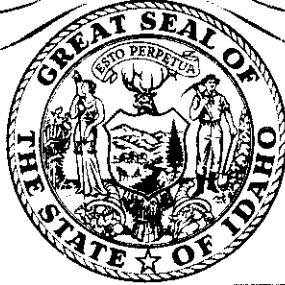


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

THE NORTH IDAHO MINERAL CLUB, INC.

was filed in the office of the Secretary of State on the **Tenth** day of **November** A. D. One Thousand Nine Hundred **Sixty** and is duly recorded on Film No. **112** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Fifty** years existence from the date hereof, with its registered office in this State located at **Coeur d'Alene** in the County of **Kootenai** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **10th** day of **November**, A.D., 19 **60**.

Secretary of State.

ARTICLES OF INCORPORATION

of

THE NORTH IDAHO MINERAL CLUB, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being of full age and citizens of the United States, and residents and citizens of the State of Idaho, do by these presents, associate and bind ourselves together for the purpose of forming a charitable and benevolent corporation under the laws of the State of Idaho, and for that purpose do hereby subscribe to the Articles of Incorporation in triplicate, in the manner and form following:

ARTICLE I.

Name

The name of said corporation shall be The North Idaho Mineral Club, Inc., and the principal place of business of said corporation shall be Coeur d' Alene, Kootenai County, State of Idaho.

ARTICLE II.

Duration

The period of existence for this corporation shall be fifty (50) years from the date of its incorporation.

ARTICLE III.

Purpose

The specific purposes for which this corporation is to be formed are as follows: To associate as members, persons interested in the study, collection and lapidary treatment of rocks and minerals; to stimulate interest in rocks and minerals

by furtherance of the activities of the members of this corporation in the earth sciences; to disseminate knowledge, methods and procedures for the collection, identification, classification, cutting, polishing, setting and mounting of specimens for these activities; and to promote good fellowship, proper ethics and conduct in the relations of said members with each other and with members of other earth science societies in pursuit of these activities. To acquire, and to hold real and personal property necessary and convenient for the herein named purposes, to receive and maintain funds property and services and apply them or the income thereof to the above stated purposes, to mortgage or hypothecate real or personal property, to borrow money giving notes and mortgages therefore, if necessary, and to do all other things convenient and necessary to accomplish the objectives set out herein.

ARTICLE IV.

The corporation shall be and remain in cooperative association wherein pecuniary profit is not the object of the members of the corporation. It is organized and shall exist under the provisions of Idaho Code, Section 30-1001 to Section 30-1006; no part of the corporation's net earnings or income can inure to or benefit any member or individual. The corporation may not devote a substantial part of its activity attempting to influence, legislate by propaganda or otherwise, nor may it intervene in any political campaign

on behalf of a candidate for public office.

ARTICLE V.
By-Laws

That the By-laws of this corporation shall provide for the number and qualifications of members and the terms and conditions of admissions to membership; the rights and interests of all members shall be equal and no member can have or acquire a greater interest than any other member; no member can have or acquire any right, title or interest in any of the earnings or accumulations of the corporation or its property. In the event of dissolution of this corporation, any property remaining after the payment of debts and costs of dissolution, shall be distributed for educational or scientific purposes to such nonprofit corporations or institutions organized and operated exclusively for such purposes as may be designated by the Board of Directors.

ARTICLE VI.

The government and business affairs of this corporation shall be managed by a board of not less than five (5) directors. The number, qualifications, terms of office, manner of election, and the powers and duties of the directors shall be set forth and prescribed in the By-laws. A majority of the members of the board shall be considered a quorum for the purposes of transacting business and each decision of such quorum of such board shall be valid as a corporate act.

ARTICLE VII.
Capital Stock

There shall be no capital stock of this corporation either with or without value.

ARTICLE VIII.

Location

The location and post office address of this corporation and registered office in the State of Idaho, shall be Coeur d' Alene, Kootenai County, Idaho.

ARTICLE IX.

This corporation shall be subject to all the duties and possess all the powers granted under the laws of the State of Idaho, and amendments thereto, these Articles of Incorporation and amendments thereto, and shall be governed with a code of by-laws not inconsistent therewith.

ARTICLE X.

These Articles of Incorporation may be amended in any respect conformable to the laws of the State of Idaho by the affirmative vote of two-thirds of the members present at any regular meeting or any special meeting of the members called for that purpose, provided a quorum is present.

ARTICLE XI.

The names and post office addresses of each and all of the incorporators is as follows:

<u>Name</u>	<u>Address</u>
Vince Edwards	Coeur d' Alene, Idaho
Charles Kimball	Coeur d' Alene, Idaho
Willard Werner	Coeur d' Alene, Idaho
Mrs. John G. Cecil	Coeur d' Alene, Idaho
Cleve Gaine	Coeur d' Alene, Idaho

DATED this 20th day of May, 1960.

Vince Edwards
Charles Kimball
Willard Werner
Mrs. John G. Cecil
Cleve Gaine

STATE OF IDAHO)
 ss.
County of Kootenai)

I, WILLIAM A. REAGAN, a Notary Public in and for the above named County and State, do hereby certify that on this 22nd day of May, 1960, personally appeared VINCE EDWARDS, CHARLES KIMBALL, WILLARD WERNER, MRS. JOHN G. CECIL and CLEVE GAINE, known to me to be the individuals described in and who executed the foregoing instrument, and acknowledged to me that they signed the same as their free and voluntary act and deed for the uses and purposes therein mentioned.

GIVEN under my hand and seal the day and year in this certificate above written.

William A. Reagan
Notary Public for Idaho
Residing at Coeur d' Alene.
My commission expires: 11/1/61.