

ORIGINAL

FILED EFFECTIVE

ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
STATE OF IDAHO

TEAM WALLACE, INC.

DARREN ARAVE and DAN HUSSEY, being each over the age of twenty-one (21) years and citizens of the United States of America, for the purpose of forming a nonprofit corporation under the provisions of Chapter 3, Title 30, Idaho Code, adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be TEAM WALLACE, INC.

ARTICLE II

The period of duration of this corporation shall be perpetual.

ARTICLE III

This corporation shall be a nonprofit corporation.

ARTICLE IV

This corporation is formed and organized exclusively for engaging in any lawful activity charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V

The address of the registered office of this corporation is 416 Sixth Street, Wallace, Idaho, 83873, and the name of its registered agent at such address is HOLLIS J. ANDERSON, Attorney at Law.

ARTICLE VI

No part of the net earnings 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

IDAHO SECRETARY OF STATE
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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. No substantial part of the activities of the corporation shall be 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 1954 (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE VII

This corporation may be dissolved in the manner as prescribed by the laws of the State of Idaho. 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 a manner, as to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision 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 is then 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 VIII

Individuals, corporations, associations, and partnerships may become members of this corporation subject to any restrictions thereof by the Constitution or the Laws of the State of Idaho.

ARTICLE IX

This corporation shall be formed without capital stock. Membership certificates shall be issued to each member and shall

not be assignable. The voting power, rights and interest of each member shall be equal, and no member can have or acquire a greater interest than any other member. The terms and conditions of admission to membership shall be prescribed by the ByLaws.

ARTICLE X

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now and hereafter prescribed by the Laws of the State of Idaho, and all rights conferred upon the members of the corporation herein are granted subject to this reservation.

ARTICLE XI

The Board of Directors shall have the full power to adopt, alter, amend, or repeal the ByLaws or adopt new ByLaws in the manner prescribed by statute. Nothing herein shall deny the concurrent power of the members to adopt, alter, amend, or repeal the ByLaws.

ARTICLE XII

The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the directors shall be prescribed in the ByLaws, but the number of the first directors shall be four, and they shall serve from the first meeting of members and until their successors are elected and qualified, and their names and post office addresses are as follows:


<u>NAME</u>	<u>ADDRESS</u>	<u>CAPACITY</u>
DARREN ARAVE	1296 Big Creek Road Kellogg, Idaho 83837	President
DAN HUSSEY	414 3 rd Street Wallace, Idaho 83873	Vice-President
GARY FULLER	103 3 rd Street Wallace, Idaho 83873	Secretary
KAREN MOONEY	115 W. Yellowstone Box 272 Silverton, Idaho 83867	Treasurer

ARTICLE XIII


The names and post office addresses of each of the incorporators of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
DARREN ARAVE	1296 Big Creek Road Kellogg, Idaho 83837
DAN HUSSEY	414 3 rd Street Wallace, Idaho 83873

The incorporators have signed these Articles of Incorporation this 24 day of November, 2009.



DARREN ARAVE
Incorporator/President



DAN HUSSEY
Incorporator/Vice-President

* * * *

STATE OF IDAHO)
) ss.
County of Shoshone)

On this 24 day of November, 2009, before me, a Notary Public in and for the State of Idaho, personally appeared DARREN ARRAVE, known to me to be the persons whose names are subscribed to the within instrument, 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.

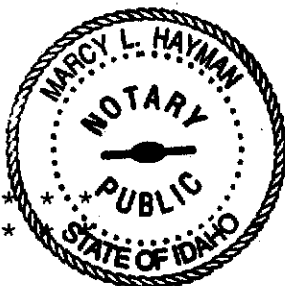


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STATE OF IDAHO)
) ss.
County of Shoshone)

On this 24 day of November, 2009, before me personally appeared DAN HUSSEY, known to me to be the person whose name appears on the foregoing instrument and acknowledged to me that he executed the same.

WITNESS MY HAND and official seal on the day and year first above written.



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Marcy Hayman
Notary Public for Idaho
Residing at: Osburn, ID
My commission expires
3.4.15

Marcy Hayman
Notary Public for Idaho
Residing at: Osburn, ID
My commission expires:
3.4.15