



CERTIFICATE OF INCORPORATION
OF

TE-WATS-SAK-KEM-PIS-WAH, INCORPORATED

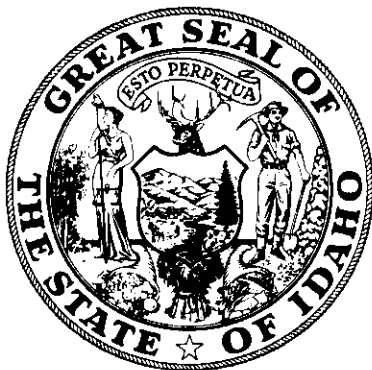
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

TE-WATS-SAK-KEM-PIS-WAH, INCORPORATED

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 _____ **November 19** _____, 19 **79** .



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF

TE-WATS-SAK-KEM-PIS-WAH, INCORPORATED

FILED

Nov 19 9 04 AM '79

SECRETARY OF STATE

We, the undersigned, being of legal age and citizens of the United States, for the purpose of forming a corporation pursuant to the Idaho Code, Title 30, Chapter 10, Section 1001ff., do hereby certify, declare, and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be TE-WATS-SAK-KEM-PIS-WAH, INCORPORATED. This organization shall protect, collect, preserve, and increase the public's knowledge and appreciation for the Nez Perce art and culture; to coordinate and provide services to same; to foster their growth and practice; and carry out all other purposes necessary or incident to the above.

ARTICLE II

The duration of this corporation shall be as long as the grass grows green and the water flows. The corporation shall have perpetual existence.

ARTICLE III

The name and adress of the registered agent of the corporation is Clifford Allen, Route 1, Box 154, Lapwai, Idaho 83540. The location of the registered offices of the corporation shall always be located on the Nez Perce Reservation, as defined by the Treaty of 1855.

ARTICLE IV

The purposes for which this corporation is formed are exclusively those permitted by Section 501(C)(3) of the Internal Revenue Code of 1954, as may be

amended.

ARTICLE V

There will be one or more classes of membership with qualifications and rights specified in the by-laws.

ARTICLE VI

The general management of the affairs of this corporation shall be vested in the directors, who shall be of Native American descent. The names and addresses of the initial directors of the corporation are as follows: Clifford Allen, Route 1, Box 154, Lapwai, Idaho 83540; Mrs. Loda V. Sublett, P.O. Box 19, Kooslia, Idaho 83539; Brenda L. White, Box 64 Arrow Junction, Juliaetta, Idaho, 83535.

Tenure of the initial directors shall be until the first meeting of the incorporators and first Board of Directors. The number of subsequent directors and their qualifications, manner of election, and tenure in office shall be specified in the by-laws, subject to the limitation that the number of directors shall not be less than five or more than fifteen.

ARTICLE VII

Elections - Directors shall be elected at the annual meeting of the Corporation. For the initial term, to permit rotation of directors, one-third of the directors shall be elected for a term of one year, one-third for two years, and one-third for a term of three years, and thereafter, to fill vacancies this occurring annually, one-third of the directors shall be elected at each annual meeting of the corporation to hold office for a term of three years. No less than three directors a year shall be elected.

ARTICLE VIII

At all corporation meetings, each board member shall be entitled to cast one

vote. On each matter submitted to a vote of the membership, each active member shall be entitled to one vote. All meetings shall be governed according to Roberts Rules of Order, Revised.

ARTICLE IX

Removal - A director may be removed from office for cause by a 2/3 (two thirds) affirmative vote of the members present at a duly called meeting at which there is a quorum.

Should any officer miss three consecutive meetings of the Board of Directors without sufficient cause, the Board may declare the director's position vacant and appoint a replacement to serve until the next annual meeting.

ARTICLE X

Vacancies - Any vacancy occurring on the Board of Directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A director appointed to fill a vacancy shall serve until the next annual meeting.

ARTICLE XI

Notwithstanding any provision of these articles, this corporation shall not have the power to devote any substantial part of its activities to the carrying out of propaganda or otherwise attempting to influence legislation except as to the extent permitted under the Internal Revenue Code of 1954, 501(C)(3), as amended, nor shall the corporation have the power to participate in (including the publication or statements) any political campaign on behalf of any candidate for public office.

ARTICLE XII

All of this corporation's property and all of its net earnings shall be

distributed, used, and applied at the discretion of its members in such amount and at such times as its members shall determine for the purpose for which this corporation was created, provided that no part of the net earning shall inure to the benefit of any private member or individual.

ARTICLE XIII

Upon liquidation or dissolution of the corporation, all of its assets and property shall, after payment of or provision for its liabilities, be paid over to an organization designated by a majority of its members. The recipient must be a non-profit corporation operated exclusively for the artistic, cultural, or educational purposes and that is tax-exempt under 501(C)(3) of the Internal Revenue Code. However, where any such income or assets were acquired or obtained under a grant from or contract with a governmental or private entity, the disposition thereof will be in accordance with said grant or contract or the written instructions of the official person or persons responsible for said grant or contract. In no event shall any of the net assets or property of the corporation be vested in or be distributed to any private member or individual.

ARTICLE XIV

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation by a two-thirds (2/3) vote of the members at any regular meeting of the members or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

IN WITNESS THEREOF, we have hereunto set our hands this 26th
day of May, 1979.

ARTICLES OF INCORPORATION

INCORPORATORS

OF

TE-WATS-SAK-REM-PIS-WAH, INC.

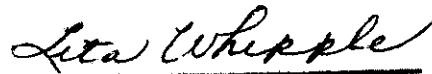


Clifford Allen, Sr.
Rt. 1 Box 154
Lapwai, Idaho 83540

843-2517

State of Idaho)
County of Nez Perce) ss.:

On the 21st day of May, 1979, before me came Clifford Allen, to
me known to be the individual described in and who executed the fore-
going instrument and acknowledged that he executed the same.



Notary Public, residing at
Lapwai, Idaho

ARTICLES OF INCORPORATION
INCORPORATORS
OF
TE-WATS-SAK-KEM-PIS-WAH, INC.

Mrs. Loda V. Sublett
P.O. Box 19
Kooskia, Idaho 83539

Brenda L. White
Box 64 Arrow Junction
Juliaetta, Idaho 83535
843-2613

Brenda L. White
Loda V. Sublett

State of Idaho)
County of Nez Perce)ss:

On the 22nd day of May, 1979, before me came Mrs. Loda V. Sublett and Brenda L. White, to me known to be the individual described in and who executed the foregoing instrument and acknowledged that he executed the same.

Jay L. Mungel

Notary Public, residing at
Lewiston, Idaho