



RESTATED  
ARTICLES OF INCORPORATION  
OF  
KELLOGG PROJECT UPLIFT, INC.

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RECEIVED  
SEC. OF STATE

The undersigned Directors, desiring to restate the Articles of Incorporation of the above-named nonprofit corporation pursuant to the provisions of the Idaho Nonprofit Corporation Act, adopt the following Restated Articles of Incorporation and hereby state that the Restated Articles of Incorporation supersede the original Articles of Incorporation and each and every Article is hereby amended. These Restated Articles of Incorporation were duly adopted at a meeting of the membership held on the 7th day of August, 1990, at which meeting a quorum was present, and a majority voted in favor of the amendment as stated above.

ARTICLE ONE. Name. The name of the corporation is KELLOGG PROJECT UPLIFT, INC.; this is a nonprofit corporation.

ARTICLE TWO. Purposes. The purposes of the corporation are to aid, enhance and foster the economic, civic and business development of the Kellogg Silver Valley area and to engage in any or all lawful business for which corporations may be organized under the Idaho Nonprofit Corporation Act.

However, the corporation is organized exclusively within the meaning of section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision 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 corresponding provision of any future United States Internal Revenue law.)

ARTICLE THREE. Duration. The period of duration of the corporation is perpetual.

ARTICLE FOUR. Registered Office and Registered Agent. The address of the corporation's initial registered office in the State of Idaho is 699 W. Cameron Avenue, City of Kellogg, County of Shoshone, Idaho, 83837. The name of the corporation's initial registered agent at such address is Stan Edwards.

ARTICLE FIVE. Nonstock corporation. The corporation shall be nonstock, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

ARTICLE SIX. Directors. The number of directors constituting the initial board of directors is five (5) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the members or until their successors are elected and qualify are:

Roger McIntire, 120 W. Cameron, Kellogg, ID 83837

Don Heidt, 304 E. Cameron Ave., Kellogg, ID 83837

Joan Ross, Box 599, Kellogg, ID 83837-0599

Shirley Anderson, 808 S. Division, Kellogg, ID 83837

Millie Savage, 414 W. Mission, Kellogg, ID 83837

ARTICLE SEVEN. Incorporators. The name and address of each incorporator is:

Roger McIntire, 120 W. Cameron, Kellogg, ID 83837

Don Heidt, 304 E. Cameron Ave., Kellogg, ID 83837

Joan Ross, Box 599, Kellogg, ID 83837-0599

Shirley Anderson, 808 S. Division, Kellogg, ID 83837

Millie Savage, 414 W. Mission, Kellogg, ID 83837

Stan Edwards, 699 W. Cameron Ave., Kellogg, ID 83837

Larry Ross, Box 599, Kellogg, ID 83837-0599

Pat Covill, 313 W. Mullan Ave., Kellogg, ID 83837

Beverly Jacobs, Box 941, Kellogg, ID 83837-0941

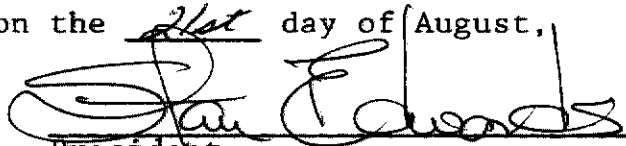

ARTICLE EIGHT. Membership requirements. The conditions and regulations of membership and the rights and other privileges of membership shall be determined and fixed by the By-laws.

ARTICLE NINE. Distribution of assets upon dissolution. In the event of the dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property, and assets of the corporation shall go and be distributed to

such nonprofit charitable corporation, municipal corporation, or corporations, as may be selected by the board of directors of this corporation. In no way shall any of the assets or property of this corporation, or the proceeds of any of the assets or property, in the event of dissolution, go or be distributed to members, either for the reimbursement of any sums subscribed, donated, or contributed by such members, or for any other such purpose, it being the intent in the event of the dissolution of this corporation, or upon its ceasing to carry out the object and purposes herein set forth, that the property and assets then owned by the corporation shall be distributed as set forth above.

In addition, upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code,) or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed 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.

EXECUTED in duplicate on the 21st day of August, 1990.

  
President  
  
Secretary

STATE OF IDAHO)

) ss.

County of Shoshone)

On this 21st day of August, 1990, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Stan Edwards, known to me to be the President, and Pat Covill, known to me to be the Secretary, respectively, of Kellogg Project Uplift, the corporation that executed the within instrument, and acknowledged to me that they executed the same for and on behalf of said corporation, and swore that the facts stated therein are true.

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

Shirley Sherman  
Notary Public in and for the  
State of Idaho, Residing at:  
Osborn  
Commission Expires: 1-1-93