

ARTICLES OF INCORPORATION

OF

ST. ANDREW'S EPISCOPAL CHURCH HISTORICAL SOCIETY, INC.

James E. Wilkerson, being over the age of twenty-one (21) years and a citizen of the United States of America, for the purpose of forming a nonprofit corporation under the provisions of Chapter 3, Title 30, Idaho Code, adopts the following Articles of Incorporation:

Article I

The name of this corporation shall be ST. ANDREW'S EPISCOPAL CHURCH HISTORICAL SOCIETY, 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 charitable, education, 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).

SECRETARY OF STATE
STATE OF IDAHO

97 NOV - 5 AM 8:48

11/05/1997 09:00
CX: 10678 CT: 6160 SH: 52864

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Article V

The address of the registered office of this corporation is 104 Hunter Avenue, Mullan, Idaho 83846, and the name of its registered agent at such address is James E. Wilkerson.

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 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

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 interests 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 IX

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 X

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 XI

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 five, and they shall serve until the first meeting of members and until their successors are elected and qualified, and their names and mailing addresses are as follows:

NAME
James Edward Wilkerson

ADDRESS
P.O. Box 55
104 Hunter Avenue
Mullan, Idaho 83846
(208) 744-1174

Joannie Flynn

2462 - 168th Place N.E.
Bellevue, WA 98008
(206) 885-0944

Sharon Miner

P.O. Box 6351
Mohave Valley, AZ 86440
(520) 768-2967

Julie Zundel

4381 N. Ireland
Denver, CO 80249

Marsha Abbott

17708 N.E. 102 Court
Redmond, WA 98052

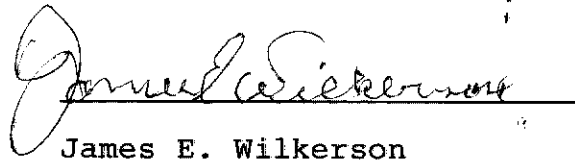
Article XII

The name and address of the incorporator of
this corporation is as follows:

James E. Wilkerson

P.O. Box 55
104 Hunter Avenue
Mullan, Idaho 83846

The Incorporator has signed these Articles of
Incorporation the 24 day of September, 1997.


James E. Wilkerson

STATE OF IDAHO)

) ss.

County of Shoshone)

On this 24 day of September, 1997,

before me, a Notary Public in and for the State of Idaho,

personally appeared James E. Wilkerson, known to me to be

the person whose name is subscribed to the within

instrument, and acknowledged and swore 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.

Leresa M. Carlson

NOTARY PUBLIC in and for the State

of Idaho, residing at Osburn

11/25/2002