



OCT 07 2009

FILE NO. 15545210

ARTICLES OF INCORPORATION
OF
NEW RIVER BIBLE CHAPEL

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, acting as the incorporators of a nonprofit corporation under applicable provisions of Arizona Revised Statutes, adopt the following Articles of Incorporation for such nonprofit corporation:

FIRST: The name of the corporation is NEW RIVER BIBLE CHAPEL.

SECOND: The corporation is organized exclusively for charitable, religious, educational, and scientific 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, or corresponding section of any future federal tax code. The character of business which the corporation initially intends to conduct is that of a church.

The purpose for which this corporation is formed is to provide a local non-denominational New Testament Church for the fellowship and teaching of born again believers in Jesus the Christ; to gather together for worship of the living God Jehovah through his son Jesus Christ and in the power and through the teaching of the Holy Spirit; to reach out in witness and provide service to others and to bring them to a serving knowledge of Jesus Christ; and to hold worship services, Bible studies and other functions in connection therewith to administer the ordinances of baptism and communion. The Church shall be organized and operated for religious purposes and pursuant to the provisions of Holy Scripture (the Bible), which we believe to be the inspired Word of God.

AZ CORPORATION COMMISSION
FILED

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THIRD: The time of commencement of this corporation was September 23, 2009 and shall continue in perpetual duration.

This Corporation shall be deemed the continuation of New River Bible Chapel also known as New River Bible Chapel Church American Sunday School Union, also known as New River Bible Chapel and School incorporated May 12, 1965, whose charter as a corporation has lapsed, and which was incorporated again on April 4, 1996 and whose charter as a corporation was dissolved in 1998, and which has been operating as a non-profit Church Association.

FOURTH: The corporation has and shall have no capital stock and pecuniary profit is not the object of this corporation, and it shall not pay any dividends or make any distribution of its earnings, income or property to its members and shall not be operated for the financial or pecuniary benefit of any individuals.

FIFTH: No part of the net earnings 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 Second herein. 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 (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal

Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

SIXTH: Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, convey all of the assets of the corporation to The American Missionary Fellowship, or its successor, to provide resources for the starting of new churches. If The American Missionary Fellowship, or its successor, does not exist at the time of dissolution of this Corporation, the assets shall be distributed to such organization or organizations organized and operated exclusively for religious purposes consistent with the Corporation and as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

SEVENTH: The number of directors constituting the initial Board of Directors of the Corporation is seven (7). The names and addresses of the persons who are to serve as the directors until the first annual meeting or until their successors be elected and qualified are:

William Schonemann
1906 E. Cavalry Rd.
New River, AZ 85087

James A. Kuzmich
633 E. Ray Rd., Suite 106
Gilbert, AZ 85296

Dennis Roeper
8635 E. Cherry Lynn
Scottsdale, AZ 85251

Leon McCormick
46751 N. 10th Ave.
New River, AZ 85087

Les Christenson
49416 N. 26th Ave.
New River, AZ 85087

Leon Gee
3547 W. New River Rd.
New River, AZ 85087

Craig Brown
2846 W. Twin Peaks Lane
New River, AZ 85087

EIGHTH: The name and address of the incorporator is: William E. Schonemann, 1906 East Cavalry, New River, AZ 85087.

NINTH: The name and address of the statutory agent of the Corporation is William E. Schonemann, 1906 East Cavalry, New River, AZ 85087. The address of the place of business of the Corporation is 47402 North 15th Avenue, New River, AZ 85087.

TENTH: The Corporation shall not have members.

ELEVENTH: (a) The Corporation shall indemnify, to the extent permitted by law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any

action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(b) To the extent that a Director, Officer, employee or agent of a Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) and (b) of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees actually and reasonably incurred by him in connection therewith).

(c) Any indemnification under paragraph (a) of this section (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph (a) Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, by independent legal counsel in a written opinion, or (3) by the Members.


(d) The indemnification provided by this section shall not be deemed exclusive of any other rights to which those benefitted may be entitled under any bylaw, agreement, vote of Members or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

TWELFTH: The Directors of the Corporation shall have no liability for damages to the Corporation or its Members unless the actions of the Director or Directors were not in good faith, involved intentional misconduct or a knowing violation of law, or are of such a nature and character that the law does not permit a limit on the Director's liability.

THIRTEENTH: Amendments to these Articles of Incorporation may be made at any regular business meeting or legally called special meeting by a two-thirds majority present and voting. All proposed amendments must be made available to the members in writing fifteen (15) days prior to a vote to amend.

FOUTEENTH: These Articles of Incorporation shall not be in conflict with or supersede the Constitution of the Corporation. Any conflict shall be resolved in favor of the Constitution.

DATED EFFECTIVE: September 23, 2009.


William E. Schonemann
Incorporator

ACCEPTANCE OF APPOINTMENT AS STATUTORY AGENT

NEW RIVER BIBLE CHAPEL

I, William Schonemann, have been a bona fide resident of Arizona for at least three (3) years and have been appointed as the lawful statutory agent and to accept service of all necessary process or processes in any action, suit or proceeding that may be had or brought against the above named Corporation in any of the courts of Arizona.

Service of process or notice, or endorsed acceptance by myself, shall have the same force and effect as if served upon the President and Secretary of the Corporation.

Dated this 23rd day of September, 2009.

By: 
William Schonemann

**NONPROFIT
CERTIFICATE OF DISCLOSURE**
Pursuant to A.R.S. § 10-3202 (D)

New River Bible Chapel
EXACT CORPORATE NAME

- A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No X

B. IF YES, the following information MUST be attached:

- | | |
|--|---|
| <ol style="list-style-type: none"> 1. Full name and prior name(s) used. 2. Full birth name. 3. Present home address. 4. Prior addresses (for immediate preceding 7-year period). 5. Date and location of birth. | <ol style="list-style-type: none"> 6. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or case number. |
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- C. Has any person serving as an officer, director, trustee or incorporator of the corporation, served in any such capacity in any other corporation in any jurisdiction on the bankruptcy or receivership of the other corporation?

Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

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|---|--|
| <ol style="list-style-type: none"> 1. Name and address of the corporation. 2. Full name, including alias and address of each person involved. 3. State(s) in which the corporation: <ol style="list-style-type: none"> (a) Was incorporated. (b) Has transacted business. | <ol style="list-style-type: none"> 4. Dates of corporate operation. 5. A description of the bankruptcy or receivership, including the date, court or agency and the file or case number. |
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Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY William E. Schonemann DATE 9/23/09 BY _____ DATE _____
 TITLE Incorporator TITLE _____

BY _____ DATE _____ BY _____ DATE _____
 TITLE _____ TITLE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE.
 (If more than four Incorporators, please attach remaining signatures on a separate sheet of paper.)

If within sixty (60) days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.