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STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
THE AMERICAN INSTITUTE FOR WESTERN STUDIES, INC.**

The undersigned incorporator, desiring to form a nonprofit corporation (the "Corporation"), pursuant to Idaho Code, Title 30, Chapter 3, the Idaho Nonprofit Corporation Act (the "Act"), hereby certifies, declares, and adopts the following Articles of Incorporation.

ARTICLE I.

The name of this Corporation shall be The American Institute for Western Studies, Inc., hereinafter referred to as Corporation.

(b) The existence of the Corporation will be perpetual.

(c) The principal office of the Corporation will be located at 126 East Mullan Avenue, Kellogg, Idaho 83837.

(d) The registered agent of the Corporation is Rachel Williams, whose address is 126 East Mullan Avenue, Kellogg, Idaho 83837.

ARTICLE II.

This is a public benefit Corporation. The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

IDAHO SECRETARY OF STATE

02/22/2000 09:00
CK: 13119 CT: 7300 DH: 292062

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(a) This Corporation is organized, and at all times hereafter, shall be operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. More specifically, this Corporation is organized and at all times hereafter shall be operated exclusively to study, preserve, and render in fine art and various writings, the culture, history and continued influence of the American West in the development of North America. To this end the Institute promotes and sponsors scholarly research and geographical expeditions. Under the motto "Cultural Preservation through Scholarship and Experience" the Institute supports written publications, documentaries, historically accurate movies, fine art and other media forms arising from the integration of both personal experience and academic study, with its principal place of business in Kellogg, Idaho. This Corporation shall coordinate and fund development programs on behalf of the Institute and shall be empowered to receive donations and endowments of every nature for the operation, maintenance, enhancement, and expansion of said Institute. This Corporation shall administer funds thus received and disburse them, or the income therefrom where endowment funds are received, to the Institute, all in a manner responsive to the needs of said Institute.

(b) 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 actually rendered, and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of 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 or in opposition to 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 (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law.

ARTICLE III.

The Corporation shall have the power to indemnify its officers and directors by insurance and otherwise, as specified in Idaho Code 30-3-88.

The Corporation is empowered:

(a) To buy, own, sell, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article II hereof.

(b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the Corporation property.

(c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation.

(d) The dissolution of this Corporation shall be conducted in accordance with and be governed by the provisions of the Idaho Code as now or hereafter specified, with the precise details thereof to be as specified in the By-laws of the Corporation. In the event of the termination or dissolution of this Corporation for any reason whatsoever, its remaining assets, if any, shall be distributed to the Lutheran Church, presently located at 16 East Riverside,

Kellogg, Idaho, or to such other local political subdivision of the State of Idaho that may be in existence at such time. All of the foregoing within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 IV.

(a) Management shall be vested in a Board of Directors not to exceed seven (7) of its members, in accordance with the By-laws of this Corporation. They shall serve without compensation. The directors of the Corporation shall, at all times, be limited to individuals who are over the age of eighteen (18) years and residents of the United States. The names and addresses of the individuals who will serve as the initial directors of the Corporation and the terms for which each shall serve are:

<u>DIRECTOR</u>	<u>Address</u>
1. Rachel Williams	126 East Mullan Ave. Kellogg, ID 83837

2. Sandy Scott

126 East Mullan Ave.
Kellogg, ID 83837

3. Jerilyn Whitaker

1307 E. Dalton Ave.
Coeur d'Alene, ID 83814

The terms of office of this initial Board of Directors shall continue until their successors are duly appointed.

(b) The officers of the Corporation, as provided by the By-laws of the Corporation, shall be elected by the directors of the Corporation in the manner therein set out, and shall serve until their successors are reelected and have qualified. The directors shall elect the regular officers of the Corporation at the annual meeting, for terms of one year. Any two of the offices, except those of President and Secretary, may be held by the same person. The name and address of the initial President of the Corporation is:

Rachel Williams
126 East Mullan Avenue
Kellogg, ID 83837

(c) The Corporation shall have no members.

ARTICLE V.

The Board of Directors of this Corporation shall have the sole power to adopt, alter, amend or repeal the By-laws of the Corporation at any regular meeting or any special meeting called

Signed by the Incorporator this 18 day of February, 2000.

Rachel Williams
126 East Mullan Avenue
Kellogg, ID 83837

On the 18th day of February, 2000, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared RACHEL WILLIAMS, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that she executed the same.

Notary Public in and for the
State of Idaho
Commission Expires: 10/8/03