

Articles of Incorporation
Of the
Idaho Gem Club, Inc.

Boise, Idaho
December 1999

Know all men by these presents:

The Members of Idaho Gem Club, Inc., a nonprofit corporation (“Corporation”) organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code (“Act”), unanimously approved and adopted the following Amended and Restated Articles of Incorporation (“Articles”) on February 1, 2000.

And we do hereby certify:

Article I

The name of this corporation is “Idaho Gem Club, Inc.”

Article II

This corporation is formed for the purposes and shall have power:

1. To promote mutual, educational and scientific interest and benefits of its members and the general public; to promote the interests of its members and the general public in mineralogy, geology, gemology, the art of lapidary and kindred arts and sciences; to aid in dissemination of knowledge to its members and the general public of such earth and kindred sciences.
2. To encourage through lectures, books, manuscripts, literature, demonstrations, and other means, greater interests of its members and the general public in the various branches of gathering, cutting, polishing, displaying, and

uses of precious and semi-precious stones, fossils, petrified woods, and minerals; to promote the study thereof by its members and the general public.

3. To encourage searching and prospecting for deposits of minerals, precious and semi-precious stones, geological specimens and minerals.

4. To encourage formation of clubs, associations, and corporations for the purposes herein mentioned; to secure the affiliation of clubs, associations, and corporations with this corporation for mutual benefits.

5. To issue by publication or otherwise, items of interest, manuscripts, circulars, and other writings, or otherwise, for benefit of its members, affiliated organizations and the general public.

6. To own by purchase, lease, exchange, or otherwise acquire and dispose of, personal and real property necessary, incidental, auxiliary or convenient to the business of this corporation and its purposes and objectives.

7. To place in educational institutions and public buildings, exhibits of products gathered, mined, cut, polished, and prepared for the purpose of creating interest in the objects and purposes of this corporation.

8. To identify, classify, and label specimens; to keep a record of locations where specimens may be procured for the benefit of its members, affiliated organizations, and the general public and for scientific purposes.

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Article III

The principal office and place of business of this corporation is Boise, Ada County, Idaho. It may establish offices elsewhere as may be directed by its Board of Directors.

Article IV

The duration of this corporation shall be unlimited and perpetual.

Article V

The number of directors of this corporation shall be not less than five nor more than fifteen, as may be fixed by the By-Laws. Qualification of Directors, their remuneration, terms of office, manner of election, time, place, and manner of calling meetings, and their powers and duties, may be prescribed by the By-Laws.

Article VI

This corporation is not organized for pecuniary profit, and shall not issue capital stock. The corporation shall issue a membership certificate to each of its members, which can, by such transfer, become a member of the corporation, except by resolution by the Board of Directors and under such regulations as the By-Laws may prescribe. The members shall have voting rights.

Article VII

The Directors shall have power, by a majority vote, to repeal and amend the By-Laws and adopt new By-Laws of the corporation.

Article VIII – No Member May Benefit From Earnings

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 purpose set forth in Article II of the Articles of Incorporation. No substantial part of the activities of the corporation shall be used to influence legislation. The corporation shall not participate in, or intervene in, any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Article IX – Dissolution

In the event of the dissolution of the corporation, the remaining net assets shall be distributed to qualified organization(s) under the provisions of Sec. 501(c)(3) of the Internal Revenue Code or the corresponding section of any future tax code, at the discretion of the Board of Directors by majority vote thereof. A Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located shall dispose of any such assets not so disposed of.

Article X – Registered Office and Agent

The location of the Corporation is in the City of Boise, County of Ada, and in the State of Idaho. The address of the registered office is 225 North 9th Street, Suite 210, Boise, Idaho 83702, and the name of the registered agent at this address is Allan R. Bosch.