

ARTICLES OF INCORPORATION
OF
NEW LIFE CHILDREN'S REFUGE, INC.

FILED EFFECTIVE

2009 NOV 25 PM 4:42

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 36, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles") for the Corporation.

ARTICLE I
NAME OF THE CORPORATION

The name of the Corporation is New Life Children's Refuge, Inc.

ARTICLE II
STATUS

The Corporation is a nonprofit corporation intended to qualify as a tax exempt organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or to corresponding provisions of subsequent internal revenue laws of the United States (the "Code"). The Corporation is also intended to be an organization described under Section 509 of the Code as a private Corporation. The Corporation is subject to the provisions of Idaho Code Section 30-3-13 addressing private Corporations, the terms of which are specifically incorporated herein by this reference.

ARTICLE III
PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The location of the Corporation is in the City of Meridian, County of Ada, and in the State of Idaho. The address of the initial registered office is 2828 S. Alfani Way, Meridian, ID 83642, and the name of the initial registered agent at this address is Laura Silsby.

ARTICLE V
PURPOSES

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes under Section 501 (c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, and specifically for the purpose establishing a Children's Refuges in developing countries.

A. The Corporation may receive gifts, bequests, and devises of property, both real and personal. The Corporation shall hold and manage funds for the establishment of Children's Refuges designed to provide a loving Christian environment for abandoned and unwanted children. Plans include orphanages, schools, medical clinics, and villas for adopting parents. The Corporation plans to provide opportunities for adoption as well as a

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sound education and life skills. Board of Directors may determine use of funds, subject to the limitations set out below enumerating those rules, requirements, and restrictions.

B. Any lawful purpose, including without limitation, to act as an association for the children's refuge and to promote its general welfare in the state of Idaho.

D. 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 therefore, may not at that time lawfully carry on or do.

ARTICLE V

COMPLIANCE WITH CODE PROVISIONS TO AVOID TAX UNDER SECTIONS 4941 THROUGH 4945 OF THE CODE

In compliance with provisions of the Code to avoid tax under Sections 4941 through 4945 of the Code, the Corporation:

- (1) shall distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code;
- (2) shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Code;
- (3) shall not retain any excess business holdings as defined in Section 4943(c) of the Code;
- (4) shall not make any investments in any manner as to subject the Corporation to tax under Section 4944 of the Code; and
- (5) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

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 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, as amended from time to time.

ARTICLE VII MEMBERS

The Corporation shall have no members.

ARTICLE VIII BOARD OF DIRECTORS

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 fixed in accordance with the Corporation's Bylaws, which number shall be no less than two (2) and no more than seven (7). A Director of the Corporation shall not be required to be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the members of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

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

Name

Address

Laura Silsby
Charisa Coulter
Kim Barton

2828 S. Alfani Way, Meridian, ID 83642
2828 S. Alfani Way, Meridian, ID 83642
6788 Lola Ln. Nampa ID 83686

ARTICLE X DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, after paying or making provision for the payment of all liabilities of the Corporation, the Board of Directors shall distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Code and which are not private foundations as defined under Section 509 of the Code in such manner as the Board of Directors shall determine. 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 such 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 Laura Silsby, 2828 S. Alfani Way, Meridian, ID 83642.

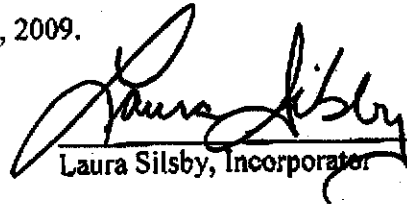
ARTICLE XII

BYLAWS

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

The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

DATED this 25 day of November, 2009.



Laura Silsby, Incorporator