

ARTICLES OF INCORPORATION
OF
WYOMING STATE MINERAL AND GEM SOCIETY, INC.

We, the undersigned United States citizens of the age of twenty-one years or more, acting as incorporators adopt the following Articles of Incorporation as restated and amended:

I. **Name**-The name of the corporation shall be Wyoming State Mineral and Gem Society, Inc (WSMGS). WSMGS is a member organization of the Rocky Mountain Federation of Mineralogical Societies (RMFMS). RMFMS is one of seven regional member groups of the American Federation of Mineralogical Societies (AFMS).

II. **Registered Agent / Office**-The Registered Agent and location of the principal office of the Wyoming State Mineral and Gem Society, Inc is designated as the current Wyoming State Mineral and Gem Society Treasurer:

Registered Agent

A. Name: Jane Neale

B. Address: 1207 Road 9-Powell, WY 82435

Mailing Address of Wyoming State Mineral and Gem Society

Jane Neale-1207 Road 9-Powell, WY 82435

III. **Purpose**-The purposes of the Wyoming State Mineral and Gem Society, Inc are to promote lawful educational and charitable activities for its member groups and the general public, including but not limited to:

1. promoting popular interest and education in the various earth sciences such as geology, mineralogy, paleontology, gemology, archaeology, and related subjects.
2. sponsoring means of recognizing and coordinating the work of member groups and individuals interested in the various earth sciences.

IV. **Restriction on Activities**-This Corporation is organized as a nonprofit. Any financial income will be spent with the approval of the Board of Directors as stated in the WSMGS By-laws and in accordance with the Wyoming and Federal Internal Revenue tax codes. In addition the following limitations shall apply to the Wyoming state Mineral And Gem Society, Incorporated:

A. WSMGS shall not make any financial distribution payments that inure to the benefit of its directors/officers, members, 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 its stated purposes and as directed in its organizational by-laws.

B. No substantial part the activities of the Wyoming State Mineral and Gem Society, Inc shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provision of these articles, the WSMGS shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the stated purposes of this corporation.

V. **Membership**-Membership in this corporation shall be open to all duly organized clubs that are located within the State of Wyoming, whose purpose is consistent with those of the Wyoming State Mineral and Gem Society, and are approved by the WSMGS Board of Directors. All WSMGS member clubs and their individual members are entitled to all the rights and privileges of membership and are also subject to all the responsibilities, duties, and obligations as stated in the WSMGS By-Laws.

VI. **Board of Directors**-The Board of Directors or management of this corporation shall be vested in the duly elected officers of the Wyoming State Mineral and Gem Society and their duly elected successors. The Board of Directors/officers of this Corporation must be members in good standing of this Corporation. The WSMGS State Officers shall be elected at the annual members meeting on odd-numbered years for two (2) year terms. The Board of Directors/Officers will be President, Vice President, Treasurer, Secretary, Historian, and Newsletter Editor with duties as defined in the WSMGS By-Laws.

VII. **Liability**-Members of the Board of Directors/ officers and members of the Wyoming State Mineral and Gem Society are not individually liable for any actions, inactions, or omissions by the Corporation. Individual members of the Corporation will be liable for intentional torts or illegal acts.

VIII. **Provisions**-Provisions for the Wyoming State Mineral and Gem Society organization, control, and internal affairs of the Corporation shall be determined by the elected officers and/or its members as specified in the WSMGS By-Laws.

IX. **Annual Report**-The Board of Directors will report annually to the membership a summary of that year's activities and the financial condition of the Corporation.

X. **Record Keeping**-The Corporation shall maintain copies of its Articles of Incorporation, By-Laws, amended changes in the Articles and By-Laws, minutes of all member meetings, member communications, financial statements, Membership yearbook list, annual reports, and a current list of the names and addresses of the Corporation's Board of Directors/Officers.

XI. **Amendments**-The amending of the Articles of Incorporation shall be done in accordance of the WSMGS By-Laws at an Annual Membership Meeting or at a special meeting, provided the membership receives a written copy of the proposed changes at least forty-five days in advance of such meeting.

XII. **Dissolution**-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 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 or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

XIII. **History**-The initial Articles of Incorporation for the Wyoming State Mineral and Gem Society were filed with the Wyoming Secretary of State on November 23, 1964. These revised and amended Articles of Incorporation were presented by the WSMGS Board at the Annual WSMGS Members Meeting on June 14, 2013 and approved by the membership in accordance with the WSMGS By-Laws. The replaced and amended WSMGS Articles of Incorporation were filed with the WY Secretary of State. Article XII was amended 12/17/2013 by the WSMGS Board as required by the United States Internal Revenue Service to comply with 501(c)(3) certification, approved by the WY Secretary of State 12/27/2013, and ratified by the WSMGS membership at the 7/11/2014 WSMGS Annual Meeting.

XIV. **Names/Addresses/Signatures** of current Board of Directors: Dated _____
A. President: Stanley Strike-2132 Gail Lane- Cody, WY 82414 _____
B. Vice-President: George Tillman-9075 Mohican-Casper, WY 82601 _____
C. Secretary: Mary Ann Northrup-736 Lane 13-Powell, WY 82435 _____
D. Treasurer: Jim McGarvey-P.O.Box 116-Kinnear, WY 82516 _____
E. Historian: Richard Heumier-88 Triangle Ranch Rd-Riverton, WY 82501 _____
F. Newsletter Editor: Verne Orcutt- P.O. Box 697- Cody, WY 82414 _____