

FILED EFFECTIVE

2013 MAR 07 PM 4:55
SECRETARY OF STATE
STATE OF IDAHO

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

CUPRUM BENEVOLENT PRESERVATION SOCIETY, INC.

KNOW ALL PERSONS BY THESE PRESENTS: That we, the undersigned officers of the Cuprum Benevolent Preservation Society, Inc., an Idaho non-profit corporation, do hereby certify, pursuant to the provisions of Section 30-3-91, Idaho Code, that a meeting of the members of the corporation, properly noticed and held on July 1 2012, at which a quorum was present, the following Amended and Restated Articles of Incorporation, which amend and supersede the prior Articles of Incorporation, were adopted by resolution. The President and Secretary were duly authorized and directed to sign, verify, file, and do all things required by law to carry into effect the following Amended and Restated Articles of Incorporation.

ARTICLE ONE

The name of the corporation is CUPRUM BENEVOLENT PRESERVATION SOCIETY, INC., hereinafter called "Corporation". The principal place of business for the Corporation is: 8250 S. Jardine Ln. Meridian, Idaho 83642.

ARTICLE TWO

This Corporation is a non-profit corporation. The corporation shall have no capital stock and no shares of stock in the corporation shall be issued. The duration of this Corporation shall be perpetual.

ARTICLE THREE

The members of this corporation shall be the recorded owners of parcels of real property within the community of Cuprum, Idaho. Each parcel shall have one member representing his or her interest. If a member owns more than one parcel of land, the member's standing shall be that of a single member without a cumulative vote. Owners shall be further be defined as the personal representative of an owner's estate, an assignee of record, a contract purchaser of record and a lessee of record.

ARTICLE FOUR

This corporation has been organized and shall be operated for the benefit of the community of Cuprum, more specifically:

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF CUPRUM BENEVOLENT PRESERVATION SOCIETY, INC.

IDAHO SECRETARY OF STATE
03/07/2013 05:00
CK: 142 CT: 288348 BH: 1363473
1 @ 30.00 = 30.00 NON PROF A # 2

C120451

a. to preserve the pristine and public nature of the acreage in Cuprum, Idaho, that was never sold into private ownership and was deeded to the Corporation on December 11, 1997 and recorded as Instrument # 93187, Adams County Recorder;

b. to operate and maintain the property in a manner that will preserve the tax-exempt status of the land and Corporation;

c. to solicit contributions to preserve and protect the land;

d. to do any and every act or thing, and to engage in any and every activity or undertaking necessary or convenient in the prosecution of the undertaking of the Corporation, which a non-profit corporate body may lawfully do or perform.

This corporation shall not engage in any activity, which is not permitted to be engaged in by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Service Code.

ARTICLE FIVE

No part of the net earnings of the corporation shall benefit or be advantageous to its directors, officers or to 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 its purposes.

Revenues derived from the property, that are in excess of its anticipated cost of maintenance and operation may be utilized for the public benefit of the community of Cuprum. Public benefit is defined as those activities or projects that are municipal in nature intended to serve the community as a whole and not one single person or land owner.

ARTICLE SIX

The Corporation shall be managed by a board of directors. The names and addresses of the persons constituting the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
<u>Michael Lueddeke</u>	<u>8250 S. Jardine Ln. Meridian Id 83642</u>
<u>Jamie Couch</u>	<u>4464 Council Cuprum rd. Council, Id 83612</u>
<u>Arlan Turnbull</u>	<u>16865 BlueJayloop, Nampa, Id 83687</u>

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF CUPRUM BENEVOLENT PRESERVATION SOCIETY, INC.

The Board of Directors shall be elected in the manner provided in the bylaws, and shall serve for the term provided by the bylaws. The Board of Directors shall appoint the officers of the corporation as provided by the bylaws.

ARTICLE SEVEN

The street address of the registered office of the Corporation shall be 8250 S. Jardine Ln, Meridian, Idaho 83642. The name of the registered agent and incorporator is Michael Lueddeke at the aforementioned street address.

ARTICLE EIGHT

The personal liability of the Directors to the corporation for monetary damages for breach of fiduciary duty as a Director shall be limited to the fullest extent permitted under the act.

ARTICLE NINE

The corporation shall indemnify its directors and officers, employees and agents from and against all liability and expenses in the manner provided by the bylaws.

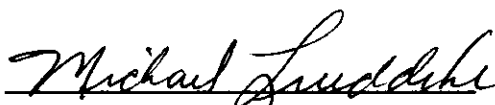
ARTICLE TEN

Amendments to these Articles of Incorporation shall require the assent of those members casting two-thirds (2/3) of the votes of the Corporation at any regular members' meeting or a special meeting called specifically for that purpose.

ARTICLE ELEVEN

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the bylaws.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Idaho, I, the undersigned incorporator of this Corporation, have executed these Articles of Incorporation the 1 day of July, 2012.

A handwritten signature in cursive script, reading "Michael Lueddeke", written in black ink.

Incorporator

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF CUPRUM BENEVOLENT PRESERVATION SOCIETY, INC.