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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

of the

Kamiah Valley Historical Society, INC.

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Non-Profit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

ARTICLE I

NAME OF THE Corporation

The name of the Corporation is the Kamiah Valley Historical Society, INC.

ARTICLE 11

STATUS

The Corporation is a nonprofit corporation.

ARTICLE III

PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The location of the Corporation is in the City of Kamiah, County of Lewis, and in the State of Idaho. The address of the initial registered office is 518 Main Street, Kamiah, Idaho 83536 and the name of the initial registered agent at this Address is Herman Yates. The mailing address of the Kamiah Valley Historical Society, as of the date of this application for incorporation, is P.O Box 804, Kamiah, Idaho 83536

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**ARTICLE V
PURPOSES**

The purposes for which the Corporation is organized and will be operated are as follows:

- A. To develop, operate, maintain, and promote the "Kamiah Valley Museum" as a nonprofit, public, charitable and educational organization to benefit the public.
- B. A charitable and educational organization within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).
- C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise and power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

**ARTICLE VI
LIMITATIONS**

- A. No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors (trustees), officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article V hereof.
- B. No substantial part of the activities of the Corporation shall be for 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.
- C. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time.

**ARTICLE VII
MEMBERS**

The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors (Trustees) of the Corporation. Any person may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors (Trustees).

ARTICLE VII
BOARD OF DIRECTORS (TRUSTEES)

- A. The Board of Directors in the Kamiah Valley Historical Society shall be known as the "Board of Trustees" and shall have the same powers as noted in these ARTICLES.
- B. The affairs of the Corporation shall be managed by its Board of Directors (Trustees).
- C. The number of Directors (Trustees) serving on the Board of Directors (Trustees) shall be fixed in accordance with the Corporations by laws, which number shall be no less than three.
- D. Each Director(Trustee) of the Corporation shall, at all times, be a member of the Corporation.
- E. The Board of Directors (Trustees) shall be elected by the members of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.
- F. The names and physical addresses of persons constituting the initial Board of Directors (Trustees) are:
 - Herman Yates 721-13th street, Kamiah, Idaho
 - Karon Schlieper 403 Tamarack Road, Kamiah, Idaho
 - Shirlene Yates 721-13th Street, Kamiah, Idaho
 - Sherry Simler 110 N Front Road, Kamiah, Idaho
 - Richard DuClercque 302 Fraiser Grade, Kamiah, Idaho
 - Dean Simler 502 Maple Street, Kamiah, Idaho
 - Larry Schlieper 403 Tamarack Road, Kamiah, Idaho

ARTICLE IX
MEMBERSHIP DUES

- A. Membership dues may be charged to all members in the same amount except that honorary members may be exempt from paying such membership dues.
- B. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors (Trustees) may prescribe.

ARTICLE X
DISTRIBUTION ON DISSOLUTION

- A. Upon dissolution of the Corporation, the Board of Directors (Trustees) shall, after paying or making provision of all the liabilities of the Corporation , distribute all the assets of the Corporation consistent with the regulation of exempt organizations as described in Section 501)c)(3)of the Internal Revenue Code.

- B. Such distribution of asset of a dissolved corporation may be granted to one or more exempt organizations.

ARTICLE XI
INCORPORATION

- A. The name and residential address of the incorporator is Herman Yates, 721-13th Street, Kamiah, Idaho
- B. The mailing address of incorporator Herman Yates is P.O. 698, Kamiah, Idaho 83536

ARTICLE XII
BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 23th day of June, 2010

Herman Yates
Herman Yates

State of Idaho
County of Blaine
On this 14 day of July, 2010, Herman Yates
personally appeared before me,
who is personally known to me,
whose identity I verified on the basis of Drivers Licence
whose identity I verified on the oath/affirmation of _____
a credible witness,
to be the signer of the foregoing document, and he/she acknowledged that he/she signed it.

Taina I. Frank
Notary Public

My Commission Expires: _____
MY COMMISSION EXPIRES
August 10, 2013
BONDED THRU NOTARY PUBLIC UNDERWRITERS

TAINA I. FRANK
Notary Public
State of Idaho