

CERTIFICATE OF INCORPORATION

COPPER COUNTRY PRESERVATION, INC.

ARTICLE I. NAME. The name of the Corporation is Copper Country Preservation, Inc.

ARTICLE II. TERM. The term of the Corporation shall be perpetual.

ARTICLE III. PURPOSES. The Corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Section 501(c) 3 of the Internal Revenue Code of 1986, and more specifically to:

- A. Educate the public about and stimulate public interest in and support for the assessment, preservation, protection, development and enhancement of the heritage embodied in the historical, natural and cultural resources associated with copper in the development of an American industrial society and the effects on the Keweenaw Peninsula of providing that copper.
- B. Preserve, interpret, and promote the historical, natural, cultural educational and recreational resources related to the scientific, engineering, industrial and ethnic heritage of the copper mining industry in the Keweenaw Peninsula for the education, benefit, and inspiration of present and future generations.
- C. Engage in a collaborative process with the Keweenaw National Historical Park Advisory Commission, the Keweenaw National Historical Park and other community stakeholders to enhance natural and cultural resource development, interpretation and management and public use in the Keweenaw Peninsula.
- D. Foster a close working relationship with all levels of government, the private sector and local communities in the Keweenaw to preserve the copper heritage while strengthening future economic opportunities.

ARTICLE IV. POWERS. The Corporation shall have, without limitation by the specification thereof, the following powers, all of which shall be exercised exclusively in connection with the promoting or carrying out of the purposes of the Corporation mentioned in Article III hereof: to undertake in conjunction with the Keweenaw National Historical Park Advisory Commission and the Keweenaw National Historical Park, and other community stakeholders, any lawful acts and things and engage in any and all lawful activities which may be necessary, useful, suitable or desirable for the furtherance of any or all the purposes for which the Corporation is organized and to aid or assist other organizations, the activities of which are such as to further any of such purposes. The Corporation's general powers should include, but not be limited to the following:

- A. To receive, hold, administer, and transfer funds for the benefit of the Corporation, or its successor, and to take and hold, by bequest, devise, gift, federal, local appropriations or grant, purchase or lease, either absolutely or in trust, any funds and property, real, personal or mixed, tangible or intangible without limitation as to amount or value, except such limitations, if any, as may be imposed by law.
- B. To sell, lease, borrow, encumber, exchange, subdivide, convey and dispose of any such property and to invest and reinvest principal and income thereof and to deal with and expend principal and income there from for the purposes as stated without limitation,

except such limitations, if any as may be contained in the instrument under which such property is received or such limitations, if any, as may be imposed by law.

ARTICLE V. MEMBERS. The Corporation shall have no general members. For all purposes of voting and decision making in all matters pertaining to the management and operation of the corporation, the Board of Directors shall be deemed its members.

ARTICLE VI. BOARD OF DIRECTORS. The management and control of the Corporation shall be vested in its Board of Directors in the manner provided in the bylaws.

ARTICLE VII. PROSCRIBED ACTIVITIES.

1. The Corporation is nonprofit and no part of the Corporation's income is distributable to its Directors or officers, and the Corporation shall not have or issue shares of stock or pay dividends.
2. The Corporation is organized and, notwithstanding any other provisions of this Certificate of Incorporation, shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c) 3 of the Internal Revenue Code of 1986, and the regulations hereunder, as the same now exist and may hereafter be amended from time to time.
3. In no event shall any part of the net earnings of the Corporation inure to the benefit of, or be distributable to its Directors or officers or to 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 III hereof.
4. No substantial part of the activities of the Corporation shall be carrying on of propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. Any activity to influence legislation will be strictly limited to legislation that directly benefits the charitable and educational purposes of the Corporation and only to the extent as will not jeopardize the Corporation's 501(c) 3 status or the tax deductible status of contributions to the Corporation.
5. Notwithstanding any other provision of this Certificate of Incorporation, 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 (b) by a corporation, contributions to which are deductible under Section 170(c) 2 of the Internal Revenue Code.

ARTICLE VIII. DISSOLUTION. In the event of the dissolution of the Corporation, all its assets remaining, after the payment of all debts and obligations of the Corporation, shall be distributed to the Keweenaw National Historical Park.

ARTICLE IX. ADDRESS. The address of the initial registered office of the Corporation is:

25970 Red Jacket Road, Calumet, MI 49913

The name of the initial registered agent at the foregoing office is:

Alison K. Hoagland

ARTICLE X. INCORPORATORS. The name and address, including street and number, of each incorporator is:

Alison K. Hoagland, 211 East Street, Houghton, MI 49931

Susan C. Cone, PO Box 46, Calumet, MI 49913

Rev. Robert V. Langseth, PO Box 306, Calumet, MI 49913

IN WITNESS WHEREOF, the incorporators hereof have signed this Certificate of Incorporation on the dates indicated beside their signature:

_____ Date _____

_____ Date _____

_____ Date _____

County of Houghton
State of Michigan ss:

On this ___ day of _____ 2006, before me, a Notary Public in and for the County of Keweenaw, State of Michigan, personally appeared Alison K. Hoagland, Susan C. Cone and Rev. Robert V. Langseth, to me severally acknowledged they executed the same freely and for the intents and purposes therein stated.

Notary Public

My Commission Expires: