

# State of Idaho

## Department of State

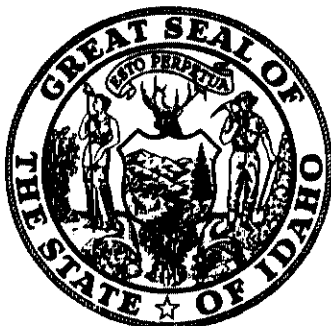
### CERTIFICATE OF INCORPORATION OF

AMERICAN LANDS ACCESS ASSOCIATION, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of AMERICAN LANDS ACCESS ASSOCIATION, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: August 17, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Larry J. Clark*

**ARTICLES OF INCORPORATION**

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**AMERICAN LANDS ACCESS ASSOCIATION, INC.**

The undersigned, acting as the incorporator of a nonprofit corporation (the "Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code (the "Act"), hereby adopts the following Articles of Incorporation for the Corporation.

**ARTICLE I. NAME.**

The name of the Corporation is AMERICAN LANDS ACCESS ASSOCIATION, INC.

**ARTICLE II. NONPROFIT STATUS.**

The Corporation is and shall remain a nonprofit corporation.

**ARTICLE III. PERIOD OF DURATION.**

The period of duration of the Corporation is perpetual.

**ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.**

The street address of this Corporation's initial registered office and the name of its initial registered agent are:

<u>Name</u>	<u>Address</u>
R. Ed Romack	655 8th Street Idaho Falls, Idaho 83401

**ARTICLE V. PURPOSES AND POWERS.**

**A. Purposes.** This Corporation is organized and shall be operated as a nonprofit corporation exclusively for the promotion of social welfare as that term is used in section 501(c)(4) of the Internal Revenue Code of 1986 or the corresponding provisions of any future federal income tax laws, with the specific purpose to promote and ensure the right of amateur collecting and recreational mining, and the use of public and private lands for educational and recreational purposes.

**B. Powers.** This Corporation shall have all of the powers granted by law to nonprofit corporations to the fullest extent

necessary and proper to carry out the above-stated purposes, including without limitation the power to accept donations of money, property, or any other thing of value. Nothing herein shall be deemed to authorize or permit the Corporation to carry on any business for profit, or to exercise any power or do any act that a corporation formed under the Act may not at that time lawfully carry on or do.

#### **ARTICLE VI. LIMITATIONS.**

No part of the net earnings or the assets 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 V. In general, the Corporation shall carry on only those activities permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986 or the corresponding provisions of any future federal income tax laws.

#### **ARTICLE VII. BYLAWS.**

The Board of Directors of the Corporation shall adopt Bylaws not inconsistent with the Act or these Articles for the regulation and management of this Corporation. Such Bylaws may be amended from time to time or may be repealed by a two-thirds (2/3) majority vote of the Board of Directors.

#### **ARTICLE VIII. MEMBERS AND MEMBERSHIP DUES.**

The Corporation shall have members who shall have such rights as are provided in the Act and are consistent with the management authority granted to the Board of Directors in these Articles and the Bylaws of the Corporation. General members of the Corporation shall have the right to vote for Directors in the manner and upon the terms set forth in the Bylaws, but shall have no other voting rights. All other voting rights shall be held by the Board of Directors, all of whom shall be members of the Corporation. The qualifications for membership in the Corporation, the number of members and such other matters pertaining to membership as shall be necessary or desirable shall be set forth in the Bylaws of the Corporation in effect from time to time. No member shall be subject to any personal liability for corporate obligations. The Corporation shall not issue stock, but membership certificates or similar instruments may be issued at the discretion of the Board of Directors. Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership, and

some members or classes of membership may be made exempt from such membership dues. Subject to the Act and these Articles, the Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

#### **ARTICLE IX. BOARD OF DIRECTORS.**

The property, business and affairs of the Corporation shall be managed by its Board of Directors, all of whom shall be members of the Corporation. The number of Directors constituting the initial Board of Directors is nine. The names and addresses of the persons who shall serve as the initial Directors until the first meeting of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Shirley Greenberg	85 Carpenter Road Hopewell Junction, NY 12533
John Boland	North 2047 Valley Road La Crosse, WI 54601
Eugene Shier	6704 Beauford Drive Austin, TX 78750
John Alf	816 Whippoorwill Court Bartlesville, OK 74006
Dr. Robert Carlson	340 Kayenta White Rock, NM 87544
William Burns	1038 Bradshawe Monterey Park, CA 91754
Charles Leach	7013 Jamieson Avenue Reseda, CA 91335
Ray Meisenheimer	101 Wake Forest Avenue Ventura, CA 93003
Carroll Dillon	909 Carter Road Sedro Wooley, WA 98284

The minimum number of Directors shall be three. The actual number of Directors serving from time to time and the method of electing or appointing such Directors shall be fixed by the Bylaws of the Corporation. The Directors shall hold office after appointment as indicated by the Bylaws for a term of three years ending with the

date of the third next annual meeting, except that one-third of the Directors shall be initially elected for a period of one year and one-third of the Directors shall be initially elected for a period of two years in order that one-third of the directorships will be elected annually. Directors shall continue in office until their successors are appointed and qualify. If a Director is removed, resigns or otherwise ceases to serve prior to the end of his or her appointed term, the Board of Directors by majority vote shall appoint a substitute Director to serve the balance of the former Director's term.

#### ARTICLE X. DISTRIBUTION ON DISSOLUTION.

Upon dissolution of the Corporation, other than incident to a merger or consolidation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation and the return of assets held upon conditions requiring return, distribute all assets of the Corporation consistent with the purposes of the Corporation, including distributions to organizations that qualify as exempt organizations under Section 501(c)(3) or 501(c)(4) of the Internal Revenue Code of 1986 or the corresponding provision of any future federal income tax law. In no event shall any assets of the Corporation be distributed to or inure to the benefit of any of the members or Directors of the Corporation, or in any manner that is inconsistent with the purposes of the Corporation.

#### ARTICLE XI. INCORPORATOR.

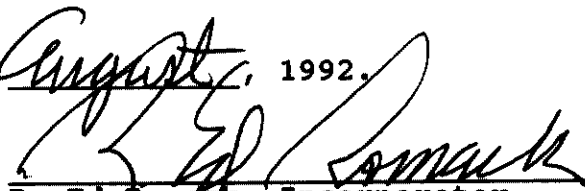
The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
R. Ed Romack	655 8th Street Idaho Falls, Idaho 83401

#### ARTICLE XII. AMENDMENT OF ARTICLES.

These Articles of Incorporation may be amended from time to time in any and as many respects as may be desired, as provided under the Act.

DATED this 14 day of August, 1992.

  
R. Ed Romack, Incorporator


**CONSENT OF REGISTERED AGENT:**

By my signature below, I hereby accept appointment as registered agent of the Corporation.

  
R. Ed Romack

STATE OF IDAHO                    )  
  ) ss.  
COUNTY OF BONNEVILLE )

On this 14th day of August, 1992, before me, the undersigned, a notary public in and for said state, personally appeared R. Ed Romack, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same once as incorporator and once as registered agent.

  
Notary public for Idaho  
Residing at Blaine Falls

My commission expires:

6/27/97