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STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF THE
THOMAS PAINE INSTITUTE, INC.**

The undersigned, acting as incorporator of a nonprofit corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such Corporation.

ARTICLE I: NAME

The name of the corporation is Thomas Paine Institute, Inc.

ARTICLE II: NONPROFIT STATUS

The corporation shall be operated as a not for profit corporation. No part of any net earnings of the Corporation shall inure to the benefit of, or distribute to, its contributors, members, directors, officers, and 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 IV hereof. This organization is organized exclusively for charitable and educational purposes within the meaning of section 501c3 of the Internal Revenue Code.

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 501c3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170c2 of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III: DURATION

The period of existence and the duration of this Corporation shall be perpetual, unless dissolved as hereinafter provided for in Article IX.

ARTICLE IV: PURPOSES

The objectives and purposes for which the Corporation is organized and will be operated include:

- (a). sharing and perpetuating knowledge concerning the life, times, works, and influences of Thomas Paine.
- (b). advancement of public knowledge and education pertaining to Thomas Paine.
- (c). maintaining a website providing comprehensive Thomas Paine related information on the World Wide Web.

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- (d). encouraging and funding research and the publication of materials pertaining to the life and influences of Thomas Paine.
- (e). active involvement in the preservation, care, and/or acquisition of all artifacts, memorabilia, desiderata, monuments, plaques, libraries, museums, or any materials or places whatsoever associated with the life of Thomas Paine.
- (f). engaging in other lawful activity.

ARTICLE V: INITIAL DIRECTORS

The Board of Directors of the Corporation and the Officers of the Corporation shall be one and the same. The number of directors constituting the Board of Directors is five (5), and the names and addresses of these individuals who are to serve as the Board of Directors until their successors are elected and shall qualify are:

NAME	ADDRESS
Kenneth W. Burchell President	424 North 11th Street Coeur d'Alene, Idaho 83814
Robert T. Singletary Vice President	1028 Sherman Avenue Coeur d'Alene, Idaho 83814
Marvin B. Edelman, Ph.D. Secretary/Treasurer	202 Scotland Road Windham Center, Connecticut 06280
Christopher A. Shaw, Ph.D. Board Member	1706 Deep Cove Road North Vancouver British Columbia V7G 1S5 Canada
Rene van der Merwe Board Member	301 North 1st Street #620 Coeur d'Alene, Idaho 83814

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be 1028 Sherman Avenue, Coeur d'Alene, Idaho 83814. The name of the Corporation's initial registered agent for service of process at such address shall be Robert T. Singletary.

ARTICLE VII: MEMBERSHIP

The Corporation shall have both voting and nonvoting members who shall have

such rights as are provided by law and are consistent with the management authority that these Articles of Incorporation and Bylaws grant to the Board of Directors and to the members. Membership eligibility and classes shall be determined by the Bylaws, the membership, and the Board of Directors. Members shall support the purposes of this Corporation as stated in Article IV. Members having voting status shall be entitled to one vote on any issue or matter submitted to or required to be submitted to a vote by the membership.

ARTICLE VIII: MANAGEMENT

The affairs of the Corporation shall be managed and conducted by a Board of Directors consisting of such numbers as established by the Bylaws. Members of the Board of Directors shall have such powers, duties, and responsibilities as may be provided by law, these Articles of Incorporation, or the Bylaws.

ARTICLE IX: AMENDMENTS

The Articles of Incorporation may be amended by the voting members, by two-thirds (2/3) of the votes, or by a majority of the total number of members eligible to vote (whichever is less), at any regular or special membership meeting, at which a quorum is present. Notice of intent to amend and the text of the proposed amendment(s) to the Articles of Incorporation shall be provided to all members of the Corporation not less than ten (10) nor more than sixty (60) days before the meeting at which the proposed amendments will be voted on. Amendments adopted shall be effective immediately.

ARTICLE X: DISSOLUTION

Section 1: Vote. A resolution of the Board of Directors to dissolve the Corporation shall be submitted to a vote of the members. Thereafter, at a membership meeting to determine the issue of dissolution, by two-thirds (2/3) of the votes cast or a majority of members eligible to vote (whichever is less), the Corporation can be dissolved.

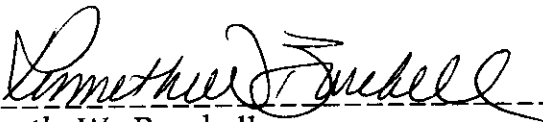
Section 2: Net Assets. In the event of dissolution, the Board of Directors shall in its sole discretion, after payments or provision for all liabilities and debts of the Corporation and the necessary expenses of liquidation, dispose of the net assets. Upon the dissolution of the the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501c3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for the 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 principle office of the Corporation is then located, exclusively for such purposes or to such organization of organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI: INCORPORATOR(S)

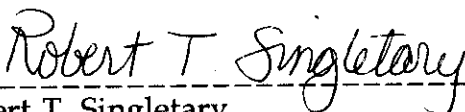
The name and street address of the incorporator(s):

Kenneth W. Burchell, 424 North 11th Street, Coeur d'Alene, Idaho 83814
Robert T. Singletary, 1028 Sherman Avenue, Coeur d'Alene, Idaho 83814

Signed this Nineteenth day of October, 2003



Kenneth W. Burchell



Robert T. Singletary