

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

FOUNDATION FOR ANTHROPOLOGICAL RESEARCH AND ENVIRONMENTAL STUDIES, INC.

File Number C 114198

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 FOUNDATION FOR ANTHROPOLOGICAL RESEARCH AND ENVIRONMENTAL STUDIES, 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 18, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sibel*

Mar 13 10 47 AM '96

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

FOUNDATION FOR ANTHROPOLOGICAL RESEARCH AND ENVIRONMENTAL STUDIES, INC

SECRETARY OF STATE
DATE 03/18/1996 0900 46259
CK #: 25095 CUST# 1191
INC NONP 30.00= 30.00

#: C

Foundation for Anthropological Research and Environmental Studies, A Nonprofit Foundation duly formed pursuant to the Idaho Nonprofit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation (hereinafter referred to as the "Corporation") is Foundation for Anthropological Research and Environmental Studies, Inc.

ARTICLE II

PERIOD OF DURATION

The period of duration of the Corporation is perpetual unless sooner dissolved according to law.

ARTICLE III

PURPOSES AND POWERS

The purposes for which the Corporation is organized are:

Section 1: The 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 of 1986 (or the corresponding provision of any future United States Internal Revenue law).

Section 2: The specific and primary purpose of this Corporation is to conduct scientific research on ancient societies and their associated environments. The initial focus is in Meso America where the Foundation will be conducting archeological research and environmental studies. The Foundation will also conduct research and studies throughout

the world. An additional purpose is the preservation of the tropical rain forest, especially those found in Northern Guatemala. The Foundation will also assist in the formation of a National Park system in the rain forest. The Foundation is also involved in the education and development of contemporary and indigenous societies in Northern Guatemala by establishing educational programs dealing in ecology, agricultural techniques, ecotourism, financial management, health, first aid, reforestation, literacy, tourist services, artisanship, wilderness management, and forestry. The comprehensive approach will assist in the formation of a strong multi-disciplinary and systematic approach to the understanding of man and his relationship to his environment from both an ancient and a contemporary perspective. The Foundation will also assist the Regional Archeological Investigation of North Peten Guatemala Project which is the legally recognized entity in Guatemala for conducting research. The Foundation will also own and operate the Hun Ahau Gallery in Sun Valley, Idaho which sells museum quality replicas of ancient artifacts as well as contemporary fine art with an ancient "flavor" from the Central American region. The Gallery will be used to market the artwork developed through the educational programs of the Foundation. All funds generated by the Gallery will be used to support the Foundation activities.

Section 3: The general purposes and powers are:

(1) To solicit, collect, receive, acquire, hold and invest money and property, both real and personal, including money and property received by gift, contribution, bequest, or devise; to sell and convert property, both real and personal, into cash; and to use the funds of this Corporation and the proceeds, income, rents, issues and profits derived from any property of this Corporation for any of the purposes for which is Corporation is formed;

(2) To purchase, acquire, own, hold, sell, assign, transfer, dispose of, mortgage, pledge, hypothecate, or encumber, and to deal in shares, bonds, notes, debentures, or other securities or evidences of indebtedness of any person, firm, corporation, or association and, while the owner or holder of them, to exercise all rights, powers and privileges of ownership;

(3) To purchase or acquire, own, hold, use, lease (either as lessor or lessee), sell, exchange,

assign, convey, dispose of, mortgage, hypothecate, or encumber real and personal property;

(4) To borrow money, incur indebtedness, and to secure repayment by mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal;

(5) To enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit on the amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government (foreign or domestic), or other municipal or governmental subdivision; and

(6) to do all things necessary, expedient, or appropriate to the accomplishment of any of the objects and purposes for which this Corporation is formed.

Section 4: To engage in such other activities as may be permitted to a nonprofit corporation under the applicable laws of the State of Idaho, it being the specific purpose of the Corporation that it is organized and shall be operated not for pecuniary profit.

Section 5: Notwithstanding any of the above statements of purposes and powers, this Corporation shall not engage in activities that in themselves are not in furtherance of the purposes set forth in Section 1 of this Article III.

ARTICLE IV MEMBERSHIP

Members may be admitted to the Corporation on conditions as determined by the Board of Trustees as set forth in the By-Laws.

ARTICLE V STOCK

No shares of stock of the Corporation evidencing membership or interest therein shall be authorized or issued by the Corporation and the Corporation shall have no authority to

issue stock, and no dividends or pecuniary profits shall be paid thereon.

ARTICLE VI
CONTRACTS WITH TRUSTEES OR OFFICERS

Section 1: No officer, managing agent, employee or other person shall derive a principal economic benefit from the operation of the Corporation. However, any person, including an officer or trustee of the Corporation may deal or contract with the Corporation, provided that no person or entity shall be paid any fee, salary, rent or other payment of any kind in excess of the fair market value for the service rendered, goods furnished or facilities or equipment rented; provided further, that at a meeting of the trustees or a committee thereof having authority in the premises to authorize or confirm such contract or transaction, the interest of such officer, trustee, or other person or entity is disclosed or made known and there shall be present a quorum of the trustees or such committee and such contract or transaction shall be approved by a majority of such quorum consisting of trustees or committee members not so interested.

Section 2: No member of the Board of Trustees or officer shall be liable to account to the Corporation for any transaction or contract of the Corporation ratified or approved as herein provided, and they are relieved from any liability that might otherwise exist with respect to such transactions or contracts.

ARTICLE VII
ELIMINATION OF PERSONAL LIABILITY OF DIRECTORS

1. The Trustees of the corporation are not liable to the corporation for monetary damages for any action taken or any failure to take any action as a Trustee, except liability for:

- (a) the amount of a financial benefit received by a Trustee to which he/she is not entitled;
- (b) an intentional infliction of harm on the corporation or the shareholders;
- (c) unlawful distributions; or
- (d) an intentional violation of criminal law.

2. If the Idaho Non-Profit Corporation Act is amended after approval by the shareholders of this Article to authorize corporation action further eliminating or limiting the personal

liability of Trustees, then the liability of a Trustee of the corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Non-Profit Corporation Act , as so amended, and without the necessity for further shareholder action in respect thereof.

3. Any repeal or modification of this Article by the shareholders of the corporation shall not adversely affect any right or protection of a Trustee of the corporation hereunder in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE VIII INDEMNIFICATION

1. The corporation shall indemnify its Trustees, officers, employees, fiduciaries and agents to the full extent permitted by the Idaho Non-Profit Corporation Act or any successor statute.

2. In particular, and not in derogation of the generality of the foregoing, except as provided in paragraph 3 of this Article, the corporation shall indemnify an individual made a party to a proceeding because he/she is or was a Trustee, against liability incurred in the proceeding if:

- (a) his/her conduct was in good faith;
- (b) he/she reasonably believed that his/her conduct was in, or not opposed to, the corporation's best interests; and
- (c) in the case of any criminal proceeding, he/she had no reasonable cause to believe his conduct was unlawful.

3. The corporation shall not indemnify a Trustee under paragraph 2 of this Article:

- (a) in connection with a proceeding by or in the right of the corporation in which the Trustee was adjudged liable to the corporation; or
- (b) in connection with any other proceeding charging that the Trustee derived an improper personal benefit, whether or not involving acts in his/her official capacity, in which proceeding he/she was adjudged liable on the basis that he/she derived an improper personal benefit.

4. Indemnification under paragraph 2 of this Article in connection with a proceeding by or in the right of the corporation shall be limited to reasonable expenses incurred in connection with the proceeding.

ARTICLE IX
BOARD OF TRUSTEES

The Corporation shall be governed by a Board of Trustees of at least three (3) Trustees, each of whom shall be a voting Trustee of the Corporation. The initial Board of Trustees, who shall hold office until their successors shall have been elected pursuant to the Corporation Bylaws, shall be:

<u>Name</u>	<u>Address</u>
Richard D. Hansen, Ph.D	400 North 160 West Rupert, Idaho 83350
Jody Lynn Hansen	400 North 160 West Rupert, Idaho 83350
L. S. McCullough	900 Kennecott Building Salt Lake City, Utah 84133
Wayne Hepworth	189 North Main St. George, Utah 84770
James Woods	Herrett Museum College of Southern Idaho P.O. Box 1238 Twin Falls, Idaho 83303

ARTICLE X
INCORPORATOR

<u>Name</u>	<u>Address</u>
Richard D. Hansen, Ph.D	400 North 160 West Rupert, Idaho 83350

ARTICLE XI

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be 400 North 160 West, Rupert, Idaho 83350 and the initial registered agent at such address is Richard D. Hansen, Ph.D.

ARTICLE XII

EARNINGS AND ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Trustees, 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 III hereof. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision 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).

ARTICLE XIII

DISSOLUTION

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the Corporation, and after properly disposing of assets held by the Corporation upon condition requiring return, transfer or conveyance upon such event of dissolution as required by Idaho law, transfer and convey all remaining assets and benefits of the Corporation to

a transferee designed by the Board of Trustees for advancement of the purposes of such transferee provided such transferee then qualifies under Section 501(c)(3) of the Internal Revenue Code or its future equivalent. If the transferee or its successor shall fail to so qualify, then all remaining assets and benefits of the Corporation shall be disposed of by the District Court for the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which most nearly approximate the purposes for which the Corporation was organized.

Dated this 15th day of March, 1996.

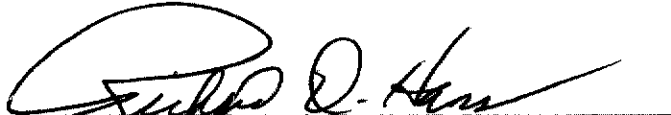
Incorporator's Signature


Richard D. Hansen, Ph.D

ACKNOWLEDGEMENT AND ACCEPTANCE OF
APPOINTMENT OF REGISTERED AGENT

Pursuant to the provisions of Section 30-3-30 of the Idaho Non-Profit Corporation Act, Richard D. Hansen, Ph.D herewith acknowledges and accepts his appointment as the registered agent for Foundation for Anthropological Research and Environmental Studies. This acknowledgement and acceptance of appointment as registered agent is freely and voluntarily made and given by the undersigned.

Dated this 15th day of March, 1996.


Richard D. Hansen, Ph.D
Registered Agent