



CERTIFICATE OF INCORPORATION
OF

THE BENEWAH COUNTY HISTORICAL SOCIETY, INC.

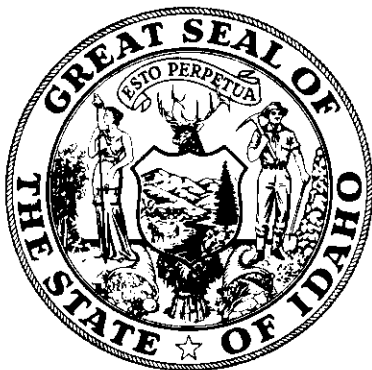
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

THE BENEWAH COUNTY 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 July 16, 19 81.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
THE BENEWAH COUNTY HISTORICAL SOCIETY, INC.

We, the undersigned citizens of the United States, do hereby voluntarily associate ourselves together for the purpose of forming a non-stock, non-profit corporation under the provisions of Chapter 10, Title 30, Idaho Code Annotated and amendments thereto.

ARTICLE I

The name of this corporation shall be THE BENEWAH COUNTY HISTORICAL SOCIETY, INC.

ARTICLE II

The nature of the business of the corporation and the objects and purposes for which this corporation is formed are:

(a) Exclusively for charitable, religious, educational purposes, and for the purpose of forming a central welfare organization and the promotion of community welfare, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) and/or 501(c)(4), as the case may be, of the Internal Revenue Code of 1954 or corresponding provisions of any future United States Internal Revenue law.

(b) To bring together those people interested in history, especially in the history of Benewah County, Idaho, and the surrounding area. Understanding the history of our area is basic to our democratic way of life, gives us a better understanding of our state and nation, and helps us to better appreciate our American heritage.

The society's major function will be to discover and collect any material which may help to establish or illustrate

the history of the area; its exploration, settlement, development and activities in peace and in war; its progress in population, wealth, education, arts, science, agriculture, manufactures, trade, and transportation. It will collect printed material such as histories, genealogies, biographies, descriptions, gazetteers, directories, newspapers, pamphlets, catalogues, circulars, handbills, programs, and posters; manuscript material such as letters, diaries, journals, memoranda, reminiscences, rosters, service records, account books, charts, surveys, and field books; and museum material such as pictures, photographs, paintings, portraits, scenes, aboriginal relics, and material objects illustrative of life, conditions, events and activities of the past or the present.

The society will provide for the preservation of such material and for its accessibility, as far as may be feasible, to all who wish to examine or study it; cooperate with officials in insuring the preservation and accessibility of the records and archives of the area and of its cities, towns, villages and institutions; and insure the preservation of historic buildings, monuments and markers.

The society will disseminate historical information and arouse interest in the past by publishing historical material in the 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 and television to awaken public interest.

The society will cooperate with the State Historical Society to collect and preserve materials of state-wide significance so that these materials can be made available to students and scholars.

The society shall be empowered to do all and everything necessary, suitable and proper for the attainment of any of these purposes, the accomplishment of any of these objects, or the furtherance of any of the powers hereinabove set forth.

(c) To borrow from any source, money, goods or services, without limitation as to the amount of corporate indebtedness or liability and to pledge or mortgage any of its property as security therefore in any manner permitted by law.

(d) To acquire and to hold, own and exercise all rights of ownership in, and to sell, transfer or pledge shares of capital stock or bonds or become a member or stockholder in any corporation or association engaged in any related activities.

(e) To buy, lease, hold and exercise all privileges of ownership in and to such real or personal property as may be necessary or convenient for the conduct and operation of the business of the corporation incidental thereto.

(f) To establish reserves and to invest the funds thereof in stocks, bonds, and other properties as the Board of Directors may deem satisfactory.

(g) To levy and collect membership fees, dues and other charges and fees in such manner and in such amounts as may be provided in the By-laws of this corporation.

(h) To have and exercise all powers, privileges and rights conferred on corporations by the laws of the State of Idaho, and all powers and rights incidental in carrying out the purposes for which this corporation is formed, except such as are inconsistent with the express provisions of the act under which this corporation is incorporated or with these Articles.

The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this

corporation by the laws of the State of Idaho, all of which are hereby expressly claimed; provided, however, that 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 (including the publishing and distribution of statements) in any political campaign on behalf of any candidate for public office; provided, further, that notwithstanding any of the 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 Section 501(c)(3) or 501(c)(4) as the case may be, of the Internal Revenue Code of 1954 or the corresponding provisions 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 1954 or the corresponding provisions of any future United States Internal Revenue law.

ARTICLE III

The place where the principal business of the corporation is to be transacted is the City of St. Maries, County of Benewah, State of Idaho; the mailing address of said corporation to be 905 Main, St. Maries, Idaho 83861; and the name of the registered agent of the corporation and her address are Pat Davenport, 905 Main, St. Maries, Idaho 83861. The corporation may maintain offices and places of business, within or without the State of Idaho as the Board of Directors may determine.

ARTICLE IV

The period of existence of this corporation shall be perpetual.

ARTICLE V

The private property of the members shall not be subject to payment of corporation debts or obligations to any extent whatsoever.

ARTICLE VI

1. This corporation shall not have capital stock but its capital shall be represented by membership certificates.

2. The terms and conditions for membership, and the membership fee of this corporation, shall be fixed and determined by the By-laws. The voting power and property rights and interest of each member whose fees are fully paid and who is in good standing shall be equal and each member shall be entitled to one (1) vote only. New members upon their admission to this corporation shall be entitled to one (1) vote and shall share in the property of the corporation equally with the old members. When a member has paid his membership fee in full, he shall receive a certificate of membership, which certificate shall not be transferrable.

3. The members present or represented by proxy at any meeting of members regularly called shall constitute a quorum for the conduct of business at such meeting in accordance with the notice thereof, provided the members present in person or by proxy totals not less than one-tenth (1/10) the number of all members of the corporation in good standing.

4. This corporation is organized on a non-profit basis for the mutual benefit of its members and consequently will not have profits from which to pay dividends on its capital. After all expenses of the corporation have been paid and reasonable reserves as determined by the Board of Directors set aside, the net earnings of the corporation shall be accumulated in a surplus fund for the purpose of replacing,

enlarging, extending and repairing the property of the corporation, and for such other purposes as the Board of Directors may determine to be for the best interests of the corporation, subject to the following limitations:

(a) The corporation shall distribute its income each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(c) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, 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 out in Article II hereof.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or 501(c)(4), as the case may be, of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the corporation has been 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 VII

These Articles may be amended by the favorable vote of not less than two-thirds (2/3) of the members present or represented by proxy at a meeting of the members duly called in accordance with the By-laws upon written notice setting forth the specific purpose thereof and containing a statement of the proposed amendment.

ARTICLE VIII

The number of Directors shall be three (3), and the names and addresses of those who are to serve as directors for the first term and until their successors are elected and

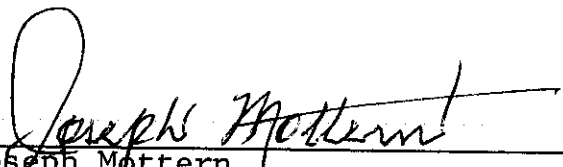
qualified are:

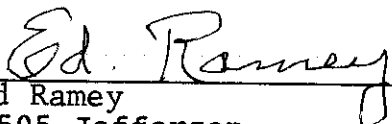
Vera Pugh
2130 Idaho Avenue
St. Maries, Idaho 83861

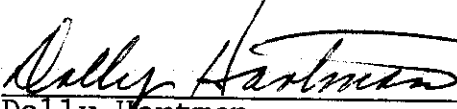
Dolly Hartman
Route 2
St. Maries, Idaho 83861

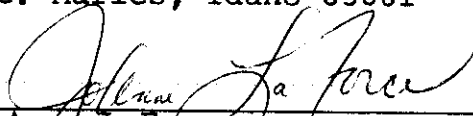
Ken Edwards
2244 Boundary Avenue
St. Maries, Idaho 83861


IN WITNESS WHEREOF, we the incorporators of THE
BENEWAH COUNTY HISTORICAL SOCIETY, INC., have set our hands and
seals this 25th day of June, 1981.


Joseph Mottern
1002 Highland Drive
St. Maries, Idaho 83861


Ed Ramey
1505 Jefferson
St. Maries, Idaho 83861


Dolly Hartman
Route 2
St. Maries, Idaho 83861

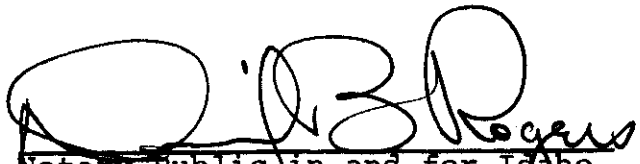

JoAnne LaForce
Route 2
St. Maries, Idaho 83861


Pat Davenport
Route 2
St. Maries, Idaho 83861

STATE OF IDAHO)
 : ss
County of Benewah)

I, DAVID B. ROGERS, a Notary Public, do hereby certify that on this 25th day of June, 1981, personally appeared before me JOSEPH MOTTERN, ED RAMEY, DOLLY HARTMAN, JOANNE LAFORCE and PAT DAVENPORT, who, being by me first duly sworn, declared that they are the incorporators of THE BENEWAH COUNTY HISTORICAL SOCIETY, INC., and that they signed the foregoing document as the incorporators of said corporation, and that the statements therein contained are true.

SEAL


Notary Public in and for Idaho
Res. & P. O. Addr: St. Maries
Commission expires: Life