

FILED/EFFECTIVE

ARTICLES OF INCORPORATION 00 SEP 25 PM 2: 26

Bald Mountain Meditation Center, INC.
CLERK OF STATE
STATE OF IDAHO

The undersigned natural person over the age of eighteen years, acting as incorporator of a nonprofit corporation under the provisions of the Idaho Nonprofit Corporation Act ("Act") Title 30, Chapter 3 of the Idaho Code, adopts the following Articles of Incorporation.

ARTICLE I.
Name.

The name of this corporation Bald Mountain Meditation Center, INC.

ARTICLE II.

The corporation is a nonprofit corporation.

ARTICLE III.
Period of Duration.

The duration of this corporation is to be perpetual.

ARTICLE IV.
Registered Office and Registered Agent.

The address and post office box of the registered office of this Corporation are 066 Cold Springs Gulch, Ketchum, Idaho, 83340, and Post Office Box 5944, Ketchum, Idaho. The name of the initial registered agent of this corporation at that address is Tom V.Pritscher.

ARTICLE V.
Purposes and Powers.

Section 1. Purposes. The purposes for which the Corporation is organized and will be operated are as follows:

A. To encourage and facilitate the end of suffering for all humanity through body, mind, soul and spiritual means for scientific, educational, literary and other public or social purposes;

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- B. To promote the end of suffering, including the health, education and welfare, through wholistic healing and spiritual means as the primary method of achievement;
- C. To evaluate how this organization can meet the needs of those suffering in the world to bring about the end of this suffering;
- D. To provide a mechanism though which this end of suffering can occur;
- E. To inform the public, private industry, government and providers of scientific, educational, literary and public or social services of the uses of our methods to bring about this end of suffering;
- F. To participate in or conduct programs, establish centers, Internet activities or otherwise make arrangements to bring about the above stated goals;
- G. To exercise all powers granted by law necessary and proper to carry out the above stated purposes including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value;
- H. To purchase, have, hold, lease, use and take possession of, own, and enjoy any real or personal property necessary or incident to, or connected with the purposes of this corporation, and to sell, lease, and dispose of the same at the pleasure of the corporation;
- I. To borrow or raise money for any of the purposes of the corporation, and from time to time, without limit as to the amount, to draw, make, accept, endorse, guarantee, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof, and of the interest thereon, by mortgage on, pledge, conveyance or assignment in trust, of the whole or any part of the assets of the corporation, real personal or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such securities or obligations of the corporation;

J. The above enumerated purposes shall also be considered a statement of powers, and this corporation may do each and everything suitable or proper for the accomplishment or attainment of the corporation. In addition, the corporation shall have and may exercise any other or further powers and privileges granted by the laws of the State of Idaho to corporations of this character.

K. The corporation is organized exclusively for educational and community purposes as stated above, and within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended from time to time. The corporation is one which does not contemplate pecuniary gain or profit, and is not organized nor will business be conducted for the purpose of profit.

L. 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, officers, or other private person except that the Corporation shall be authorized and empowered to pay distributions in furtherance of the purposes set forth in Article V hereof including salaries, consulting fees and other such compensation as may be approved by a majority of the Directors from time to time. 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 by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII. Membership and Dues.

The corporation shall have members admitted by resolution of the Board of Directors in accordance with the By-laws. No capital stock or certificates evidencing shares of the same shall be issued. Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The corporation will have voting members.

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 method as the Board of Directors may prescribe.

ARTICLE VIII.
Directors.

The names and addresses of the persons who are to serve as directors until the first annual meeting of members or until successors are elected and qualify are as follows:

Tom V. Pritscher
PO Box 5944
Ketchum, Id. 83340

Mark C. Brown
PO Box 5618
Ketchum, Idaho 83340

Kim Manchester
PO Box 2708
Hailey, Idaho 83333

ARTICLE IX.
Provisions for regulation of
Corporation's Internal Affairs.

Section 1. Meetings of the Members and Directors. Meetings of the members and directors of this Corporation may be held at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

Section 2. Bylaws. The initial Bylaws of this Corporation shall be adopted by its Board of Directors. The Bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the Idaho Non-Profit Corporation Act and these Articles of Incorporation.

Section 3. Indemnification of Directors and Officers. The Bylaws of the corporation shall provide for the circumstances in which Directors and officers of the corporation may be entitled to indemnification.

ARTICLE X.
Dissolution.

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all remaining assets of the corporation to such organization or organizations as shall at the time qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine.

ARTICLE XI.
Incorporator.

The name and address of the incorporator of this Corporation is: Tom V. Pritscher, 066 Cold Springs Canyon, PO Box 5944 Ketchum, Id. 83340

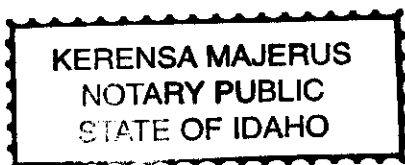
IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, execute these Articles of Incorporation, in duplicate, and certify to the truth of the facts herein stated, this 22 day of September 2000.

Tom V. Pritscher
Tom V. Pritscher, Incorporator

STATE OF IDAHO)
) ss.
County of Blaine)

On this 22nd day of September, 2000 before me, the undersigned, a Notary Public in and for said State, personally appeared Tom V. Pritscher, known to me to be the person who executed the within and foregoing document and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.



Kerensa Majerus
Notary Public for Idaho
Residing at: Haley
My commission expires: 1-9-02