

**ARTICLES OF INCORPORATION
OF
SOUTH LINCOLN COUNTY ECONOMIC DEVELOPMENT FOUNDATION**

A Non-Profit Corporation

In compliance with the requirements of Wyoming Nonprofit Corporation Act, the undersigned being of full age, have this day voluntarily associated themselves for the purpose of forming a Incorporation:

1. The name of the corporation is SOUTH LINCOLN COUNTY ECONOMIC DEVELOPMENT FOUNDATION.
2. The corporation is a public benefit corporation.
3. The corporation is organized exclusively for charitable, educational, economic and community development, and scientific purposes, including for such purposes relating to educational, and scientific activities and the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. The corporation shall not have any members.
5. No part of the net earnings 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 herein. 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 any political campaign on behalf of or in opposition of any candidate for public office (including the publishing or distribution of statements). 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 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
6. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be

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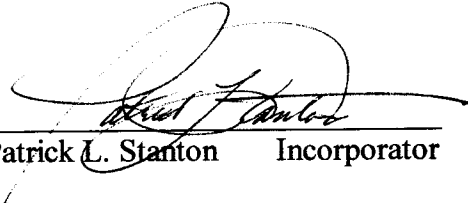
disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization of organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

7. The principal office of the Corporation is located at 220 Hwy 30 & 189, Diamondville, Wyoming 83116.
8. The corporation shall not issue any capital stock.
9. A board of directors consisting of not fewer than three and not more than six directors shall govern the corporation. The Board of Directors shall conduct the affairs of the corporation in compliance with the corporate bylaws. The Board of Directors shall be self-perpetuating. The number of Directors may be changed by amendment of the by-laws of the corporation. The initial Board of Directors shall serve until the first annual meeting or until their successors are elected.
10. The corporation shall have all of the powers enumerated in W.S. 17-19-302, and as hereinafter amended.
11. The Corporation is organized not for pecuniary profit and its purposes and powers shall be strictly charitable and shall include all purposes authorized by law for a nonprofit corporation in the State of Wyoming now or hereinafter by statute or otherwise, including but not limited to the following:
 - A. Serving as a resource of funding and a catalyst for encouraging local residents to support "charitable purposes" and activities, stimulate local cultural and community public benefit efforts, encouraging public-private partnerships, and helping other grant makers and donors achieve their philanthropic objectives within Lincoln County and Southwest Wyoming.
 - B. Providing human and financial resources for the improvement and progress of the communities of Lincoln County and Southwest Wyoming through planning, development, and support of cultural, educational, and economic community development projects:
 - C. Responding quickly, creatively, and effectively to emerging and new public benefit opportunities throughout Lincoln County and Southwest Wyoming:
12. For the purposes of these Articles of Incorporation, "charitable purposes" includes educational, scientific, economic and community development, public and other purposes, contributions for which are deductible under Section 170 © (1) and (2A) and (2B) of the Internal Revenue Code of 1986, and "qualified charitable organizations" means an organization which is described in these sections. Any reference in these Articles of Incorporation to a section of the

Internal Revenue Code of 1986 shall be deemed to include the corresponding provision or provisions of any applicable future Internal Revenue Code.

13. The initial registered agent is Patrick Stanton. The address of the initial registered agent of the corporation is:
P.O. Box 495, 20 U.S. Hwy. 30/189, Diamondville, Wyoming 83116

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Wyoming, the undersigned have executed these Articles this 5th day of January, 2006.



Patrick L. Stanton Incorporator

CONSENT TO
APPOINTMENT AS REGISTERED AGENT

1. I, Patrick L. Stanton, voluntarily consent to serve as the registered agent for SOUTH LINCOLN COUNTY ECONOMIC DEVELOPMENT FOUNDATION, on the date shown below:

2. I know and understand the duties of a registered agent as set forth in the 1989 Wyoming Business Corporation Act.

Dated this 5th day of January 2006.



Patrick L. Stanton
P.O. 495
20 U.S. Hwy. 30/189
Diamondville, Wyoming 83116

**BYLAWS
OF
SOUTH LINCOLN COUNTY ECONOMIC DEVELOPMENT FOUNDATION**

ARTICLE I – Location and General Provisions

- Section 1. **The name of this organization shall be the SOUTH LINCOLN COUNTY ECONOMIC DEVELOPMENT FOUNDATION, hereinafter referred to as SLCEDF.**
- Section 2. **The principal office of this corporation, at which the general business of this corporation shall be transacted and where the records of this corporation shall be kept, shall be at 20 U.S. 30/189, Diamondville, Wyoming 83116, which is co-located with South Lincoln County Economic Development Corporation hereinafter referred to as SLCEDC.**
- Section 3. **These by-laws shall govern the affairs of SLCEDF.**
- Section 4. **The area to be served by SLCEDF includes Lincoln County and communities located generally in Southwest Wyoming.**
- Section 5. **The fiscal year for SLCEDF shall be July 1st to June 30th.**
- Section 6. **The corporation will have a corporate seal.**
- Section 7. **SLCEDF has a special relationship with SLCEDC. SLCEDC is an organization engaged in a variety of economic development activities designed to fulfill the goals and objectives of that organization and serves the same area served by SLCEDF, which are Lincoln County and the communities located generally in Southwest Wyoming.**

ARTICLE II – Board of Directors

- Section 1. **Directors.** The Board of Directors of this corporation shall consist of not fewer than three and not more than six directors. The Board shall consist of the executive board of South Lincoln County Economic Development Corporation (SLCEDC), and two members selected at large by and from the SLCEDC Board. The executive board of SLCEDC consists of the Chairman, Vice-Chairman, Secretary, and Treasurer. The Board of Directors of SLCEDF shall serve in the same capacity as they do on the SLCEDC Board.
- Section 2. **Terms of Directors.** The terms of the directors shall be (1) year.

- Section 3. **Vacancies.** In the event of a Director vacancy, the SLCEDC Board through the election process of the SLCEDC executive board will fill the vacancy.
- Section 4. **Compensation.** There shall be no compensation of any kind, whether direct or indirect, to Board Members from SLCEDF.
- Section 5. **Ex-officio Members.** The Board of Directors may, at their discretion, appoint ex-officio members to the board who shall be advisory members of the Board of Directors. The Board shall determine the term. All ex-officio members shall be non-voting directors of this corporation.

ARTICLE III - Meetings

- Section 1. **Regular meetings.** Regular meetings of the SLCEDF shall be scheduled in conjunction with regular meetings of the SLCEDC Board, which is approximately every 30 days.
- Section 2. **Special Meetings.** The SLCEDF Chairman or Vice-Chairman, if necessary, shall call special meetings.
- Section 3. **Annual Meetings.** An annual meeting, which may be coincidental with a regular SLCEDF Board Meeting, shall be conducted in conjunction with the annual meeting of the SLCEDC Board. The Board of Directors will set the date of the meeting.
- Section 4. **Notice of Meetings.** Written, e-mailed, or personal notice for each regular meeting of the Board of Directors stating the time and place thereof shall be made prior to the meeting to each director.
- Section 5. **Quorum.** At all meetings of the Board of Directors, each director shall be entitled to cast one (1) vote on any question coming before the meeting. The presence of a majority of the directors of the Board of Directors shall constitute a quorum at any meeting.

ARTICLE IV – Officers

- Section 1. **Officers.** The officers of the SLCEDF shall be Chairman, Vice-Chairman, Secretary, and Treasurer. No officer shall hold more than one office at any given time. The officers are authorized to execute the business of SLCECF as approved by the Board of Directors.
- Section 2. **Election of Officers.** Officers shall be elected each year at the annual meeting of the SLCEDC. Officers of the SLCEDC shall perform as the officers of the SLCEDF. Election shall be determined by a plurality of those Directors voting for each elective position.

Section 2. **Terms of Officers.** The term of each officer shall be for one (1) year.

Section 3. **Duties.**

- a. **Chairman** – shall preside over regular, special and annual meetings of SLCEDF. He/She shall be duly authorized by the Board of Directors to conduct business on behalf of SLCEDF in a manner consistent with the laws of the State of Wyoming and the United States of America.
- b. **Vice-Chairman** – The Vice-Chairman shall assist the Chairman and assume his/her duties in the absence of the Chairman. In instances where an apparent conflict of interest exists, the Vice-Chairman may temporarily assume the duties of the Chairman.
- c. **Secretary** – The Secretary shall see that minutes are kept of the proceedings of all SLCDEF meetings. The Secretary shall insure that corporate records are maintained and other usual and customary duties associated with this office are accomplished.
- d. **Treasurer** – The treasurer shall be responsible for overseeing the funds of SLCEDF. In addition, the Treasurer shall maintain oversight authority of corporate transactions and the preparation, issuance of financial reports and compliance with annual audit requirements or consistent with federal law or make provisions for accomplishing this task.

Section 4. **Additional Powers.** Any officer of this corporation, in addition to the powers conferred upon him or her by these bylaws, shall have such additional powers and perform such additional duties as may be prescribed from time to time by the board of Directors.

ARTICLE V – Miscellaneous

Section 1. **Amendments.** The Board of Directors may amend the corporation's Articles of Incorporation and these Bylaws to include or omit any provision, which could be lawfully included or omitted at the time such amendment is made. Any number of amendments may be submitted and voted upon at a single meeting of the Board of directors and shall be adopted at such meeting upon receiving a majority vote of the directors who are entitled to vote on the proposed amendment of revision.

Section 2. **Deposit of Funds.** All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies, or other depositories as the Board of directors may approve or designate, and all such funds shall be withdrawn only in the manner of manners authorized by the Board of Directors. All withdrawals must be signed by two authorized persons. An authorized person must be a member of SLCEDF Board of Directors.

SEAL

ATTEST:

BY: *[Signature]*
Chairman

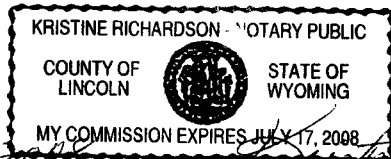
STATE OF WYOMING)
)

Eric Boley, first duly having been sworn an oath, deposes and says: that he is the chairman of SLCEDF: that he has read the foregoing Bylaws of SLCEDF and knows the contents thereof: and that he certifies that the contents of the same are true and correct and were adopted at a meeting of the Directors held on January 5, 2006.

[Signature]
Chairman

The foregoing instrument was acknowledged before me by Eric Boley
this 5th day of January, 2006.

Witness my hand and official seal.



My commission expires: July 17, 2008 *[Signature]*
Notary Public