



STATE OF HAWAII
 DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
 Business Registration Division
 335 Merchant Street
 Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810



ARTICLES OF INCORPORATION
 (Section 414D-32, Hawaii Revised Statutes)

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

The undersigned, desiring to form a nonprofit corporation under the laws of the State of Hawaii, certify as follows:

I

The name of the corporation shall be :

Calvary Chapel Upcountry

II

The mailing address of the corporation's initial principal office is:

516 Kuanana St ,Paia, Hawaii 96779

III

The corporation shall have and continuously maintain in the State of Hawaii a registered office and a registered agent. The agent may be an individual resident of Hawaii, a domestic entity or a foreign entity authorized to transact business in the State, whose business office is identical with the registered office.

- a. The name (and state or country of incorporation, formation or organization, if applicable) of the corporation's registered agent in the State of Hawaii is:

Rick Nagura

(Name of the Registered Agent)

(State/country)

- b. The street address of the corporation's initial registered office in the State of Hawaii is:

516 Kuanana St , Paia, HI 96779

IV

The name and address of each incorporator is:

Name

Rick Nagura

Address

**516 Kuanana St
 Paia, Hawaii 96779**

07/14/200448123

V

Please check one:

The corporation has members.

The corporation has no members.

VI

The corporation is nonprofit in nature and shall not authorize or issue shares of stock. No dividends shall be paid and no part of the income or profit of the corporation shall be distributed to its members, directors, or officers, except for services actually rendered to the corporation, and except upon liquidation of its property in case of corporate dissolution.

The undersigned certifies under the penalties of Section 414D-12, Hawaii Revised Statutes, that the undersigned has read the above statements and that the same are true and correct.

14

JUL 2004

Signed this _____ day of _____

Rick Nagura

(Type/Print Name of Incorporator)

Rick Nagura

(Signature of Incorporator)

(Type/Print Name of Incorporator)

(Signature of Incorporator)

07/14/200448123



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Business Registration Division
DEPT. OF COMMERCE AND
CONSUMER AFFAIRS
State of Hawaii

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ARTICLES OF AMENDMENT
(Section 414D-183, Hawaii Revised Statutes)

208857D2

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

The undersigned, duly authorized officers of the corporation submitting these Articles of Amendment, certify as follows:

1. The name of the corporation is:

CALVARY CHAPEL UPCOUNTRY

2. The amendment(s) adopted is attached.

3. The amendment (s) was adopted on: APRIL 21, 2005
(Month Day Year)

(Check one)

at a meeting of the *members*:

Designation (class) Of membership	Total Number of Memberships (votes) outstanding	Total Number of Votes Entitled to be Cast By each Class	Number of Votes Cast by each class For Amendment	Number of Votes Cast by each class Against Amendment

(The number of votes cast by each class is sufficient for approval by that class)

OR

by written consent of the *members* holding at least eighty per cent of the voting power.

OR

by a sufficient vote of the *Board of Directors or Incorporators* because member approval was not required.

4. Check one:

The written approval of a specified person or persons named in the articles of incorporation was obtained.

The written approval of a specified person or persons is not required.

The undersigned certifies under the penalties of Section 414D-12, Hawaii Revised Statutes, that the undersigned has read the above statements and that the same are true and correct.

Signed this 21 day of APRIL, 2005

RICK NAGURA, PRESIDENT
(Type/Print Name & Title)

[Signature]
(Signature of Officer)

(Type/Print Name & Title)

(Signature of Officer)

SEE INSTRUCTIONS ON REVERSE SIDE. The articles must be signed by at least one officer of the corporation.

05/16/200520181

ATTACHMENT TO ARTICLES OF AMENDMENT

of

Calvary Chapel Upcountry

ARTICLE VI, is amended to read as follows:

PURPOSE: The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

INUREMENT OF INCOME: 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.

LEGISLATIVE OR POLITICAL ACTIVITIES: 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 (including the publishing or distribution of statements) for any political campaign on behalf of any candidate for public office.

OPERATIONAL LIMITATIONS: Notwithstanding any other provisions 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).

DISSOLUTION CLAUSE: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes 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 Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the corporations is then located, exclusively for such, purposes or to such organization or organizations, as said court shall determine, which are organized operated exclusively for such purposes.

05/20/200520086