

# SECRETARY OF STATE



## CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **NORTHEASTERN NEVADA STEWARDSHIP GROUP, INC.** did on **May 5, 1999** file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand  
and affixed the Great Seal of State, at my office, in  
Carson City, Nevada, on **May 5, 1999**.



*Dean Heller*

Secretary of State

By

*Patricia Isaman*

Certification Clerk

MAY 05 1999

No. C10881-99

*Dean Heller*  
DEAN HELLER, SECRETARY OF STATE

**CERTIFICATE OF ACCEPTANCE OF APPOINTMENT  
BY  
RESIDENT AGENT**

In the matter of Northeastern Nevada Stewardship Group, Inc.

(name of business entity)

I, WILSON AND BARROWS, Ltd., hereby state that on 4/14/99  
(Name of Resident Agent) (date)

I accepted the appointment as resident agent for the above named business entity.

The street address of the resident agent in this state is as follows:

442 Court Street

(street address)

N/A

(suite number)

Elko

(city)

, Nevada

89801

(zip code)

WILSON AND BARROWS, LTD.

BY *[Signature]*

(signature of resident agent)

4/14/99

(date)

MAY 05 1999

No. C 10881-99

DEAN HELLER, SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

NORTHEASTERN NEVADA STEWARDSHIP GROUP, INC.,

a nonprofit corporation

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, being one or more natural persons, does hereby establish a nonprofit corporation (not organized for the private gain of any person) under and by virtue of Chapter 82 of Nevada Revised Statutes, and all acts amendatory thereof and/or additional thereto, and do hereby certify and adopt the following Articles of Incorporation:

1. **Name:** The name of the corporation is **Northeastern Nevada Stewardship Group, Inc.**, a nonprofit corporation.

2. **Resident Agent:** The name of the corporation's initial resident agent is Wilson and Barrows, Ltd. The street address where process may be served upon the corporation's resident agent is 442 Court Street, Elko, Nevada 89801. The mailing address of the resident agent is the same as the street address.

3. **Nonprofit Status:** The corporation is a nonprofit corporation.

4. **Purposes:** This corporation is organized exclusively for the following purposes:

- A. Education of the public regarding the benefits of multiple use of public lands.
- B. Facilitation of dispute resolution pertaining to the use of public lands.
- C. Contribution to and coordination of public and private land planning.
- D. Promotion of scientific research and education relating to multiple use of public and private lands, so as to maintain such lands as healthy ecosystems.

Such purposes shall be limited by section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law. 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 and 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 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

5. **Board of Directors:** The corporation must be managed by a Board of Directors of three persons, all of whom must be at least 18 years of age. Directors need not be members. The number of Directors may be increased or decreased from time to time by amendment of the Bylaws. The first Board of Directors is as follows:

<b>Lynn Connors</b>	Anglo Gold HC 31, Box 78 Elko, Nevada 89801
<b>Doug Clarke</b>	2035 Last Chance Road Elko, Nevada 89801
<b>James Collord</b>	1239 Park View Drive Elko, Nevada 89801

6. **Incorporator:** The name, post office box or street address, residence or business, of the incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Stewart R. Wilson	442 Court Street Elko, Nevada 89801

7. **Duration:** The corporation shall have a perpetual existence.

8. **Members:** The corporation may have one or more classes of members as provided in the Bylaws. A member is not, as such, personally liable for the acts, debts, liabilities, or obligations of the corporation.

9. **Stock:** The corporation may not have or issue shares of stock.

10. **Bylaws:** The Directors shall have the power to make and alter the Bylaws of the corporation. Bylaws made by the Directors under the power so conferred may be altered, amended or repealed by the Directors, or by the members, at any meeting called and held for the purpose or by unanimous, written resolution in lieu of a meeting.

11. **Resolutions:** A resolution in writing, signed by all the members of the Board of Directors, or a voting majority of all members, as the case may be, shall be and

constitute action by the Board of Directors or members, respectively, to the effect therein expressed, with the same force and effect as though such resolution had been passed at a duly noticed meeting, and it shall be the duty of the Secretary to record every such resolution in the Minute Book of the corporation, under its proper date.


12. **Immunity:** Except as otherwise provided in NRS 82.136 and 82.536 and Chapter 35 of NRS, no action may be brought against an officer or director of a corporation based on any act or omission arising from failure in his official capacity to exercise due care regarding the management or operation of the corporation unless the act or omission involves intentional misconduct, fraud or knowing violation of the law.

13. **Nonprofit Provisions:**

- a. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.
- b. All corporate property is irrevocably dedicated to the purposes set forth in Article 4, above. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.
- c. On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) organized and operated exclusively for charitable, religious, scientific, testing for public safety, literary, or educational purposes, fostering national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, which has established its tax-exempt status under section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).
- d. The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1986 or corresponding provisions of any later federal tax laws.
- e. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.


- f. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
- g. The corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
- h. The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

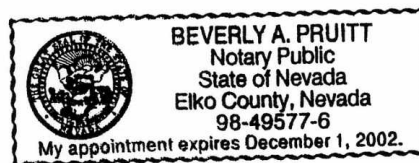
IN WITNESS WHEREOF, I have hereunto set my hand and executed these presents as of the 14<sup>th</sup> day of April 1999.

  
Stewart R. Wilson

STATE OF NEVADA,       )  
  ) ss.  
COUNTY OF ELKO.       )

On the 14<sup>th</sup> day of April 1999, personally appeared before me, a Notary Public, **Stewart R. Wilson**, personally known (or proved) to me to be the person whose name is subscribed to the above instrument who acknowledged that he executed the above instrument.

  
NOTARY PUBLIC



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April 14, 1999