

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

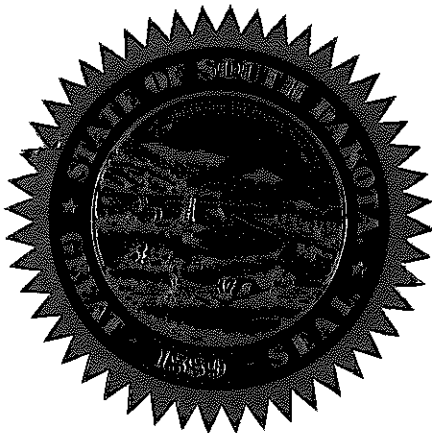
Restated Certificate of Incorporation

ORGANIZATIONAL ID #: NS009260

I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Restated Articles of Incorporation of **SPEARFISH CANYON OWNERS ASSOCIATION, INC.** duly signed and verified, pursuant to the provisions of the South Dakota Business 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 hereby issued this Restated Certificate of Incorporation and attach hereto a duplicate of the Restated Articles of Incorporation of **SPEARFISH CANYON OWNERS ASSOCIATION, INC.**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this August 3, 2006.



Chris Nelson
Chris Nelson
Secretary of State

RestatedCert Merge.doc

Filed this 31st day of Aug 2006
Chris Nelson
SECRETARY OF STATE

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SPEARFISH CANYON OWNERS ASSOCIATION, INC.**

KNOW ALL PERSONS BY THESE PRESENTS:

That we, the undersigned, being residents of Lawrence County, South Dakota, of full legal age, for ourselves, our associates and successors, for the purpose of forming a South Dakota non-profit corporation under Chapter 47-22 of the South Dakota Codified Laws, do hereby certify and declare as follows:

ARTICLE 1

The name of this corporation shall be **SPEARFISH CANYON OWNERS ASSOCIATION, INC.**

ARTICLE 2

The period of duration shall be perpetual.

ARTICLE 3

The purposes of the corporation shall be:

- A. To maintain the beauty, serenity and attractiveness of Spearfish Canyon and monitor and protect the water quality and flow of Spearfish Creek and its tributaries and to preserve in perpetuity the covenants and conditions placed upon the property by Homestake Mining Company of California;
- B. To encourage and support the United States Forest Service, and any appropriate state agencies, in pursuing activities necessary to improve the health of the forest in Spearfish Canyon, including activities to assure improved fire protection and fuels reduction therein.
- C. To enter into any kind of activity, and to make, execute and carry out contracts of any kind necessary or incidental to the furtherance of its business; and,
- D. To promote the interests of the corporation, and carry on its business, or the purposes of attaining or furthering any of its business, to do any and all acts and things, and to exercise any and all other powers which now or hereafter may be authorized by law.

ARTICLE 4

The corporation shall have two classes of members, Voting Members and Non-Voting Members.

- A. A Voting Member shall be a person who owns, leases or possesses a building site in the Spearfish Canyon Watershed Area, whose property is subject to the Declaration of Covenants, Conditions, Restrictions and Reservations for Homestake Cabin Lot Sales in Spearfish Canyon, by Declaration dated the 1st day of June, 1990, by Homestake Mining Company of California.
- B. Any other person, governmental entity or organization may become a Non-Voting member by paying annual dues established by the Board. Non-Voting Members may participate in all meetings and activities of the organization, and otherwise participate in the business and activities of the organization, but shall not be entitled to vote.
- C. A Non-Voting Member, who owns, leases or possesses a building site in the Spearfish Canyon Watershed Area, but whose real property is not subject to the Declaration described in Subparagraph A above may become a Voting Member by voluntarily subjecting such real property to the Declaration by an appropriate instrument, in writing, filed in the office of the Lawrence County Register of Deeds.
- D. The annual dues for membership shall be set by the Board of Directors at its meeting immediately following the annual membership meeting. Only Voting Members, whose dues are current, may vote.

ARTICLE 5

The registered address of the corporation shall be:

Spearfish Canyon Owners Association, Inc.
21116 Highway 14A
Lead, SD 57754.

The mailing address of the corporation shall be:

Spearfish Canyon Owners Association, Inc.
PO Box 480
Lead, SD 57754

The registered agent of the corporation shall be:

P. David Brueckner
21250 Highway 14A
Lead, South Dakota 57754.

ARTICLE 6

The Board of Directors shall consist of nine (9) persons, to be elected by the membership.

The current Board of Directors of the corporation consist of:

Mr. Bob Geis, President
907 Franklin Street
Rapid City, SD 57701

Mr. Jim Nelson, Vice-President
2122 Mustang Lane
Spearfish, SD 57783

Mr. Richard A. Pluimer, Secretary
135 E. Colorado Blvd.
Spearfish, SD 57783

Mr. P. David Brueckner, Treasurer
21250 Highway 14A
Spearfish, SD 57783

Mr. Jack Wanstedt
21193 US Hwy 14A
Lead, SD 57754

Mr. Steve McCarthy
5740 W Hwy 44
Rapid City, SD 57702

Ms. Linda Christenson
PO Box 1017
Spearfish, SD 57783

Mr. Ralph Reausaw
21435 US Hwy 85
Lead, SD 57754

Mr. Paul Hedge
10820 Hagmann Ln
Lead, SD 57754

ARTICLE 7

The original incorporators of the corporation were:

Mr. Eugene A. Chaput
Box 877
Lead, SD 57754

Mr. Jack R. Cole
Box 882
Spearfish, SD 57783

Mr. Jack M. Morcom
508 Ridgeroad
Lead, SD 57754

Mr. Gerald M. Fort
HC 37, Box 1310
Lead, SD 57754

Mr. Arlendo Lillehaug
HC 37, Box 1390
Lead, SD 57754

Ms. June C. Pluimer
Box 396
Spearfish, SD 57783

Mr. James B. Dunn
619 Ridgeroad
Lead, SD 57754

Ms. Charlotte Lakson
Box 568
Lead, SD 57754

Mr. Rich Harr
Homestake Mining Company
Lead, SD 57754

Mr. Jim Shevling
Box 1012
Spearfish, SD 57783

Mr. Gary Loving, General Manager
Homestake Mining Company
215 W. Main Street
Lead, SD 57754

ARTICLE 8

The internal affairs of the corporation shall be governed and regulated by the Board of Directors. Upon the dissolution or final liquidation of Spearfish Canyon Owners Association, Inc., all of the assets and liabilities of the corporation shall be transferred and set over to the Spearfish Canyon Fire Protection District.

ARTICLE 9

The corporation shall indemnify any person, to the maximum extent permitted by South Dakota law, specifically including, but not limited by SDCL 47-22-65.1 through 47-22-65.8 and SDCL 47-23-27 (incorporated herein by reference and hereby made a part of these Articles of Incorporation), who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative other than an action by or in the right of the corporation by reason of the fact that that person is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent or another corporation, limited liability company, partnership, joint venture, trust, or other enterprise, against expenses including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with the action, suit, or proceeding if that person acted in good faith and in a manner that person reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful.

ARTICLE 10

The corporation is formed as a South Dakota Non-Profit Corporation under SDCL Chapter 47-22, and is intended to be exempt from taxation pursuant to 26 USC §501(a) or 26 USC §501(c) of the Internal Revenue Code.

These Amended and Restated Articles of Incorporation, set forth herein, correctly set forth the provisions of the Articles of Incorporation as heretofore amended, and that such Amended and Restated Articles of Incorporation have been duly adopted as required by law. The Amended and Restated Articles of Incorporation, as set forth herein, supercede the original Articles of Incorporation and all amendments thereto.

These Amended and Restated Articles of Incorporation are being restated as authorized by SDCL 47-22-3.

The Amended and Restated Articles of Incorporation were unanimously adopted by a majority vote of the vote entitled to be cast by members present or represented by proxy at the annual meeting of members of the corporation held on July 8, 2006.

SPEARFISH CANYON OWNERS
ASSOCIATION

ATTEST:



RICHARD A. PLUIMER, Secretary
(Corp. Seal)

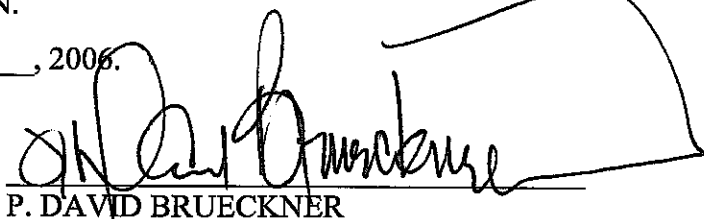


JAMES NELSON, President

CONSENT OF APPOINTMENT BY REGISTERED AGENT

I, P. DAVID BRUECKNER, hereby give my consent to serve as the registered agent for SPEARFISH CANYON OWNERS ASSOCIATION.

Dated this 2nd day of August, 2006.



P. DAVID BRUECKNER