

State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

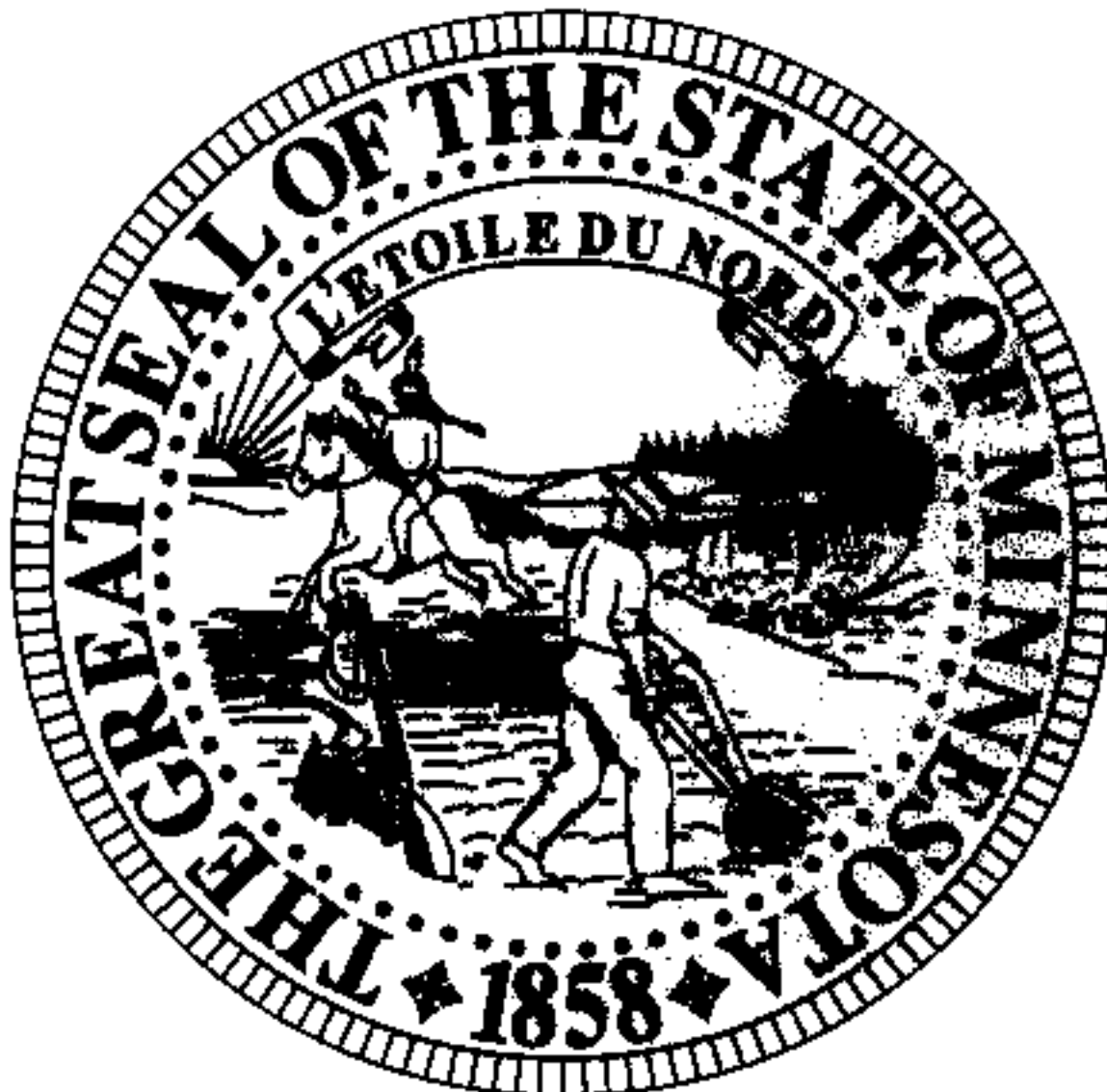
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: Upholding Truth

Corporate Charter Number: 1226866-2

Chapter Formed Under: 317A

This certificate has been issued on 02/08/2005.



Mary Kiffmeyer
Secretary of State.

NP OR



ARTICLES OF INCORPORATION

Nonprofit Corporation

Article I – Name

The name of the corporation is: Upholding Truth

Article II – Registered Office Address and Agent

The registered office address of the corporation is:

7194 115th Street North
White Bear Lake, MN 55110

The registered agent at the above address is: Keith Roberts.

Article III – Shares

The corporation does not have any shares.

Article IV – Purpose

Upholding Truth was formed to educate the public about religious issues.

This 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 Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal of the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to reconnect with the foregoing purposes or in advancement thereof, but not for the pecuniary profit of financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any of the

corporate assets on dissolution of the Corporation. 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 publication or distribution of statements, of any political campaign on behalf of any candidate for public office.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organization of organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Article V – Members

Section 1

Membership incorporation will consist of elected members.

Article VI – Board of Directors

Section 1

The board is responsible for overall policy and direction of the organization, and delegates responsibility for day-to-day operations to the Organization's Executive Director and committees. The Board shall have up to thirteen, and no fewer than three, members. The board receives no compensation other than reasonable expenses.

Section 2

Members of the Board will serve three-year terms, but are eligible for re-election.

Section 3

The Board shall meet at least quarterly, at an agreed upon time and place. Members of the Board will be notified by mail, telephone, e-mail, or fax two weeks before every Board meeting.

Section 4

A quorum must be attended by at least fifty-one percent of the Board members before business can be transacted or motion made or passed.

Section 5

Special meetings of the Board shall be called upon the request of the chair or one-third of the Board. Notices of special meetings shall be sent out by the secretary to each Board member postmarked two weeks in advance.

Section 5

The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans and make financial information available to Board members and the public.

Article VIII – Amendments to the Bylaws**Section 1**

These bylaws may be amended subject to approval of a vote of two-thirds of the sitting Board members.

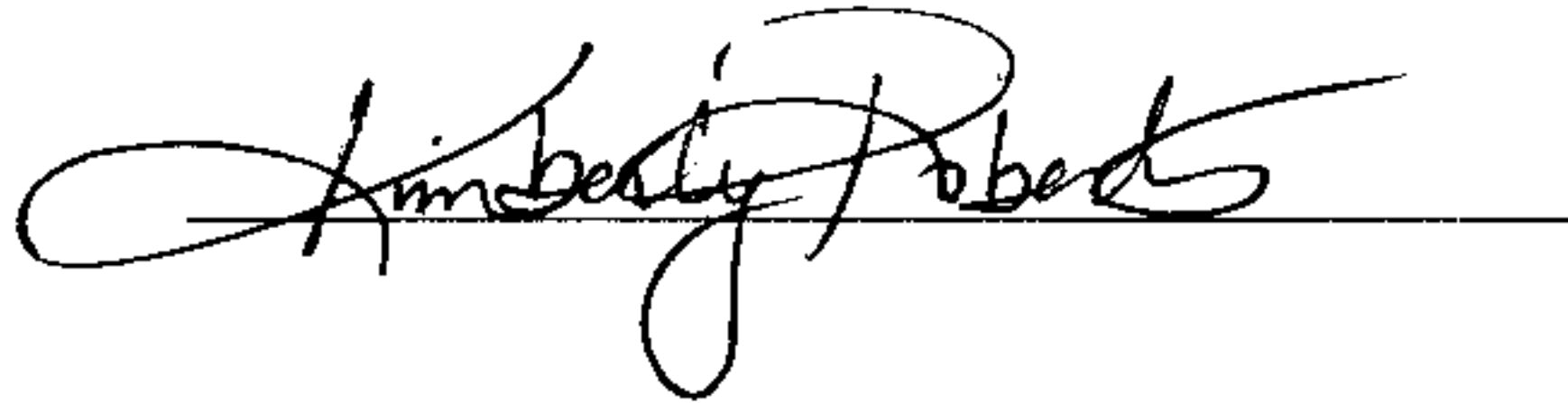
Article IX – Incorporators

We, the undersigned incorporators certify that we are authorized to sign these articles and that the information in these articles is true and correct. We also understand that if any of this information is intentionally or knowingly misstated that criminal penalties will apply as if we had signed these articles under oath.

Keith Roberts
7194 115th Street North
White Bear Lake, MN 55110



Kimberly Roberts
7194 115th Street North
White Bear Lake, MN 55110



Print name and phone number of person to be contacted if there is question about the filing of these articles:

Keith Roberts 651 402-7705

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

FEB 08 2005


Secretary of State

