

**ARTICLES OF INCORPORATION OF THE SOCIETY TO  
SUSTAIN AND ADVANCE THE ART AND SCIENCE OF MINES, INC.**

An Idaho Nonprofit Corporation, Chapter 3, Title 30, Idaho Code

APR 12 AM 8:15  
SECRETARY OF STATE  
STATE OF IDAHO

**Article I.**

The Corporation name is The Society to Sustain and Advance the Art and Science of Mines, Inc.

**Article II.**

The Corporation is an Idaho Nonprofit Corporation organized under the Idaho Nonprofit Corporation Act, Chapter 3, Title 30 of the Idaho Code.

**Article III.**

The period of duration of the Corporation is perpetual.

**Article IV.**

The charitable purposes for which the Corporation is formed are to preserve, protect, perpetuate and advance the art and science of mines as in the public interest:

1. To serve the National strategic interests, the mission of the Society shall be to foster the revitalization of the United States' domestic mining industry through sponsored processes of education and repopulation of the threatened geo science and technical professions; and through discovery, gathering, organizing, preserving, and disseminating industry knowledge now threatened by withering domestic mining industry capabilities.

2. The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of §501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended. The Corporation is authorized to receive and maintain funds and property, to have, hold, manage, utilize, and sell the same; to change the investments thereof; to invest and reinvest the proceeds thereof; to collect and receive the income and profits thereof; to apply the income and principal to the aid and assistance of any and all charitable, educational and scientific organizations and institutions that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended; and to do all lawful things that may be necessary and useful in the accomplishment of the purposes hereinabove set forth.

3. The Corporation shall have the powers enumerated in the Idaho Business Corporation Act and the Idaho Non-Profit Corporation Act, consistent with the meaning and intent of §501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended.

ARTICLES OF INCORPORATION OF THE SOCIETY TO SUSTAIN AND ADVANCE THE ART AND SCIENCE OF MINES, INC.

IDAHO SECRETARY OF STATE  
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## **Article V.**

The affairs of this Corporation shall be managed by a Board of Directors. The Corporation shall have Members of the Society who shall be selected as determined in the By-laws of the Corporation. Members may pay annual dues set by the Board of Directors, but Members shall not be involuntarily assessed. The number of Directors on the original Board of Directors shall be three (3) persons, and the Board of Directors may increase the number of Directors to five (5) or to seven (7) as the Board may determine from time to time pursuant to the By-laws or amendments to the By-laws of the Corporation. The original Directors shall be as follows:

Larry Mashburn, P.E.

516 NE Beaman St.  
Mountain Home, ID 83647 - 5097

Robert B. Corrigan

591 North Sierra View Way  
Eagle, ID 83616

David J. Stecher

1020 West Main Street, Suite 400  
Boise, ID 83702

## **Article VI.**

Provisions for the regulation of the internal affairs of the Corporation consistent with these Articles shall be determined and fixed by the By-laws as adopted by the Board of Directors from time to time.

## **Article VII.**

No part of the net earnings of the Corporation shall inure to the benefit of, nor be distributable to its Members, Directors, Officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable reimbursement for expenses incurred or for services rendered in furtherance of the purposes set forth herein.

All of the assets and earnings of the Corporation shall be used exclusively for the purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any Member or individual. No substantial part of the activities of the Corporation shall be for carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions 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 §501(c)(3) of the Internal Revenue Code and its Regulations (as they now exist or as they may be hereafter amended), nor any corresponding provision of future laws of the United States of America, nor (b) by a corporation where contributions to the same are deductible under §170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future revenue law of the United States of America.)

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, manage and dispose of all of the assets of the Corporation as the Board determines to be exclusively for the purposes of the Corporation in such manner, or to such organization or organizations formed and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended (or the corresponding provisions of any future laws or regulations of the United States of America).

Any of the Corporation's assets not so disposed shall be disposed by the District Court of the County in which the principal office of the Corporation is then located, but exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

#### **Article VIII.**

The address of the Incorporator, the initial Registered Office of the Corporation, and the name of its initial Registered Agent at such address is:

David J. Stecher, Attorney at Law, 1020 West Main Street, Suite 400, Boise, ID 83702.

All future correspondence to the Corporation shall be addressed the Corporation's Registered Agent, David J. Stecher, Attorney at Law, 1020 West Main Street, Suite 400, Boise, ID 83702.

**IN WITNESS WHEREOF** I have signed and acknowledged these Articles of Incorporation this 12 day of April, 2012.


  
David J. Stecher, Incorporator & Initial  
Registered Agent

### Verification

State of Idaho       )  
                              ) ss  
County of Ada        )

I, the undersigned, being duly sworn, state that I am the Incorporator and Initial Registered Agent of The Society to Sustain and Advance the Art and Science of Mines, Inc., as an Idaho Nonprofit Corporation, that I have prepared the foregoing Articles of Incorporation at the behest of the original Board of Directors, above named, and that I have affixed my signature here as the Incorporator and for the purposes stated.


Dated: April 12, 2012

  
David J. Stecher, Attorney at Law  
Idaho State Bar Number 1834  
1020 West Main Street, Suite 400  
Boise, ID 83702

SUBSCRIBED AND SWORN TO before me this 12 day of April, 2012, by the above named person who is personally known to me, or who otherwise presented satisfactory evidence of his identity.

(seal)



  
Notary Public for the State of Idaho,  
Residing at Nampa, ID.  
My commission expires: 3-19-13 "