

CERTIFICATE OF INCORPORATION  
OF

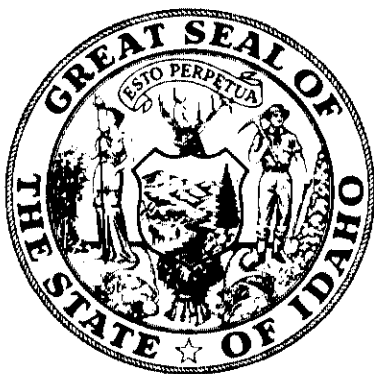
**MAT'ALYMA' CULTURE CLUB, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_  
**MAT'ALYMA' CULTURE CLUB, INC.**

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received  
in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of  
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated January 3, 19 89.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

*[Signature]*  
Corporation Clerk

ARTICLES OF INCORPORATION

of

29 JAN 3 1979 9 14

MAT'ALYMA' CULTURE CLUB, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of full age and citizens of the United States and citizens of the State of Idaho, in order to form a non-profit corporation for the purposes hereinafter stated, pursuant to the Idaho Non-Profit Corporation Act, I.C. Title 30, Chapter 3, do hereby certify as follows:

ARTICLE I

That the corporate name of this corporation shall be the Mat'alyma' Culture Club, Inc.

ARTICLE II

This corporation is a non-profit corporation.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV.

The purposes and objects for which the corporation is formed is as follows:

A. Promotion of the common good and general welfare of the public by providing information and education regarding the rich history and lore of the Nez Perce Tribe and its role in the history of Idaho and the pacific northwest.

B. To maintain, protect and preserve the traditions and culture of the Nez Perce Tribe and to educate young and old of the authenticity of Nez Perce cultural values.

C. To improve human relationships by promoting native American cultural events so as to provide the public with the opportunity to witness or participate in these events so that the public becomes more aware and better understands the cultural values and traditions of the Nez Perce Tribe.

ARTICLE V.

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 II hereof. 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 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) 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).

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 manner, or to such organizations organized and operated exclusively for charitable, educational, religious, 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 the Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE VI.

The location and post office address of the initial registered office of the corporation in this state and the principal place of business shall be 809 Nez Perce Lane, Box 311, Kamiah, Idaho 83536, the initial registered agent at such address shall be Allen P. Slickpoo Sr.

#### ARTICLE VII.

The membership of the corporation shall consist of the signatories to these

Articles of Incorporation and such other persons as may from time to time be elected to the membership of the corporator in compliance with the by-laws.

#### ARTICLE VIII.

The number of directors of the initial Board of Directors of this corporation shall be four (4). The number of directors subsequently serving on the Board shall be fixed by the by-laws.

#### ARTICLE IX.

The names and addresses of each incorporator, each of whom shall serve on the initial Board of Directors of the corporation and whom together shall constitute the initial Board of Directors, are as follows:

Mary Tall Bull, President  
517 Nez Perce Lane, Box 1014  
Kamiah, Idaho 83539

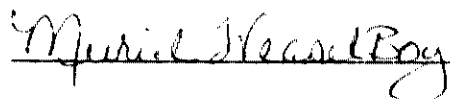
Muriel Weaselboy, Secretary  
Kamiah, Idaho 83536

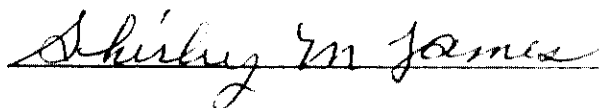
Shirley James, Treasurer  
514 Nez Perce Lane, Box 31  
Kamiah, Idaho 83536

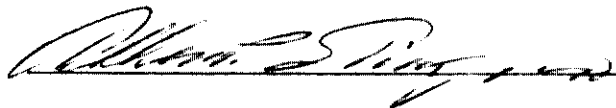
Allen P. Slickpoo Sr., Cultural/History Consultant  
809 Nez Perce Lane, Box 311  
Kamiah, Idaho 83536

IN WITNESS WHEREOF, the persons who are to act in the capacity of first directors and incorporators have hereunto set their hands this \_\_\_\_ day of December, 1988.

  
\_\_\_\_\_

  
\_\_\_\_\_

  
\_\_\_\_\_

  
\_\_\_\_\_

STATE OF IDAHO    )  
                          :SS.  
County of **LEWIS** )

On this 30 day of December, 1988, before me, the undersigned, a Notary

Public in and for said State, personally appeared MARY TALL BULL, MURIEL WEASELBOY, SHIRLEY JAMES and ALLEN P. SLICKPOO SR., known or identified to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they 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.

James C. Gilbert  
Notary Public for State of Idaho  
Residing at Ramoth, therein.  
*My commission expires 3/18/94*