



ARTICLES OF INCORPORATION
OF
THE SOUTH DAKOTA HERITAGE FUND
(AMENDED 04/30/88)

These Articles of Incorporation are signed and acknowledged by the undersigned incorporators for the purpose of forming a non-profit corporation under the "South Dakota Non-Profit Corporation Act."

Article I--Name

The name of the corporation is the South Dakota Heritage Fund.

Article II--Duration

The period of duration of the corporation shall be perpetual.

Article III--Purposes

The purpose for which this corporation is organized are Exclusively Charitable and Educational within the meaning of Section 501 (c) (3) of the United States Internal Revenue Code and are 1) to engage in the planning and conduct of all lawful activities which will encourage and foster the preservation, study, research and dissemination of information of the prehistoric and historic heritage of South Dakota and of educational programs relating to these purposes, and 2) to assist and support the purposes and work of the South Dakota State Historical Society in all its endeavors, and 3) to seek to enlist the assistance of interested individuals and organizations in the provision and assembly of financial and human resources to accomplish these ends.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

No substantial part of the activities of the corporation shall be 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-any candidate for public office.



The South Dakota Heritage Fund

Articles (Amended 04/30/88)

Page 2

Notwithstanding any other provisions 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 of 1954 (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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article IV--Membership

The membership of the corporation shall consist of the members of the board of directors of this corporation. The members of the corporation shall elect the board of directors. This corporation shall act through its voting members. They shall meet annually at a time and place specified by the chairman of the corporation and at such other times as may be provided by the By-Laws of the corporation.

Article V--Dissolution

Upon dissolution of the Corporation, the assets of the Corporation shall be distributed in accordance with the provisions of SDCL 47-26-5 and the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific - , purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal Office of the corporation is then located,

The South Dakota Heritage Fund

Articles (Amended 04/30/88)

Page 3

exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article VI--Registration

The address of the registered office of the corporation is 1906 E. Erskine, Pierre, South Dakota 57501, and the name of its Registered Agent at such address is Mr. Dayton Canaday.

Article VII--Directors

The affairs of the corporation shall be managed by its Board of Directors comprised of at least three directors, one of whom shall at all times be a resident of South Dakota. Subject to this limitation, the number of directors may be increased or decreased from time to time by an amendment to the By-Laws of the corporation and no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. The names and addresses of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Tom Kilian	2700 S. Jefferson Ave., Sioux Falls, South Dakota 57105
Cushman Clark	56 Taylor Ave., Deadwood, South Dakota 57732
Enid Hyde	517 N. Grand, Pierre, South Dakota 57501

Article VIII--Incorporators

The names and addresses of the incorporators are as follow:

<u>Name</u>	<u>Address</u>
Tom Kilian	2700 S. Jefferson Ave., Sioux Falls, South Dakota 57105
Cushman Clark	56 Taylor Ave., Deadwood, South Dakota 57732
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The South Dakota Heritage Fund

Articles (Amended 04/30/88)

Page 4

Article IX--Amendment

These articles may be amended in the manner authorized by law at the time of amendment.

Article X-Indemnification

The corporation may indemnify any person whether a director, officer or employee of the corporation as provided under SDCL 47-23-27.