

**Department of State**

**CERTIFICATE OF INCORPORATION  
OF**

**SILVER VALLEY ECONOMIC DEVELOPMENT CORPORATION**

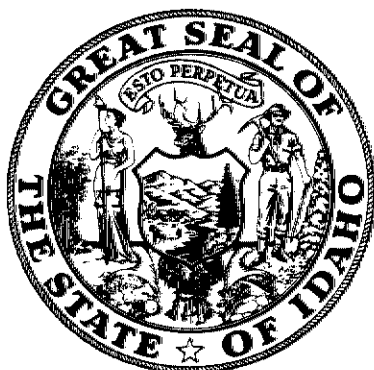
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**SILVER VALLEY ECONOMIC DEVELOPMENT CORPORATION**

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 \_\_\_\_\_ **December 30** \_\_\_\_\_, 19 **85** \_\_\_\_\_.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Shirley J. Clark*

Corporation Clerk

ARTICLES OF INCORPORATION

FILED  
SECRET  
DATE

19 35

OF

SILVER VALLEY ECONOMIC DEVELOPMENT CORPORATION

H. F. MAGNUSON, being over the age of twenty-one (21) years and a citizen of the United States of America, for the purpose of forming a nonprofit corporation under the provisions of Chapter 3, Title 30, Idaho Code, adopts the following Articles of Incorporation:

Article I

The name of this corporation shall be SILVER VALLEY ECONOMIC DEVELOPMENT CORPORATION.

Article II

The period of duration of this corporation shall be perpetual.

Article III

This corporation shall be a nonprofit corporation.

Article IV

This corporation is formed and organized exclusively for charitable, education, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended (or the corresponding provision of any future United States Internal Revenue Law).

Article V

The address of the registered office of this corporation is Shoshone Building, P. O. Box 418, Wallace, Idaho, 83873, and the name of its registered agent at such address is Edward J. Anson.

## Article VI

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 herein. No substantial part of the activities of the corporation shall be 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 1954 (or the corresponding provision of any future United States Internal Revenue Law) or 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).

## Article VII

This corporation may be dissolved in the manner as prescribed by the laws of the State of Idaho. 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 a manner, as to such organization or organizations organized and operated exclusively for charitable, educational, 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 said Court shall determine, which are organized and operated exclusively for such purposes.

#### Article VIII

This corporation shall be formed without capital stock. Membership certificates shall be issued to each member and shall not be assignable. The voting power, rights, and interest of each member shall be equal, and no member can have or acquire a greater interest than any other member. The terms and conditions of admission to membership shall be prescribed by the Bylaws.

#### Article IX

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now and hereafter prescribed by the Laws of the State of Idaho, and all rights conferred upon the members of the corporation herein are granted subject to this reservation.

## Article X

The Board of Directors shall have the full power to adopt, alter, amend, or repeal the Bylaws or adopt new Bylaws in the manner prescribed by statute. Nothing herein shall deny the concurrent power of the members to adopt, alter, amend, or repeal the bylaws.

## Article XI

The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the directors shall be prescribed in the Bylaws, but the number of the first directors shall be eighteen, and they shall serve until the first meeting of members and until their successors are elected and qualified, and their names and mailing addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
H. F. Magnuson	P. O. Box 469 Wallace, Idaho 83873
Dale Lavigne	P. O. Box "A" Osburn, Idaho 83849
Edward J. Anson	P. O. Box 418 Wallace, Idaho 83873
Jon Cantamessa	P. O. Box 679 Wallace, Idaho 83873
John Clark	P. O. Box 393 Silverton, Idaho 83867
Thomas Ferry	P. O. Box 753 Wallace, Idaho 83873
James Hail	146 King Street Wallace, Idaho 83873
Jack Kendrick	P. O. Box 28 Kellogg, Idaho 83837
Archie Hulsizer	4 King Street Wallace, Idaho 83873


<u>NAME</u>	<u>ADDRESS</u>
R. M. MacPhee	P. O. Box 29 Kellogg, Idaho 83837
Lamont Petersen	P. O. Box 35 Osburn, Idaho 83849
John Reynolds	405 Mullan Avenue Kellogg, Idaho 83837
Robert Peterson	HC-1, Box 88 Kellogg, Idaho 83837
Bernie L. Rowe	3601 Hillcrest Drive Coeur d'Alene, Idaho 83814
Mervin Hill	102 Emerald Drive Kellogg, Idaho 83837
Terrance Ward	P. O. Box 1264 Wallace, Idaho 83873
Maurice Pellissier	311 Pine Street Wallace, Idaho 83873
William Zanetti	P. O. Box 500 Wallace, Idaho 83873

#### Article XII

The name and address of the incorporator of this corporation is as follows:

H. F. Magnuson	P. O. Box 469 Wallace, Idaho 83873
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The incorporator has signed these Articles of Incorporation this 23 day of December, 1985.

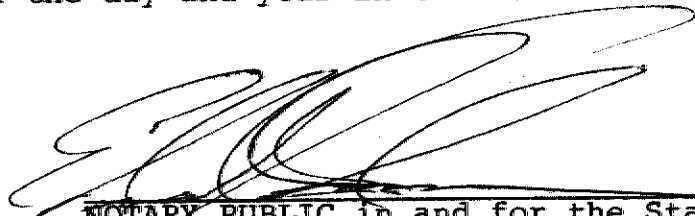
  
 \_\_\_\_\_  
 H. F. MAGNUSON

STATE OF IDAHO       )  
                              ) ss.  
County of Shoshone)

On this 23 day of December, 1985,  
before me, a Notary Public in and for the State of Idaho,

personally appeared H. F. MAGNUSON, known to me to be the person whose name is subscribed to the within instrument, and acknowledged and swore to me that he 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.



NOTARY PUBLIC in and for the State  
of Idaho, residing at WALLACE