

ARTICLES OF INCORPORATION OF
EARTHWALK Ltd.
(a non-profit corporation)

FILED
99 MAR 18 8:35
SECRETARY OF STATE
STATE OF IDAHO
03/03/1999 09:00
CM: 1553 CT: 4272 IN: 13112
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The undersigned natural person(s) acting as incorporator(s) of a Corporation, hereinafter referred to as "CORPORATION" under the provisions of Title 30, Chapter 3 Idaho Code, known as the Idaho Nonprofit Corporation Act, (this Code as amended from time to time is referred to herein as the "CODE"), adopts the following ARTICLES OF INCORPORATION:

ARTICLE 1

NAME

The name of the Corporation is EARTHWALK Ltd.

ARTICLE 2

PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE 3

PURPOSES AND POWERS

SECTION 3.01. PURPOSES. The purposes for which this Corporation is organized are as follows:

CLAUSE (a). This Corporation does not contemplate pecuniary gain or profit to the members thereof and the same is prohibited; the purpose for which this Corporation is formed is not for profit. The exclusive purposes of this Corporation are as follows:

1. To educate and inform people as to the value of deepening their understanding of how the seasons and rhythms in nature are intimately connected to our own personal well being.

1-ARTICLES OF INCORPORATION OF EARTHWALK Ltd. (a non-profit corporation)

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2. To unify people through a common connection to the planet earth and all its diverse systems.

3. To address and overcome core beliefs that are at the root of separatism in the areas of race, gender, religion and culture.

4. To build self worth and self acceptance through anchoring the identity in the bedrock of nature of which we all are part.

5. To make possible for socially and economically disadvantaged minorities of any gender, race or religion the opportunity to develop self determination and personal choice within everyday life situations.

6. To initiate and maintain a wholistic and inclusive model of relationship to the foundational gifts of life in the natural world on behalf of our children's future.

7. To teach and educate people in practical, simple ways that will align them with the regenerative qualities of a healthy lifestyle and a preventative approach in their own mental, emotional and physical health.

This Corporation will operate in the manner and shall have the power, responsibilities and be subject to the limitations provided by the laws of the State of Idaho and the laws of the United States government.

CLAUSE (b). In furtherance of and not in limitation of the general powers conferred by the Laws of the State of Idaho, it is expressly provided that this Corporation shall also have the following powers:

1. To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the stock of this Corporation, provided that money or property of the Corporation shall not be used for the purchase of its own memberships. The Corporation shall not be entitled to vote, either directly or indirectly on any membership of its own which it may hold.

2. To borrow money and give security therefore.

3. To enter into, make, perform and carry out contracts of every kind for any lawful purpose, pertaining to its business, with any individual, and any firm, association, corporation, or any government, municipality, or public authority, domestic or foreign.

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4. To do everything necessary, proper, convenient or incidental to the accomplishment of the purposes and objects of this Corporation.

5. To do any and all things in this article set forth to the same extent a natural person might or could do and in any part of the world as principals, agents, contractors, trustees or otherwise, either alone or in the company with others.

CLAUSE (c). AUXILIARY PURPOSES. To do everything necessary, proper, advisable, or convenient, for the accomplishment of the foregoing purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Code, by other law, or by these ARTICLES OF INCORPORATION.

SECTION 3.02. POWERS.

CLAUSE (a). STATUTORY POWERS. To have and exercise all the powers specified in the Code.

CLAUSE (b). NON-PROFIT PRECLUSIONS. No part of the net earning of the Corporation shall inure to the benefit of or be distributed either to its members, directors, officers of 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 the carrying on of propaganda directly attempting to influence legislation or actively participating in any political campaign on behalf of any candidate for office. Nothing contained herein however, shall forbid the Corporation from publicly stating its position on any issue or question of legitimate concern to or relevant to the purpose for which the Corporation has been organized. Notwithstanding any provision to the contrary in these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended, or any corresponding provision of any future united States Internal Revenue law; or (b) by a corporation, contributions to which are deductible under (c) (2) of the Internal Revenue Code of 1986 as amended or the corresponding provision of any future United States Internal Revenue law.

CLAUSE (c). GUARANTIES. To make any guaranty respecting stock, dividends, securities, indebtedness, interest, contracts, or other obligations created by any domestic or foreign Corporations, associations, partnerships, individuals, or other entities.

CLAUSE (d). TERMINATION OR LIQUIDATION. Upon termination, liquidation, dissolution or abandonment of the Corporation for any purpose, the Board of Directors shall, after paying or making provisions for the payment of all of the lawful liabilities of the Corporation, as required by I.C. 30-3-1 et seq., dispose of all of the remaining assets of the Corporation to any such Corporation(s), entity or entities, or organization(s) organized and operated for purposes substantially similar to the Corporation and that at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future United States Internal Revenue Law as the Board of Directors shall determine.

CLAUSE (e). CONSTRUCTION OF POWERS. Each of the foregoing clauses of this section shall be construed as independent powers and the matters expressed in each clause shall not unless otherwise expressly provided, be limited by reference to, or inference from, the terms of any other clause. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of these clauses, or the scope of the general powers of the Corporation created by them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of like nature.

SECTION 3.03. CARRYING OUT OF PURPOSES AND EXERCISE OF POWERS IN ANY JURISDICTION. The Corporation may carry out its purposes and exercise its powers in any state, territory, district or possession of the United States, or any foreign country, to the extent that these purposes and powers are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country and it may limit the purpose or purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any State, territory, district, or possession of the United States, or foreign country.

SECTION 3.04. DIRECTION OF PURPOSES AND EXERCISE OF POWERS BY DIRECTORS. The Board of Directors, subject to any specific written limitations or restrictions imposed by the Code or by these ARTICLES OF INCORPORATION, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval by the members of the Corporation.

SECTION 3.05. LIMITING PROVISION. Nothing contained in this Article shall be construed to authorize the Corporation to engage in the business of banking or insurance.

ARTICLE 4

MEMBERSHIPS

SECTION 4.01. NUMBER. The Corporation shall be a non-stock corporation, and no dividends or pecuniary profit shall be declared or paid to any of the members thereof. Membership in said Corporation shall be unlimited to any person, entity or individual who desires to participate on behalf of the corporation and be bound by the primary purposes set forth in Article 3.

SECTION 4.02. MEMBERSHIP ROLE. The Corporation shall have, within the Corporate books and records, a membership Role wherein members of the Corporation shall maintained by the Secretary of said Corporation. Whenever any member shall consist of one or more persons, said member shall be entitled to one (1) vote per membership. A member may be a person, both natural or at law, a corporation, partnership or joint venture.

SECTION 4.03. MEMBERSHIP FEES. A membership in the Corporation and a fee therefore shall be provided by the By-Laws duly adopted by the Board of Directors. Such membership fee may include annual dues or other assessments.

SECTION 4.04. MEMBERSHIP QUALIFICATION. Any person or entity may be a member of the Corporation and membership shall not be denied on account of race, creed, color, sex, age or natural origin, provided however such member(s) shall adhere to the purposes of the Corporation as set forth in Article 3, section 3.01(a).

SECTION 4.05. MEMBERSHIP VOTING. Members in the Corporation shall be entitled to vote on each matter voted upon by the members, except the members are precluded from voting for directors, or to change the purposes of the Corporation.

ARTICLE 5

DIRECTORS

SECTION 5.01. NUMBER. The number of Directors constituting the initial Board of Directors of the Corporation consists of four (4). The names and addresses of the persons who are to serve as initial Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>POSITION</u>
IRMA ANDERL	3695 LOOKOUT DR.	COEUR D'ALENE ID 83815 1
JUDY K. JOHNSON	1802 N. 15TH STREET	COEUR D'ALENE ID 83814 2
SUSAN BRELIN-BECHIO	1802 N. 15TH ST.	COEUR D'ALENE ID 83814 3
KAROLYNE ROGERS	1802 N. 15TH ST.	COEUR D'ALENE ID 83814 4

ARTICLE 6

ELECTION OF DIRECTORS AND TERM OF OFFICE

SECTION 6.01. MANNER OF ELECTION. The manner in which the Directors are to be appointed shall be as follows:

CLAUSE (a). In order to maintain the integrity of the purpose of the Corporation, the Director shall not be elected by the members but shall be appointed by an executive committee. The executive shall consist of the existing directors or any remaining Director(s), or if there be none, directors may be appointed by a court of competent jurisdiction based upon an appropriate petition. The executive committee is charged with the duties of maintaining the purposes of the Corporation.

SECTION 6.02. TERM OF OFFICE. Each Director shall serve a term of office, provided however, the initial Directors, serving in positions 1 and 2, shall serve 2 years, and the initial Directors in positions 3 and 4 shall serve a term of 4 years, and thereafter each term of a Director shall be 4 years (staggered terms).

ARTICLE 7

CORPORATE OFFICERS AND THEIR FUNCTIONS

SECTION 7.01. GENERAL OFFICERS. The general officers of the Corporation shall be the President, Vice President, Recording Secretary and Treasurer. The Directors may appoint various Vice Presidents to serve distinct and defined functions.

SECTION 7.02. DUTIES OF THE PRESIDENT. The principal duties of the President shall be to preside at all meetings of the members and Board of Directors and to have general supervision of the affairs of the Corporation.

SECTION 7.03. DUTIES OF THE VICE PRESIDENT. The principal duties of the Vice President shall be to discharge the duties of the President in the event of absence or disability for any cause whatsoever of the President. Various Vice Presidents may be appointed for specific functions other than as the first Vice President.

SECTION 7.04. DUTIES OF THE RECORDING SECRETARY. The principal duties of the Recording Secretary shall be to countersign all deeds, leases and conveyances executed by the Corporation, affix the seal of the Corporation thereto, and to such other papers as shall be required and directed to be sealed and to keep a record of the proceedings of the Board of Directors and to safely and systematically keep all books, papers, records and documents belonging to the corporation, or in any way pertaining to the business thereof, except the books and records incidental to the duties of the Treasurer.

SECTION 7.05. DUTIES OF THE TREASURER. The principal duties of the Treasurer shall be to keep an account of all monies, credits and property of any and every nature of the Corporation which shall come into his/her hands and to keep an accurate account of all monies received and disbursed and of money and property on hand and generally of all matters pertaining to his/her office, as shall be required of the Board of Directors.

SECTION 7.06. APPOINTMENT OF ADDITIONAL OFFICERS. The Board of Directors may provide for the appointment of such additional officers as they deem in the best interest of the Corporation.

SECTION 7.07. Whenever the Board of Directors may so order, any two officers, the duties of which do not conflict, may be held by one person, except President and Secretary.

SECTION 7.08. The officers shall perform such additional or different duties as shall, from time to time, be imposed or required by the Board of Directors or as may be prescribed, from time to time, by the By-Laws.

ARTICLE 8

APPOINTMENT OF OFFICERS

SECTION 8.01. APPOINTMENT. The officers shall be appointed by the Directors. The initial officers, upon acceptance of appointment shall be:

President - Susan Brelin-Bechio
Vice President - Karolyne Rogers
Recording Secretary- Irma Anderl
Treasurer - Judy K. Johnson

ARTICLE 9

PROVISIONS FOR REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION

SECTION 9.01 BYLAWS. The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Code or these ARTICLES OF INCORPORATION.

SECTION 9.02. TRANSACTIONS IN WHICH DIRECTORS HAVE AN INTEREST.

Any contract or other transaction between the Corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the Corporation and any Corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the Corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

SECTION 9.03. INDEMNIFICATION AND RELATED MATTERS.

CLAUSE (a). POWER TO INDEMNIFY-THIRD PARTY ACTIONS. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or is or was serving at the request of the Corporation as a director, officer, employee or other enterprise, against expenses, (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith, and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, or had reasonable cause to believe that his conduct was unlawful.

CLAUSE (b). POWER TO INDEMNIFY-ACTION BROUGHT IN THE RIGHT OF THE CORPORATION. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgement in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against expenses, (including attorneys fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such Court shall deem proper.

CLAUSE (c). RIGHT OF INDEMNIFICATION. To the extent that a director, officer or employee or agent of the Corporation has been successful on the merits or otherwise in defense of

any action, suit, or proceeding referred to in Clauses (a) and (B), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney fees) actually and reasonable incurred by him in connection therewith.

CLAUSE (d). DETERMINATION OF ENTITLEMENT TO INDEMNIFICATION. Any indemnification under Clauses (a) and (b) (unless ordered by a Court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in clauses (a) and (b). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the members.

CLAUSE (e). ADVANCEMENT OF EXPENSES. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Clause (d) upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

CLAUSE (f). SAVINGS CLAUSE. The indemnification provided by this section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, Agreement, vote of the members or disinterested directors or otherwise, both as to action in his official capacity and as to action in another person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

CLAUSE (g). INSURANCE. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprises against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this section.

SECTION 9.04. REMOVAL OF DIRECTORS. At a special meeting of the Directors called expressly for that purpose, Directors may be removed in the manner provided in this section. A

member of the Board of Directors may be removed, with or without cause, by a vote of the majority of Directors.

SECTION 9.05. AMENDMENT OF ARTICLES OF INCORPORATION. The Corporation reserves the right to amend the ARTICLES OF INCORPORATION in any manner now or hereafter permitted by the Code, provided however, such amendments shall require written consent or affirmative vote of SIXTY SEVEN PERCENT (67%) of the Directors.

ADDRESS OF INITIAL REGISTERED OFFICE
AND
NAME OF INITIAL REGISTERED AGENT

SECTION 10.01. REGISTERED OFFICE. The address of the initial registered office of the Corporation is:

1802 N. 15TH STREET COEUR D'ALENE, ID 83814

SECTION 10.02. REGISTERED AGENT. The name of the initial registered agent of the Corporation, and individual in Idaho whose business office is at such address is:

IRMA ANDERL

ARTICLE 11

DATA RESPECTING DIRECTORS

SECTION 11.01. INITIAL BOARD OF DIRECTORS. The initial Board of Directors shall consist of FOUR (4) members who need not be residents of the State of Idaho.

SECTION 11.02. NAMES AND ADDRESSES. The names and addresses of the persons who are to serve as Directors until the expiration of their respective term as set forth in Article 6, section 6.02 and until their successors shall have been appointed and qualified, are as follows:

<u>NAME</u>	<u>NUMBER STREET</u>	<u>CITY STATE</u>	<u>ZIP CODE</u>
IRMA ANDERL	3695 LOOKOUT DR.	COEUR D'ALENE ID	83815
JUDY K. JOHNSON	1802 N. 15 TH	COEUR D'ALENE ID	83814

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SUSAN BRELIN-BECHIO 1802 N. 15TH

COEUR D'ALENE ID 83814

KAROLYNE ROGERS 1802 N. 15TH

COEUR D'ALENE ID 83814

SECTION 11.03. INCREASE OR DECREASE OF DIRECTORS. The number of directors may be increased or decreased from time to time by amendment to the Articles of Incorporation; but no decrease shall have the effect of shortening the term of any incumbent Director.

ARTICLE 12

DATA RESPECTING INCORPORATORS

The names and addresses of the incorporators of the corporation, natural persons, citizens of the United States is as follows:

<u>NAME</u>	<u>NUMBER STREET BUILDING</u>	<u>CITY</u>	<u>ST.</u>	<u>ZIP CODE</u>
IRMA ANDERL	3695 LOOKOUT DR.	COEUR D'ALENE	ID	83815
JUDY K. JOHNSON	1802 N.15TH	COEUR D'ALENE	ID	83814
SUSAN BRELIN-BECHIO	1802 N.15TH	COEUR D'ALENE	ID	83814
KAROLYNE ROGERS	1802 N.15TH	COEUR D'ALENE	ID	83814

EXECUTED this 30TH day of October, 1998

Irma Anderl
IRMA ANDERL

Judy K. Johnson
JUDY K. JOHNSON

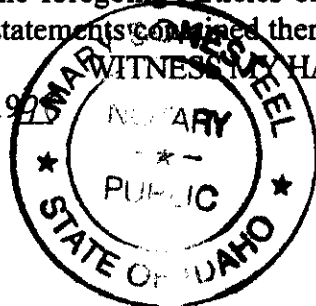
Susan Brelin-Bechio
SUSAN BRELIN-BECHIO

Karolyne Rogers
KAROLYNE ROGERS

STATE OF IDAHO)
) ss.
County of Kootenai)

I, the undersigned, a Notary Public, duly commissioned to take acknowledgment in the State of Idaho, do hereby certify that on this day, personally appeared before me, IRMA ANDERL, who, being by me first duly sworn, declare that she is one of the incorporators referred to in Article 12 of the foregoing Articles of Incorporation, and that she signed these Articles as such and that the statements contained therein are true.

WITNESS MY HAND AND NOTARIAL SEAL THIS 14th DAY OF October,
1998

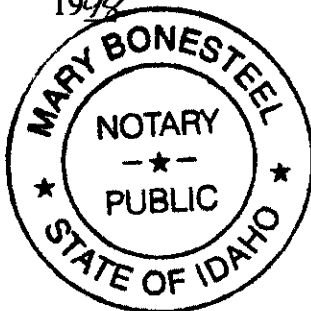


Mary Bonesteel
NOTARY PUBLIC FOR IDAHO
RESIDING AT: Mayden Id
MY COMMISSION EXPIRES: 10/30/01

STATE OF IDAHO)
) ss.
County of Kootenai)

I, the undersigned, a Notary Public, duly commissioned to take acknowledgment in the State of Idaho, do hereby certify that on this day, personally appeared before me, JUDY K. JOHNSON, who, being by me first duly sworn, declare that she is one of the incorporators referred to in Article 12 of the foregoing Articles of Incorporation, and that she signed these Articles as such and that the statements contained therein are true.

WITNESS MY HAND AND NOTARIAL SEAL THIS 15th DAY OF October,
1998




Mary Bonesteel
NOTARY PUBLIC FOR IDAHO
RESIDING AT: Mayden Id
MY COMMISSION EXPIRES: 10/30/01

STATE OF IDAHO)
) ss.
County of Kootenai)

I, the undersigned, a Notary Public, duly commissioned to take acknowledgment in the State of Idaho, do hereby certify that on this day, personally appeared before me, KAROLYNE ROGERS, who, being by me first duly sworn, declare that she is one of the incorporators referred to in Article 12 of the foregoing Articles of Incorporation, and that she signed these Articles as such and that the statements contained therein are true.

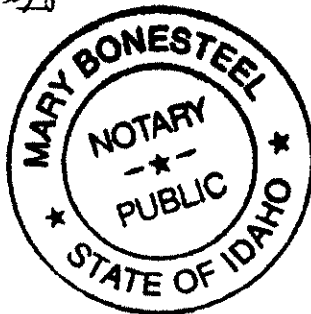
1998 WITNESS MY HAND AND NOTARIAL SEAL THIS 30th DAY OF October

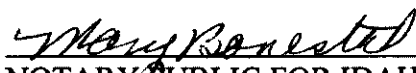

NOTARY PUBLIC FOR IDAHO
RESIDING AT: Post Falls
MY COMMISSION EXPIRES: 7-27-99

STATE OF IDAHO)
) ss.
County of Kootenai)

I, the undersigned, a Notary Public, duly commissioned to take acknowledgment in the State of Idaho, do hereby certify that on this day, personally appeared before me, SUSAN BRELIN-BECHIO, who, being by me first duly sworn, declare that she is one of the incorporators referred to in Article 12 of the foregoing Articles of Incorporation, and that she signed these Articles as such and that the statements contained therein are true.

1998 WITNESS MY HAND AND NOTARIAL SEAL THIS 15th DAY OF October




NOTARY PUBLIC FOR IDAHO
RESIDING AT: Draper Id
MY COMMISSION EXPIRES: 10/30/01