**, 872 Cascade Creek Road, Clark Fork, Idaho 83811
Vice Chairperson: **Ruby A. Derby**, 206 3rd Avenue, Clark Fork, Idaho 83811
Recording Secretary: **Kathleen M. St. Clair-McGee**, 59895 Hwy 200, Clark Fork, Idaho 83811
Treasurer: **Richard (NMN) Regruto**, 208 Highland Avenue, Hope, Idaho 83836
Elder: **Robert A. Parenti**, 1180 Mountain View Road, Clark Fork, Idaho 83811
Property Chairperson: **Marlene M. Syth**, 403 Cedar Street, Clark Fork, Idaho 83811
Financial Secretary: **Jeannie I. Roach**, 872 Cascade Creek Road, Clark Fork, Idaho 83811

Fellowship Ministries Chairperson: **Carolyn J. Regruto**, 208 Highland Avenue, Hope, Idaho 83836

ARTICLE VII – Meetings

All meetings of the Board of Directors shall be held at a place to be designated in Clark Fork, Idaho, or at such other place or places within or without said state as the Board of Directors may by resolution or bylaws provide for the transaction of any of the business of the corporation.

ARTICLE VIII – Amendments

These Articles of Incorporation may be amended in any respect conformable to the laws of the State of Idaho, by a vote representing at least a two-thirds (2/3) majority of the voting members present, of the corporation, as outlined in the corporation constitution and bylaws.

ARTICLE IX – Duties

This Corporation shall be subject to all duties imposed and shall have and possess all of the powers and privileges conferred by the laws of the State of Idaho, under which it is organized and incorporated; or which are contained in these Articles of Incorporation.

ARTICLE X – Dissolution

Should the corporation dissolve, all property and funds remaining after the payment of the debts of the corporation shall be held by the Northwest District of the Lutheran Church - Missouri Synod, 1700 NE Knott Street, Portland, Oregon; or, to such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any further United States Internal Revenue Code), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the corporation is 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.

Article XI – Severability

If any section, subsection, sentence, clause, phrase or portion of these Articles of Incorporation is for any reason held invalid or unconstitutional by any court of competent jurisdiction, such portion shall be deemed a separate, distinct and independent provision and such holding shall not affect the validity of the remaining portion thereof.

Signatures of all Incorporators:

Alan E. Roach
Kathleen M. St. Clair-McGee
Richard (NMN) Regruto

Alan E. Roach

Kathleen M. St. Clair-McGee

Richard (NMN) Regruto

IN WHITNESS WHEREOF we have hereto set our hands and seals this 11th day of September, 2011. (all incorporators (Article V) must sign and their signatures acknowledged).

ACKNOWLEDGMENT

State of Idaho
County of BONNER
On this 11 day of Sept, 2011, Alan Roach Richard Regruto
personally appeared before me, Kathleen St. Clair-McGee
☒ who is personally known to me,
____ whose identity I verified on the basis of _____
____ whose identity I verified on the oath/affirmation of _____
a credible witness,
to be the signer of the foregoing document, and he/she acknowledged that
he/she signed it. Kathleen B. Shields
My Commission Expires: 11/3/14 Notary Signature

