

**ARTICLES OF INCORPORATION**  
**OF**  
**IMPACT MINISTRIES USA**

This is to certify that the foregoing is a true and correct copy of the Articles of Incorporation of the corporation named in the title thereto and that such Articles of Incorporation were duly accepted by the Washington State Secretary of State of said corporation on the date set forth below.

Originally Accepted: November 18, 2010

A handwritten signature in blue ink that reads "Candance M. Weaver". The signature is written in a cursive, flowing style.

Candance M. Weaver - Board Secretary



STATE OF WASHINGTON  
SECRETARY OF STATE

## Washington Nonprofit Corporation

See attached detailed instructions

- ☐ Filing Fee \$30.00  
☒ Filing Fee with Expedited Service \$80.00

This Box For Office Use Only

11/18/10 1839697-  
001  
\$80.00 K #118  
Ed: 1998139

FILED  
SECRETARY OF STATE  
SAM REED  
NOVEMBER 18, 2010  
STATE OF WASHINGTON

UBI Number: 603 064 588

## ARTICLES OF INCORPORATION

Chapter 24.03 RCW

### ARTICLE 1

#### NAME OF CORPORATION:

Impact Ministries USA

*(MAY NOT contain any of the following designations or abbreviations of: Corporation, Company, Incorporated, Limited, Limited Partnership, Limited Liability Company, or Limited Liability Partnership. If one of the prohibited designations is used, it will be removed when processed.)*

### ARTICLE 2

#### EFFECTIVE DATE OF INCORPORATION: (Please check one of the following)

- ☒ Upon filing by the Secretary of State  
☐ Specific Date: \_\_\_\_\_ (Specified effective date must be within 90 days AFTER the Articles of Incorporation have been filed by the Office of the Secretary of State)

### ARTICLE 3

#### TENURE: (Please check one of the following and indicate the date if applicable)

- ☒ Perpetual existence  
☐ Specific term of existence \_\_\_\_\_ (Number of years or date of termination)

### ARTICLE 4

#### PURPOSE FOR WHICH THE NONPROFIT IS ORGANIZED: (If necessary, attach additional information)

See separate attachment labeled Article IV

### ARTICLE 5

#### IN THE EVENT OF A VOLUNTARY DISSOLUTION, THE NET ASSETS WILL BE DISTRIBUTED AS

FOLLOWS: (if necessary, attach additional information) See separate attachment labeled Article V

**ARTICLE 6****NAME AND ADDRESS OF EACH INITIAL DIRECTOR:** *(if necessary, attach additional names and addresses)*Name: See separate attachment labeled Article VI

Address: \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ Zip Code \_\_\_\_\_

**ARTICLE 7****NAME AND ADDRESS OF THE WASHINGTON STATE REGISTERED AGENT:**Name: Philip V. Claussen**Physical Location Address (required):**3018 NE 95th PLCity Carnation WA Zip Code 98014**Mailing or Postal Address (optional):**P.O. Box 550City Duvall WA Zip Code 98019-0550**CONSENT TO SERVE AS REGISTERED AGENT:**

I consent to serve as Registered Agent in the State of Washington for the above named corporation. I understand it will be my responsibility to accept Service of Process on behalf of the corporation; to forward mail to the corporation; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.

X Philip V. Claussen Philip V. Claussen 10/20/10  
 Signature of Registered Agent Printed Name Date

**ARTICLE 8****NAME, ADDRESS AND SIGNATURE OF EACH INCORPORATOR:***(if necessary, attach additional names, addresses and signatures)*Name: See separate attachment labeled Article VIII

Address: \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ Zip Code \_\_\_\_\_

*This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.*

X \_\_\_\_\_  
 Signature of Incorporator Printed Name/Title Date Phone

**Important note:** If your nonprofit organization is currently fundraising, or plans to fundraise from the public, it may also be required to register with the Charities Program of the Secretary of State. Registration with the Charities Program is separate from, and in addition to, filings required under corporate law. Please visit the Charities Program website at [www.sos.wa.gov/charities/](http://www.sos.wa.gov/charities/) to review the registration requirements and forms for Charitable Organizations.



## **ATTACHMENTS: ARTICLES OF INCORPORATION OF IMPACT MINISTRIES USA**

### **Article IV: Purposes**

The purposes for which this corporation is organized are exclusively for charitable, religious, educational, and scientific purposes, including:

- A. To train national leaders in developing nations to bring the Gospel of Jesus Christ to remote areas within their country through church planting and Christian education.
- B. To impact North American Christians for third world missions.
- C. To reach out to the poor in third world nations by providing them with basic life necessities.
- D. To aid, support, and assist by gifts, contributions or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, scientific, or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
- E. To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

### **Article V: In the Event of a Voluntary Dissolution**

Upon the winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization or organizations, as determined by the Board of Directors, that recognized as exempt under Section 501(c)(3) of the Code or any successor provision, and used exclusively to accomplish the purposes for which this Corporation is organized.

### **Article VI: Directors**

The number of directors constituting the initial Board of Directors of the Corporation shall be six (6) directors. The names and addresses of the persons who are to serve as the initial directors of the Corporation are as follows:

Elizabeth J. Claussen - PO Box 1233, Duvall, WA 98019

Philip V. Claussen - PO Box 1233, Duvall, WA 98019

Leslie J. Peters - Box 975 Stn. Main, Kamloops, BC Canada, V2C 6H1

Margarita E. Peters - Box 975 Stn. Main, Kamloops, BC Canada, V2C 6H1

Candance M. Weaver - 104 Sycamore St., Belmont, MA 02478

Timothy J. Weaver - 104 Sycamore St., Belmont, MA 02478

The powers and duties, number, qualifications, terms of office, manner of election, time and criteria for removal of directors shall be as set forth in the Bylaws of the Corporation.

## ATTACHMENTS: ARTICLES OF INCORPORATION OF IMPACT MINISTRIES USA

### Article VIII: Incorporators

The name and address of the incorporators of the Corporation are as follows:

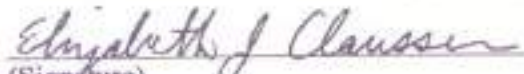
Elizabeth J. Claussen - PO Box 1233, Duvall, WA 98019

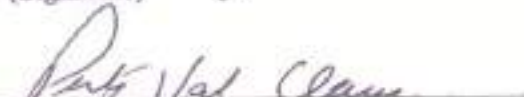
Philip V. Claussen - PO Box 1233, Duvall, WA 98019

Candance M. Weaver - 104 Sycamore St., Belmont, MA 02478

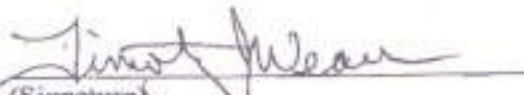
Timothy J. Weaver - 104 Sycamore St., Belmont, MA 02478

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation this 20th day of October, 2010.

  
(Signature)

  
(Signature)

  
(Signature)

  
(Signature)

### Article IX: Powers

In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation's Articles of Incorporation or Bylaws, the Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation's purposes.



## **ATTACHMENTS: ARTICLES OF INCORPORATION OF IMPACT MINISTRIES USA**

### **Article X: Limitations**

All of the purposes and powers of the Corporation shall be exercised exclusively for charitable, scientific, and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or any successor provision, and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Code or any successor provision.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Code or any successor provision. 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.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal and state income taxes under Section 501(c)(3) of the Code or any successor provision, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any successor provision.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable, to its members (if any), directors, officers, or other private persons, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

### **Article XI: Director Liability Limitations**

A director shall have no liability to the Corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by a director, where the director votes or assents to a distribution which is unlawful or violates the requirements of these articles of incorporation, 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. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

## ATTACHMENTS: ARTICLES OF INCORPORATION OF IMPACT MINISTRIES USA

### Article XII: Indemnification

Section 1. Right to Indemnification. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation or, while a director or officer, he or she is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 1 or otherwise.



## ATTACHMENTS: ARTICLES OF INCORPORATION OF IMPACT MINISTRIES USA

Section 2. Right of Claimant to Bring Suit. If a claim for which indemnification is required under Section 1 of this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Corporation (including its board of directors, independent legal counsel or its members, if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses of the claimant is proper in the circumstances nor an actual determination by the Corporation (including its board of directors, independent legal counsel or its members, if any) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

Section 3. Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of members, if any, or disinterested directors or otherwise.

Section 4. Insurance, Contracts and Funding. The Corporation may maintain insurance at its expense to protect itself and any director, trustee, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such persons against such expense, liability or loss under the Washington Business Corporation Act, as applied to nonprofit corporations. The Corporation may, without further membership action, enter into contracts with any director or officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.



## **ATTACHMENTS: ARTICLES OF INCORPORATION OF IMPACT MINISTRIES USA**

Section 5. Indemnification of Employees and Agents of the Corporation. The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

### **Article XIII: Bylaws**

Bylaws of the Corporation may be adopted by the Board of Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles. The authority to make, alter, amend or repeal bylaws is vested in the board of directors and may be exercised at any regular or special meeting of the board of directors.

### **Article XIV: Members**

The qualifications of members, if any, the application process, the property, voting and other rights and privileges of members and their liability for dues and assessments, and the method of collection thereof, shall be set forth in the Bylaws.

## **ATTACHMENTS: ARTICLES OF INCORPORATION OF IMPACT MINISTRIES USA**

### **Article XV: Basic Beliefs**

The Word of God, the Bible, will provide the principle foundation for this Corporation. The Bible in its entirety as originally given is the only infallible revelation of God.

The following truths are fundamental teachings from the Word of God:

1. God is one, yet expressed in three persons, the Father, the Son, the Holy Spirit
2. God is the creator of heaven and earth.
  - a) He created life and substance by a direct creation act.
  - b) He upholds and directs all things according to His will and by His power.
3. God chooses to reveal Himself and His truth to mankind.
  - a) He reveals Himself through His written Word, the Bible.
  - b) He reveals Himself through Jesus Christ, the Word of God became Flesh.
  - c) He has given His Holy Spirit to lead and guide into all truth.
4. Jesus is both truly God and truly man.
  - a) He is the Son of God
  - b) He was born of a virgin
5. Jesus' death on the cross is the only substitutionary atonement for sin.
6. Jesus physically rose from the grave, breaking the power of sin and death.
7. Jesus will come again.
  - a) He will come to receive His church to Himself.
  - b) He will come to judge the living and the dead.
8. All men are dead in sin and need to be born again through the regenerating power of the Holy Spirit.
9. Salvation from sin and condemnation is by grace alone. Grace comes by faith in the Lord Jesus Christ.
10. The believer that is saved by grace has become a new creation in Christ. This is a gift of God.
11. A believer is called to be a disciple of Christ.
  - a) A believer's submission to Christ will bring about profound changes and maturity
  - b) The evidence of this is the fruit of the Spirit
12. A believer is called to servanthood and evangelism.
  - a) The Holy Spirit will empower and gift the believer so that he can be a joyful and thankful witness to the saving power of Christ.

This article is unalterable.