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SECRETARY OF STATE  
STATE OF IDAHO

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF

SILVER VALLEY ECONOMIC DEVELOPMENT CORPORATION

IDAHO SECRETARY OF STATE

FEB/17/1998 09:00  
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Article I

The name of this corporation shall be SILVER VALLEY ECONOMIC DEVELOPMENT CORPORATION.

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, educational, and scientific purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1954 as amended (or the corresponding provision of any future United States Internal revenue Law). Specifically, this corporation is organized for the exclusive purpose of the promotion of economic development in Shoshone County, Idaho.

Article V

The address of the registered office of this corporation is 412 6th Street, Wallace, Idaho 83873, and the name of its registered agent at such address is Duane E. Little.

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)(6) 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)(6) 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. The corporation shall have members; however, there shall be no membership certificates. The voting power, rights, and interest 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 Amended and Restated 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

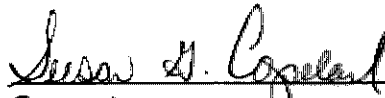
The qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the directors shall be prescribed in the Bylaws. The number of directors shall be no more than seventeen (17) and no fewer than eleven (11).

Susan D. Copeland  
Secretary

Mark R. Malt  
Chairman

Secretary's Certificate

The foregoing Amended and Restated Articles of Incorporation were duly adopted at a meeting held on January 28, 1998, at which 57 memberships were outstanding with each entitled to one vote. At said meeting, 57 total votes were cast with 57 voting in favor of adoption and -0- voting against.

  
Secretary