

ARTICLES OF INCORPORATION
ROCK CREEK ALLIANCE, INC.

FILED
98 APR 27 AM 9:04
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as incorporator pursuant to Idaho Code Section 30-3-16, hereby forms the following nonprofit corporation, which shall be controlled by and have the powers enumerated in the Idaho Nonprofit Corporation Act.

ARTICLE 1

The name of the corporation is Rock Creek Alliance, Inc.

ARTICLE 2

The period of its duration is perpetual.

ARTICLE 3

The corporation is organized and will be operated exclusively for charitable, educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986.

A primary purpose of the organization shall be to promote education and facilitate public participation in pollution prevention and ecosystem protection related to natural resource extraction, ^{and especially} hardrock mining, in north Idaho and western Montana. ^{04/27/1998 09:04} ^{SH: 104689}

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The overall purpose shall be to protect and restore the natural environment in north Idaho and western Montana.

ARTICLE 4

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 in Article 3 above.

No substantial part of the activities of the corporation shall be the 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 or in opposition to 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 (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or by a corporation, contributions to which are

deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 5

Upon the dissolution of the 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 the corresponding section of any future federal 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 of by a court of competent jurisdiction 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 6

The corporation shall have members under qualifications set forth in bylaws adopted by the initial board of directors named below at its organization meeting.

ARTICLE 7

The address of the initial registered office of the corporation is 1319 N. Division Street, Sandpoint, ID 83864, and the registered agent at such address is Mary Mitchell.

ARTICLE 8

The number of directors constituting the initial board of directors of the corporation is three and the names and addresses of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and shall qualify are:

1. Jean Gerth
7905 Selle Road
Sandpoint, ID 83864
2. Loren Albright
1319 N. Division
Sandpoint, ID 83864
3. Stu Levitt
P. O. Box 131
Polson, MT 59860

ARTICLE 9

The name and address of the incorporator is Mary Mitchell, 1319 N Division, Sandpoint, ID 83864.

Dated this 24th day of April, 1998.

Mary C. Mitchell
Incorporator