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**ARTICLES OF INCORPORATION
OF
STIBNITE FOUNDATION CO.**

The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I
NAME**

The name of the corporation is Stibnite Foundation Co.

**ARTICLE II
DURATION**

The period of its duration shall be perpetual.

**ARTICLE III
PURPOSE**

The corporation is organized exclusively for charitable, scientific, literary or educational purposes within the meaning of and pursuant to section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or under the corresponding provision of any future United States Internal Revenue law), including for such purposes, but not limited to, engaging in charitable initiatives that benefit local communities in or near the West Central Mountains area of Idaho. References in these Articles of Incorporation to the "Code" shall be to the Internal Revenue Code of 1986, as amended from time to time.

**ARTICLE IV
POWERS**

The corporation shall have all powers provided for nonprofit corporations under the Idaho Nonprofit Corporation Act.

**ARTICLE V
LIMITATIONS**

5.1 No part of the income or net earnings of the corporation shall inure to the benefit of, or be distributable to, any director or officer of the corporation or any other 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 reimbursement may be made for any expenses incurred for the corporation by any officer, director, agent or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Directors); and provided further that no director or officer of the corporation or any other private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as otherwise provided in section 501(h) of the Code. The corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

5.2 No part of the assets of the corporation shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.

5.3 Upon dissolution of the corporation, all of its assets shall be paid over to such state or local governmental units and political subdivisions, or organizations organized and operated exclusively for charitable or educational purposes and recognized by the Internal Revenue Service as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any assets not so disposed shall be disposed of by a court of general jurisdiction in Ada County, Idaho.

5.4 Notwithstanding any other provision hereof, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is tax-exempt under the provisions of section 501(c)(3) of the Code.

5.5 Notwithstanding any other provision of these Articles of Incorporation during any period that the corporation is a "private foundation" within the meaning of section 509 of the Code, the corporation shall be required to distribute its income for each taxable year of the corporation at such time and in such manner as not to subject the corporation to tax under section 4942 of the Code; and the corporation shall be prohibited from engaging in any act of self-dealing as defined in section 4941(d) of the Code, from retaining any excess business holdings in violation of the provisions of section 4943(c) of the Code, from making any investments in such manner as to subject the corporation to tax under section 4944 of the Code and from making any taxable expenditures as defined in section 4945(d) of the Code.

ARTICLE VI NO MEMBERS

The corporation shall have no voting members and all business affairs of the corporation shall be conducted by its Board of Directors.

ARTICLE VII BOARD OF DIRECTORS

All business affairs of the corporation shall be conducted by its Board of Directors. The number of directors serving on the Board of Directors shall be fixed in accordance with the corporation's Bylaws, which number shall be no less than three. The names and addresses of the persons who are to serve as the initial directors are:

Anne Labelle	999 West Hastings Street, Suite 890 Vancouver, BC V6C 2W2
Glenna Young	PO Box 399 Cascade, ID 83611
Julie Good	135 N. Cunningham New Meadows, ID 83654

ARTICLE VIII REGISTERED AGENT AND OFFICE; MAILING ADDRESS

The name of the corporation's initial registered agent is Corporation Service Company, whose address is 12550 W. Explorer Drive, Suite 100, Boise, Idaho 83713. The initial mailing address of the corporation is 13181 Highway 55, Donnelly, Idaho 83615.

ARTICLE IX INCORPORATOR

The name of the incorporator is Anne Labelle, whose address is 999 West Hastings Street, Suite 890, Vancouver, BC V6C 2W2.

ARTICLE X AMENDMENTS

These Articles of Incorporation may be amended by a vote of a majority of the Directors then in office so long as (a) notice of the proposed amendment is contained in the notice of the meeting, (b) such amendment does not cause the Corporation to cease to be organized exclusively for purposes described in, or cause the Corporation to cease to be an entity that satisfies the requirements of, Section 501(c)(3) of the Code and (c) such amendment is approved in writing by Midas Gold Corp. Notice of any meeting of Directors at which an amendment is to be approved must be given to each Director at least seven days prior to the meeting, state that one of the purposes of the meeting is to consider a proposed amendment to these Articles of Incorporation and contain or be accompanied by a copy or summary of the amendment.

Dated February 26, 2019



Anne Labelle, Incorporator