

ARTICLES OF INCORPORATION

OF

MULLAN COMMUNITY FOUNDATION, INC.

00 JUL 28 AM 9:01

SECRETARY OF STATE
STATE OF IDAHO

The undersigned acting as the incorporators of a nonprofit corporation ("corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

FILED/EFFECTIVE

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STATE OF IDAHO

ARTICLE I. NAME

The name of the Corporation is MULLAN COMMUNITY FOUNDATION, INC.

ARTICLE II. NONPROFIT STATUS.

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION.

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.

The location of this Corporation is in the County of Shoshone, State of Idaho. The address of the initial registered Office is 124 Earle Avenue, Mullan, Idaho, and the name of the initial registered agent at this address is Fred Manthey.

ARTICLE V. PURPOSES.

The purposes for which the Corporation is organized and will be operated are as follows:

A. The principal purpose for which the corporation is being formed is to provide a place and/or resources to conduct educational and charitable activities.

B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, which purposes shall be exclusively for the benefit of, or to carry out the purposes of the MULLAN COMMUNITY FOUNDATION, INC., a nonprofit corporation that qualifies as exempt under such Section 501(c)(3) and is described in Section 509[(a)(1)] or [(a)(2)] of the Internal Revenue Code of 1986, as amended from time to time.

C. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor may not at that time lawfully carry on or do.

IDAHO SECRETARY OF STATE

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1- ARTICLES OF INCORPORATION OF MULLAN COMMUNITY FOUNDATION, INC.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 V 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 by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time. At no time shall the Corporation be controlled directly or indirectly by one or more disqualified persons (as defined in Section 4946 of the Internal Revenue Code of 1986, as amended from time to time) other than foundation managers and other than one or more publicly supported organizations.

ARTICLE VII, MEMBERS.

The members of the corporation are individuals who are residents of the Mullan community and other individuals having an interest in furthering the purpose of this corporation. Members are non-voting in the affairs of the Corporation.

ARTICLE VIII, BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than five (5) individuals. The actual number of directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be appointed by the Board of Directors of the Mullan Community Foundation, Inc., Mullan, Idaho in accordance with Section 30-3-66 of the Act. A majority of the Board of Directors of the Corporation shall also be directors of the EMMANUEL LUTHERAN CHURCH, INC. The President of EMMANUEL LUTHERAN CHURCH, INC., shall always be a member of the Board of Directors of this Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

NAME:	ADDRESS:
Fred E. Manthey	807 Hunter Street, Mullan, ID 83846
David P. Haught	806 Fir Street, Mullan, ID 83846
Valerie G. Douglas	511 River Street, Mullan, ID 83846

ARTICLE IX. DESIGNATION OF PUBLICLY SUPPORTED ORGANIZATIONS.

The only organization that the Corporation is (I) operated, supervised, or controlled by (II) supervised or controlled in connection with, or (III) operated in connection with, is MULLAN COMMUNITY FOUNDATION, INC. The MULLAN COMMUNITY FOUNDATION, INC. is therefore the designated publicly supported organization for purposes of regulations promulgated under Section 509 of the Internal Revenue code of 1986 as amended from time to time. In the alternative, and in strict compliance with such regulations, in particular, Section 1.509(a)-4(d)(4)(1)(a), the Board of Directors may substitute another publicly supported organization or organizations for MULLAN COMMUNITY FOUNDATION, INC., but only upon its loss of exemption, substantial failure or abandonment of operations, dissolution or occurrence of other like event that is beyond the control of the Corporation. Such substituted publicly supported organization or organizations shall be limited to corporations, community chests, funds or foundations which are: exempt under Section 501(c)(3) and are not private foundations under Section 509 of the Internal Revenue code of 1986, as amended from time to time.

2-ARTICLES OF INCORPORATION OF THE MULLAN COMMUNITY FOUNDATION, INC.

ARTICLE X. INCORPORATORS

The name and street addresses of the incorporators are:

NAME:	ADDRESS:
Fred E. Manthey	807 Hunter Street, Mullan, ID 83846
David P. Haught	806 Fir Street, Mullan, ID 83846
Valerie G. Douglas	511 River Street, Mullan, ID 83846

ARTICLE XI. DISTRIBUTION ON DISSOLUTION.

Upon dissolution of the Corporation, the Board of Directors shall after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation (to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed 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 organizations, as such court shall determine to be consistent with the purposes of the Corporation.

Article XII. INDEMNIFICATION

This corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

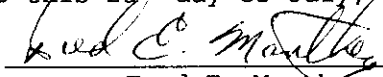
Article XIII. SEAL

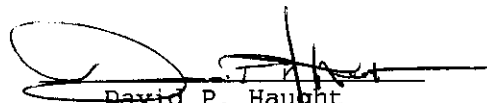
This corporation shall be incorporated without a seal.


ARTICLE XIV. BYLAWS.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 25th day of July, 2000.


Fred E. Manthey
807 Hunter Street
Mullan, ID 83846


David P. Haught
806 Fir Street
Mullan, ID 83846


Valerie G. Douglas
511 River Street
Mullan, ID 83846