



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

MARBLE CREEK HISTORICAL SOCIETY, INC.

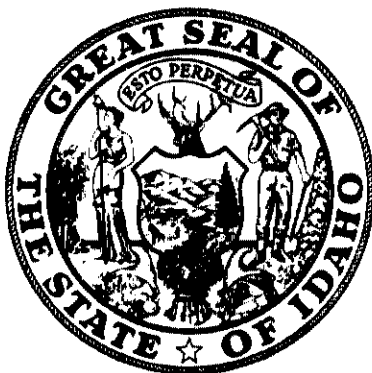
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

MARBLE CREEK HISTORICAL SOCIETY, 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 May 13, 19 91.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Hakala

Corporation Clerk

RECEIVED
SEC. OF STATE

ARTICLES OF INCORPORATION

'91 MAY 13 PM 2 33

OF

MARBLE CREEK HISTORICAL SOCIETY, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, citizens of the United States and of lawful age, have today voluntarily associated ourselves for the purpose of forming a nonprofit, cooperative association under the provisions of Chapter 10, Title 30 of the Idaho Code, all other laws of the State of Idaho pertaining thereto, and we hereby certify as follows:

ARTICLE I

The name of this corporation shall be the MARBLE CREEK HISTORICAL SOCIETY, INC.

ARTICLE II

The period of existence shall be perpetual.

ARTICLE III

The purpose of the MARBLE CREEK HISTORICAL SOCIETY, INC., shall be to:

1. Preserve the rich cultural heritage of the St. Joe and St. Maries Drainages;
2. Promote the understanding of, and respect for the cultural heritage among both residents and visitors in the St. Joe and St. Maries River Drainages; and
3. Contribute to the economic well-being of the communities of the St. Joe and St. Maries River Drainages in ways that enhance the social fabric of the area it represents.

While the main focus will be on logging in the Marble Creek Drainage, we the Incorporators, believe it is appropriate to include both the St. Joe and St. Maries River Drainages. History is perpetual. The MARBLE CREEK HISTORICAL SOCIETY, INC., will consider pre-logging history up into, and including, the present, for the present will always be moving forward to create enduring moments and events of historical significance.

It is the intent of this Society to live in harmony with its surroundings. The authority of the MARBLE CREEK HISTORICAL SOCIETY, INC., intends to gathering information, objects, materials, to carrying on educational programs concerning the area of interest, acquiring title and holding title to such real and personal property as may be necessary or desirable to carry out its purposes and to managing and operating any real or personal property given, devested to, leased or acquired by the corporation; to sell, convey, dispose of, or exchange both real or personal property, and to doing any and all things convenient and incidental to the purposes of the corporation.

Such authority however, does not include the "taking" of such property as described above in an unfriendly manner. The MARBLE CREEK HISTORICAL SOCIETY, INC., is strictly prohibited from acquiring any of the above property through condemnation and other means of forced transfer of private property to the corporation and the public.

All donations and acquisitions must be voluntary. The MARBLE CREEK SOCIETY, INC., is prohibited from creating or attempting to create buffer zones in carrying out its purpose.

The MARBLE CREEK HISTORICAL SOCIETY, INC., may disseminate historical information and arouse interest in the past by publishing historical material in newspapers or otherwise, by holding meetings with pageants, addresses, lectures, papers, and discussion; by marking historic buildings, sites, and trails; and by using the media of radio, television, and other means to awaken the public interest.

ARTICLE IV

The name and address of the initial registered agent is:

KAY SATHER, Benewah County Auditor
Secretary-Treasurer to the MCHS, INC.
St. Maries Courthouse
St. Maries, Idaho 83861

ARTICLE V

An annual meeting of the membership of the corporation shall be held upon a date provided for in the Bylaws of the corporation.

ARTICLE VI

The board of directors shall have the power to conduct all affairs of the society. The number of the board of directors shall be fixed by bylaw, but shall not be less than three. The manner of election or appointment and the term of office of members of the board of directors shall be that stated in the bylaws.

ARTICLE VII

The society shall have one or more classes of membership. The designation of such classes, and the qualifications, rights and method of acceptances of members of each class shall be specified in the bylaws.

ARTICLE VIII

This corporation shall not have or issue shares of stock, and it shall pay no dividends or pecuniary profits whatever to its organizers or members, although it may confer benefits upon members in conformity with its purposes and the law.

ARTICLE IX

Notwithstanding any term or provision of any article hereof, this corporation is organized and shall be operated exclusively for religious, charitable, scientific testing for public safety, literary or educational purposes, and no part of the net earnings of this corporation shall inure to the benefit of any private shareholder or individual, and no substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and this corporation shall not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office, and the purposes of this corporation and the authorized activities of this corporation shall be limited to those specifically stated in this article, it being intended that the powers and purposes of this corporation be limited to those exclusively described in this article so that this corporation may enjoy exemption from taxation as an exempt organization under Internal Revenue Code 501 (c) (3) and more specifically so that this corporation qualifies as an exempt organization under the provisions of said Section 501 (c) (3), this corporation being organized solely for non-profitable purposes, and engaging in acts incidental thereto, said purpose being in the promotion of social welfare, being non-profitable, and this corporation being organized and operated exclusively as herein stated. This corporation may engage in activities incidental to the purposes herein stated and in furtherance of those purposes may perform such acts and engage in such activities as are incidental hereto.

This article shall be deemed to be a limitation upon the extent of activities that this corporation may engage in, and , except to the extent such activities are restricted or modified by the terms of this article, this corporation may perform all other acts described in all other articles of these Articles of Incorporation unless such acts are restricted, prohibited, or modified by the terms of this article.

ARTICLE X

In the event of dissolution of this corporation, the disposal of assets or property shall be determined at the time of such directors, provided that assets or property may be transferred only to a non-profit corporation or an agency of Government operated exclusively for charitable, educational, or scientific purposes as at the time qualify as an exempt organization under Section 501 (c) (3) of the United States Internal Revenue Law, as the directors shall determine, and having objects or purposes similar to those to which this corporation is devoted; provided further that in no event shall any of the assets or property, in event of dissolution thereof, go or be distributed to members, either for the reimbursement of any sums subscribed, donated or contributed by such members, or for any other such purpose it being the intent that in the dissolution of this corporation, or upon its seeking to carry out the objects and purposes herein set forth, the property and assets then owned by the corporation shall be devoted to the carrying on of the function and purposes of this corporation. Any such assets not so disposed of shall be disposed of by the District Court of Benewah County in which the principal office of the MARBLE CREEK HISTORICAL SOCIETY, INC., is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI

These Articles of Incorporation may be amended by the Board of Directors after 21 (TWENTY-ONE) days written notice to all corporation members by a 2/3 (TWO-THIRDS) majority of the members voting at a regular meeting or at a special meeting called to consider amendments.

The names and addresses of the incorporators and Initial Board of Directors of the MARBLE CREEK HISTORICAL SOCIETY, INC., are:

DON GREEN, Box 524, Calder, Idaho 83808
GARY BRUNELLE, Route 2, Box 32D, Worley, Idaho 83875
KAY SATHER, St. Maries Courthouse, St. Maries, Idaho 83861
ELIZABETH CODONI, P.O. Box 426, Calder, Idaho 83808
MAY "DOLLY" HARTMAN, Route 2, Box 116, St. Maries, Idaho 83861

IN WITNESS WHEREOF, the parties hereto have hereunto set their hand and caused this instrument to be executed in triplicate this 9th day of January, 1991.

Don Green
May "Dolly" Hartman
Gary Brunelle
Elizabeth Codoni
Kay Sather

STATE OF IDAHO)

) ss.

County of Benewah)

On this 9th day of January, 1991, before me the undersigned a notary public in and for the State of Idaho, personally appeared

Don Green

May "Dolly" Hartman

Gary Brunelle

Elizabeth Codoni

Kay Sather

personally known by me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and severally acknowledged to me that executed the same.

Scottie L. Hermanson

Notary Public in and for County and State

Residing at: St. Maries

Expires: 1-5-93