

UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

I, **SAM REED**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

ILLYRICUM MOVEMENT

a/an WA Non-Profit Corporation. Charter documents are effective on the date indicated below.

Date: 11/8/2012

UBI Number: 603-252-468



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

A handwritten signature in cursive script that reads "Sam Reed".

Sam Reed, Secretary of State

FILED
SECRETARY OF STATE
SAM REED

NOVEMBER 8, 2012

STATE OF WASHINGTON

UBI#: 603-252-468

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ARTICLES OF INCORPORATION
OF
ILLYRICUM MOVEMENT

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THE UNDERSIGNED President of the above Nonprofit Corporation, pursuant to the provisions of the Washington Nonprofit Corporation Act, RCW 24.03, *et seq.*, submits to the Secretary of State of the State of Washington the following Articles of Incorporation for filing:

**ARTICLE I
CORPORATE NAME**

1.1 The name of the corporation shall be **ILLYRICUM MOVEMENT**, a nonprofit corporation ("Corporation").

**ARTICLE II
CORPORATE TERM OF EXISTENCE**

2.1 The term of existence of this Corporation shall be perpetual.

**ARTICLE III
CORPORATE PURPOSE**

3.1 This Corporation is formed under the Washington Nonprofit Corporation Act, RCW 24.03. This Corporation is formed for the following objects and purposes, in addition to and in no way limiting the general powers provided by statute:

a. To plant and establish local healthy churches that will help every person experience new life in Christ, by helping them grow in personal relationship with God and to go out, making disciples of all nations by planting and establishing churches.

b. To carry out or engage in other charitable, religious or educational activities that the Board of Directors determines are appropriate, subject to the limitations of these articles and the law.

c. To exercise all powers granted by law to exempt corporations and to do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation, including the conduct of any business, the returns from which are used for the objects of the Corporation and not distributed to the personal benefit of the members thereof. It is specifically provided that the enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the Corporation granted by the statutes of the State of Washington.

ARTICLES OF INCORPORATION
OF ILLYRICUM MOVEMENT - I
9996.001.02

3.2 The Corporation is organized and operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue law ("Code"). Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities forbidden to be carried out by: (a) a corporation exempt from federal income tax under the Code; or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. In addition, the Corporation shall be limited by the following:

a. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding section of any future federal tax code.

b. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding section of any future federal tax code.

c. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding section of any future federal tax code.

d. The Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Code, or the corresponding section of any future federal tax code.

e. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding section of any future federal tax code.

ARTICLE IV MEMBERSHIP

4.1 There shall be no members of the Corporation.

ARTICLE V REGISTERED OFFICE AND AGENT

5.1 The initial registered agent of the Corporation shall be Sherrard McGonagle Tizzano, P.S. The registered office of the Corporation shall be 19717 Front Street NE, PO Box 400, Poulsbo, Washington 98370.

**ARTICLE VI
BOARD OF DIRECTORS**

6.1 The business affairs of the Corporation shall be managed by a Board of Directors. The number of Directors shall be fixed by the Bylaws and may be increased or decreased from time to time in the manner specified therein. The first Board of Directors shall consist of five (5) members, who shall serve as members of the Board of Directors until their successors are elected and qualified, unless they earlier resign or are removed:

Kirk W. Parnham	116 Parnham Lane Centralia, WA 98531
John B. Cavanaugh	26710 Stanford Court Kent, WA 98032
Daryl K. Harper, III	32418 293 rd Ave. SE Black Diamond, WA 98010
Brian Ricci	17414 29 th Drive SE Bothell, WA 98012
Lindsey Williams	2417 Basil Drive Raleigh, NC 27612

6.2 The personal liability of a Director to the Corporation for monetary damages for conduct as a Director is hereby eliminated provided that this provision shall not eliminate or limit the liability of a Director for acts or omissions that involve intentional misconduct by a Director or a knowing violation of law by a Director or for any transaction from which the Director will personally receive a benefit in money, property or services to which the Director is not legally entitled.

**ARTICLE VII
INCORPORATOR**

7.1 The name of the incorporator is as follows:

Kirk W. Parnham	116 Parnham Lane Centralia, WA 98531
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ARTICLE VIII
CAPITAL STOCK, DISTRIBUTION OF CORPORATE
ASSETS ON DISSOLUTION AND LIABILITY OF DIRECTORS

8.1 *There shall be no capital stock of the Corporation.*

8.2 No part of the net earnings of the Corporation shall ever inure or revert to the benefit of, or be distributable to, any donor, member, director, or officer of the Corporation or to any private individual. No donor, member, director, or officer of this Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets. This shall not prevent payment of reasonable compensation for services rendered to the Corporation, which payment shall not be deemed a distribution of income or charitable donations to individuals as allowed by law.

8.3 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 or in opposition to any candidate for public office.

8.4 It is understood that the Corporation permanently dedicates its assets to an exempt purpose. This dedication is irrevocable and no subsequent action of the Board can alter this statement of irrevocability. Upon winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Code. It is the expressed intent here that in the event of the dissolution of this Corporation, or upon its ceasing to carry out the object and purposes herein set forth, that the property and assets then owned by the Corporation shall be devoted to the nonprofit charitable purposes enumerated in Article III above.

8.5 Officers and/or Directors of the Corporation shall not be personally liable for the debts, obligations, and expenses of the Corporation.

8.6 Directors of the Corporation shall not be liable to the Corporation for conduct as a director except as provided by law.

ARTICLE IX
BYLAWS

9.1 The internal affairs of the Corporation shall be regulated by the corporate Bylaws. The Directors of this Corporation shall have the power to adopt, amend, or repeal the Bylaws from time to time as set forth in the Bylaws.

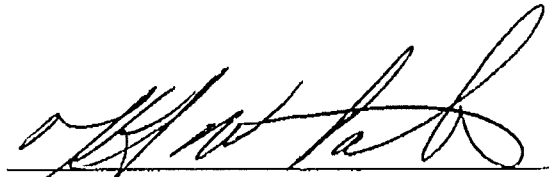
9.2 Notice of regular and special meetings may be made as provided for in the Bylaws.

**ARTICLE X
AMENDMENTS TO ARTICLES OF INCORPORATION**

10.1 The Corporation reserves the right to amend or repeal these Articles of Incorporation by affirmative vote of two-thirds (2/3) of the Directors at any regular or special meeting of Directors, provided that special notice of such amendments or change shall have been given by mailing the same to each Director in the U.S. Mail, postage prepaid, or by electronic transmission, not less than ten (10) days and not more than thirty (30) days before such meeting. Such notice shall contain all of the proposed changes and set forth the time, date and place of the meeting.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Incorporation to be executed on this 18 day of October, 2012.

By:




Kirk W. Parnham, President

CONSENT TO SERVE AS REGISTERED AGENT
FOR
AMERICAN ILLYRICUM FOUNDATION

The undersigned company hereby consents to serve as registered agent in the State of Washington for the above-referenced company. The undersigned understands that, as agent for the company, it will be its responsibility to receive service of process in the name of the company, to forward all mail to the company, and to immediately notify the office of the Secretary of State in the event of its resignation or of any change in the registered office address of the company for which it is agent.

SHERRARD MCGONAGLE TIZZANO, P.S.

Dated: 10/26/12


By: Matthew A. Lind, Assistant Secretary
19717 Front Street NE
P.O. Box 400
Poulsbo, WA 98370

CONSENT TO SERVE