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SECRETARY OF STATE
STATE OF IDAHO

**RESTATED ARTICLES OF INCORPORATION
OF**

ALBION VALLEY HISTORICAL SOCIETY, INC.

IDAHO SECRETARY OF STATE

04/24/2001 09:00
CH 3691 CT: 122818 BH: 393858

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KNOW ALL MEN BY THESE PRESENTS that We, the undersigned
being natural persons of full age, citizens of the United States and residents of the
State of Idaho and being the initial board of directors and members of this not for profit
Idaho corporation, do restate the Articles of Incorporation as revised, adopted and
approved at a regular board meeting on the 22nd day of February, 2001.

According of the by-laws of this organization, these amended articles
must be adopted by a two-thirds (2/3) vote of the board of directors. These restated
articles were adopted by unanimous vote of the directors and members with no
abstentions at said regular meeting of the board of directors and members.

ARTICLE I

NAME

The name of this corporation to be used in all its dealings and
transactions is **Albion Valley Historical Society, Inc.**

ARTICLE II

NOT FOR PROFIT

The corporation is a nonprofit corporation under the laws of the State of
Idaho. The corporation is not formed for pecuniary profit. No part of the income or
assets of the corporation is distributable to or for the benefit of its Board of Directors,
members or volunteers, except to the extent permissible under law and subject to

another restrictions herein contained.

ARTICLE III

DURATION

The corporation is to have perpetual existence.

ARTICLE IV

REGISTERED OFFICE AND REGISTERED AGENT

The address of the corporation's initial registered office in the State of Idaho is 111 Lounsbury Avenue, Albion, Idaho 83311. The name of the corporation's initial registered agent is Donald B. Danner.

ARTICLE V

PURPOSES

The corporation is organized, and shall be operated exclusively for, the following purposes:

A. To exercise all rights and powers conferred by the laws of the State of Idaho upon nonprofit corporations except as herein limited.

B. Generally, it is the intent and purposes of this corporation to identify, research and gather data and information on all significant historical subjects or issues relating to the community of Albion, Idaho; and, to preserve such information, heritage, artifacts, buildings or documents and to provide educational opportunities regarding same for the general public and to assist and cooperate with other non-profit organizations with related educational and charitable purposes.

ARTICLE VI

LIMITATIONS

A. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its Board of Directors or volunteers, but 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 forth herein.

B. It is agreed and stated that, upon liquidation or otherwise, no net earnings, no uncommitted net funds or other assets of any kind may be distributed to any members or officers of the corporation; but, rather, shall be distributed to another non-profit corporation or other qualified non-profit entity having goals or purposes which the board of directors deems to be consistent with those of this corporation, which entity shall be qualified to operate under Section 501(c)(3) of the Internal Revenue Code.

C. This corporation is organized exclusively for charitable, educational and other purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. 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 section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision 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 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

D. Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, historical, or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VII

BOARD OF DIRECTORS

The corporation shall have a Board of Directors who shall be elected (and may be removed) by the voting members. Said Board of Directors shall elect successor Directors. The name and address of each initial Board Member is as follows:

| <u>Name</u> | <u>Address</u> |
|------------------|---|
| Donald B. Danner | 111 Lounsbury Drive P. O. Box 116 Albion, Idaho 83311 |
| Robert F. Price | P. O. Box 132 Albion, Idaho 83311 |
| Ina DiGrazia | 990 East 900 South Albion, Idaho 83311 |
| Darla Redman | P. O. Box 22 Albion, Idaho 83311 |
| Susan Kempton | 1158 East 1000 South Albion, Idaho 83311 |
| Verlene Powell | P. O. Box 83 Albion, Idaho 83311 |

Bennie Chatburn

P. O. Box 66
Albion, Idaho 83311

Keith Amende

P. O. Box 157
Albion, Idaho 83311

Sue Ellen Keller

P. O. Box 75
Albion, Idaho 83311

ARTICLE VIII

MEMBERS

There shall be two classes or categories of members of the corporation.

1. Voting Members: Voting members of the corporation shall consist of such persons who make due application for membership, are appointed or elected as members by the board of directors and are held to be in good standing as defined in the by-laws.

2. Non-voting Members: Person who make due application for membership can be non-voting or associate members of the corporation and can also be referred to as "volunteers". Individuals who make contributions or donations of cash or materials to and for the use of the corporation are "contributors" or "patrons", but are neither members nor non-voting members without making application and qualifying as above stated.

ARTICLE IX

OFFICERS

The officers of the corporation shall consist of such other officers as the Board may designate or as may be provided for in the By-Laws.

ARTICLE X

BYLAWS

The Bylaws of the corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE XI

AMENDMENT

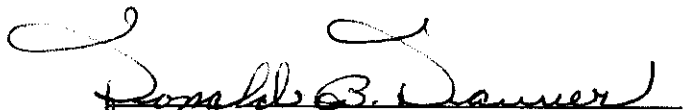
The corporation reserves the right to amend or repeal any provisions contained in these Restated Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Board of Directors are subject to this reservation. The Restated Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Idaho, as amended from time to time, unless more specific provisions for amendments are adopted by the corporation pursuant to law.

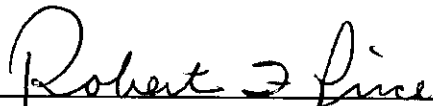
ARTICLE XII

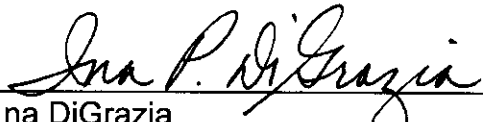
NONSTOCK BASIS

This corporation is organized on a nonstock basis. This corporation shall not issue shares of stock.

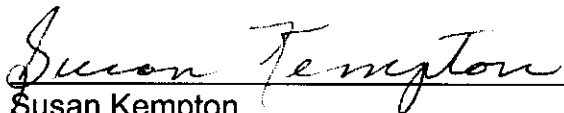
IN WITNESS WHEREOF, WE have hereunto set our hands and seals this 22nd day of March, 2001.


Donald B. Danner

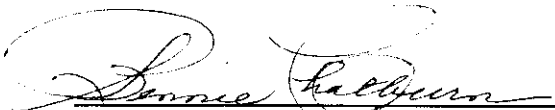

Robert F. Price

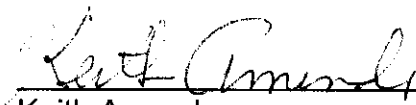

Ina DiGrazia

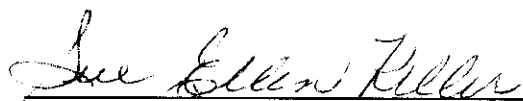

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