



CERTIFICATE OF INCORPORATION  
OF

**SIERRA SILVER MINE TOUR, 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 \_\_\_\_\_

**SIERRA SILVER MINE TOUR, 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 March 23, 19 83.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
SIERRA SILVER MINE TOUR, INC.  
A Nonprofit Corporation

We, the undersigned residents of the State of Idaho, being of legal age, do hereby associate ourselves together for the purpose of forming a nonprofit corporation under the statutes of the State of Idaho.

ARTICLE ONE

The name of this nonprofit corporation shall be SIERRA SILVER MINE TOUR, INC., whose principal place of business is Wallace, Idaho, whose street address is 509 Bank Street, Wallace, Idaho, and whose mailing address is P.O. Box 712, Wallace, Idaho 83873.

ARTICLE TWO  
Duration

The period of duration of this nonprofit corporation shall be perpetual.

ARTICLE THREE  
Purposes

The business and purpose of this nonprofit corporation shall be as follows:

3.1. To construct and maintain a mine tour at the Sierra Silver Mines near Wallace, Idaho to attract tourists and others to educate them in the appearance, techniques and problems of underground mining in the Coeur d'Alene Mining District.

3.2. To do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of the foregoing purposes, and to have and exercise all other powers and authority now or hereafter conferred upon nonprofit corporations under the laws of the State of Idaho.

3.3. Provided however that any references herein to any provision of the Internal Revenue Code of 1954 (herein called the "Code") shall be deemed to mean such provision as now or hereafter existing, amended, supplemented or superseded, as the case may be.

PROVIDED FURTHER, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of this corporation, voluntary or involuntary or by operation of law, the following provisions shall apply:

a. This corporation shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall be directly or indirectly engaged in any activity, that would prevent this corporation from qualifying (and continuing to qualify) as a corporation described in Section 501 (c) (3) of the Code, contributions to which are deductible for federal income tax purposes.

b. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall in any manner or to any extent participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office; nor shall it engage in any activities that are unlawful under the laws of the United States of America, or the State of Idaho, or any other jurisdiction where such activities are carried on; nor shall it engage in any transactions defined at the time as "prohibited" under Section 503 of the Code.

c. This corporation shall never be operated for the primary pupose of carrying on a trade or business for profit.

Neither the whole, no any part or portion, of the assets or net earnings of this corporation shall be used, nor shall this corporation ever be organized or operated, for purposes that are not exclusively religious, charitable, scientific, literary, or educational within the meaning of Section 501(c)(3) of the Code.

d. No compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator, or organizer of this corporation, or substantial contributor to it, except as a reasonable allowance for actual expenditures or services actually made or rendered to or for this corporation; and neither the whole nor any part or portion of the assets or net earnings, current or accumulated, of this corporation shall ever be distributed to or divided among any such person; provided, further that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or insure to the benefit of any member or private individual within the meaning of Section 501(c)(3) of the Code.

e. In the event of termination, dissolution or winding up of this corporation in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed to (and only to) one or more organizations described in Section 501(c)(3) of the Code.

f. The income of the corporation shall be distributed at such time and in such manner as not to subject the corporation to the tax imposed by Section 4942 of the Internal Revenue Code of 1954 or comparable provisions of any subsequent federal tax laws.

g. The corporation shall not engage in acts of self dealing as that term is defined in Section 4941(d) of the Internal Revenue Code of 1954 or comparable provisions of any subsequent federal tax laws.

h. The corporation shall not acquire or retain any excess business holdings as that term is defined by Section 4943(c) of the Internal Revenue Code of 1954 or comparable provisions of any subsequent tax law.

i. The corporation shall not make any investments which would subject it to the tax imposed by Section 4944 of the Internal Revenue Code of 1954 or comparable provisions of law.

j. The corporation shall not make any expenditures which would subject the corporation to the tax imposed by Section 4945 of the Internal Revenue Code of 1954 or comparable provisions of law.

k. The powers and purposes of this corporation shall at all times be so construed and limited as to enable this corporation to qualify as a nonprofit organization, organized and existing under Title 30 Chapter 3 Idaho Code.

#### ARTICLE FOUR Membership

The method and conditions on which members shall be accepted and discharged or expelled shall be as provided in the By-Laws of this nonprofit corporation.

#### ARTICLE FIVE Directors

The number of directors constituting the initial Board of Directors of the corporation is five (5). The number can be changed by the members but at all times two (2) of the members must be members of the Wallace Chamber of Commerce

if it is an active corporation. In determining who is a member of the Chamber of Commerce a representative, officer or duly designated agent of a corporate member shall qualify as being an individual member for purposes of being a board member.

The initial Board of Directors and their street addresses are:

Dale B. Lavigne  
305 Larch  
Osburn, Idaho 83849

LaMont Petersen  
107 E. Larch  
Osburn, Idaho 83849

James A. Sabala  
6th & Markwell  
Silverton, Idaho 83867

Donald C. Springer  
116 Fir  
Osburn, Idaho 83849

Maurice Pellissier  
311 Pine  
Wallace, Idaho 83873

#### ARTICLE SIX Officers

The officers of this nonprofit corporation shall consist of a president, one or more vice presidents as may be prescribed by the By-Laws, a secretary and treasurer, each of whom shall be elected by the Board of Directors at such time and in such manner as may be prescribed by the By-Laws. Any two or more offices may be held by the same person except the offices of president and secretary. An officer need not be a director of the corporation.

#### ARTICLE SEVEN Amendments

These articles may be amended in the manner provided by statute of the State of Idaho at the time of amendment.

ARTICLE EIGHT  
Registered Agent

The initial registered agent and the street address of his office are:

Stanley K. Smith  
241 Rio Vista Drive  
Osburn, Idaho 83849

ARTICLE NINE  
Incorporators

The name and street address of each incorporator are as follows:

Dale B. Lavigne  
305 Larch  
Osburn, Idaho 83849

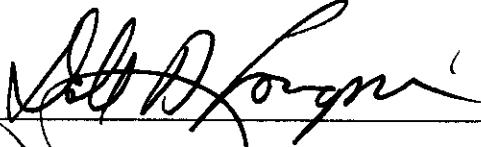
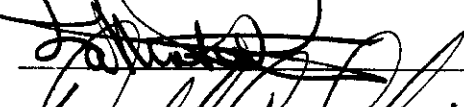


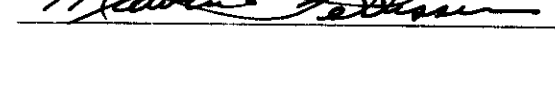
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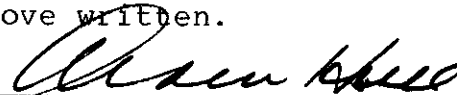
IN WITNESS WHEREOF we have hereunto set our hands in quadruplicate this 21st day of March, 1983.

STATE OF IDAHO            )  
                                  ) ss  
County of Shoshone    )

On this 21st day of March, 1983 before me  
the undersigned, a Notary Public in and for the State aforesaid,  
personally appeared DALE B. LAVIGNE, LaMONT PETERSEN, JAMES  
A. SABALA, DONALD C. SPRINGER, and MAURICE PELLISSIER, known  
to me to be the persons whose names are subscribed to the  
foregoing instrument and acknowledged to me that they executed  
the same.

IN WITNESS WHEREOF, I have hereunto set my hand the day  
and year in this certificate first above written.

  
Notary Public in and for the State of  
Idaho, Residing at: Silverton  
My Commission expires: September