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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF THE  
GSN FOUNDATION**

The undersigned, the President and Secretary of GSN Foundation, a Nevada nonprofit corporation ("Corporation"), hereby certify as follows:

1. That the undersigned are the duly elected and acting President and Secretary of the Corporation.
2. That the original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Nevada on December 29, 1999.
3. That the sole Member of the Corporation is the Geological Society of Nevada, Inc., a Nevada nonprofit corporation.
4. That the Board of Directors and the Member of the Corporation have unanimously agreed, consistent with the provisions of the original Articles of Incorporation, to amend and restate the Articles of Incorporation to hereafter read as follows:

**Article I: Name**

The name of the Corporation shall be the GSN Foundation.

**Article II: Period of Duration**

This Corporation shall exist in perpetuity, from the date of filing of these Articles of Incorporation with the Secretary of State of the State of Nevada, unless dissolved according to law.

**Article III: Objectives and Purposes**

Section 1: This Corporation is organized as a nonprofit Corporation under provisions of Chapter 82 of the Nevada Revised Statutes and is further organized exclusively for charitable, educational and scientific purposes and any combination thereof within the meaning of those terms under Section 501 (c) (3) of the Code and in this connection, subject to the restrictions set forth below, the objects and purposes of the Corporation and the nature of the business to be carried on by it shall include, but not be limited to the following:

- A. To make Contributions to primary and/or secondary schools (K-12) located within the state of Nevada for the purpose of assisting such schools with the funding of scientific or educational field trips.
- B. To make contributions to the Nevada System of Higher Education for the purpose of providing scholarships to students at such institutions who are enrolled in the geologic sciences or related fields.

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- C. To make contributions to the Nevada Bureau of Mines and Geology for the purpose of funding the geological mapping programs administered by the Nevada Bureau of Mines and Geology.
  - D. To solicit, apply for, receive, hold, invest, improve, develop, manage, administer, and distribute both real and personal property, grants, gifts, bequests, endowments and other funds for the benefit of this Corporation.
  - E. To do any and all acts that are necessary, proper, useful, incidental or advantageous to the foregoing purposes.

**Article IV: Powers and Limitations**

Section 1: This Corporation is organized and operated exclusively for charitable, educational and scientific purposes within the meaning of those terms under Section 501(c)(3) of the Code.

Section 2: In furtherance of the preceding outlined in Article III, the Corporation shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Nevada.

Section 3: This Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

Section 4: No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided in Section 501 (h) of the Code), and the Corporation shall not participate in, or intervene in, any political campaign (including the publication or distribution of statements) on behalf of or in opposition to any candidate for public office.

Section 5: To the extent that the Corporation is determined by the Internal Revenue Service to be treated as a "private foundation" under Section 509 of the Code, then the Corporation shall not (1) engage in any act of "self dealing," as defined in Section 4941 (d) of the Code, (2) retain any "excess business holdings," as defined in Section 4943 (c) of the Code, (3) make any investment that would subject the Corporation to a federal excise tax liability under Section 4944 of the Code, or (4) make any "taxable expenditures," as defined in Section 4945(d) of the Code. Furthermore, during each taxable year that the Corporation is treated as a private foundation, the Corporation shall make such distributions as are necessary to avoid the imposition of an excise tax under Section 4942 of the Code.

**Article V: Membership and Capital Stock**

Section 1: The sole Member of the Corporation shall be the Geological Society of Nevada, Inc., a Nevada non-profit corporation. The Corporation shall have no capital stock. The Bylaws of this Corporation may impose the number and qualification of Members

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of the Corporation, and the classes, rights and privileges of Members of the Corporation.

**Article VI: Board of Directors**

Section 1: The affairs and management of the Corporation shall be under the control of the governing board, which shall be known as the Board of Directors and shall consist of Directors. The Board of Directors of the Corporation shall consist of a minimum of five Directors. The number of Directors may be increased or decreased to no less than five in accordance with the provisions of the Bylaws.

Section 2: The Directors shall be elected by the Member. The terms of office and the manner of the Directors election shall be determined according to the Bylaws then in effect.

**Article VII: Bylaws**

Section 1: The Board of Directors shall have the power to draft such Bylaws as it may deem proper for the management of the affairs of the Corporation. Such Bylaws shall further prescribe the authority under which conveyance or encumbrance of all or any part of the corporate property may be made, and the persons who shall be authorized to execute the instruments of conveyance or encumbrance.

Section 2: Approval of the Bylaws shall be by the Board of Directors and the Member, as prescribed by the Bylaws.

**Article VIII: Officers**

Section 1: The Corporation shall have such officers as may from time to time be prescribed by the Bylaws. Their terms of office and the manner of their designation or election shall be determined according to the Bylaws then in effect.

**Article IX: Principal Office and Resident Agent**

Section 1: Registered Office. The street address of the registered office of the Corporation is 4785 Caughlin Parkway, Reno, Washoe County, Nevada 89519. The mailing address of the registered office is P.O. Box 30000, Reno, Nevada 89520. The Corporation may conduct all or part of its business in any other part of the State of Nevada.

Section 2: Resident Agent. The resident agent of the Corporation is the law firm of Maupin, Cox, & LeGoy, located at 4785 Caughlin Parkway, Reno, Washoe County, Nevada 89509. The mailing address of the resident agent is P.O. Box 30000, Reno, Nevada 89520.

**Article X: Nondiscriminatory Policy**

Section 1: The Corporation shall make its services, facilities, and programs available to all persons regardless of race, color, creed, national origin, or sex, and the Corporation shall not in any way discriminate against any person on the basis of race, color, creed, national origin, or sex.

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## **Article XI: Change in Articles of Incorporation**

Section 1: Either the Member or the Board of Directors of the Corporation shall have the right from time to time to propose or recommend that the Corporation be dissolved or that any provision contained in these Articles of Incorporation be amended, altered, changed or repealed; provided, however, except as otherwise provided in the bylaws, that no such plan of dissolution or amendment, alteration, change, or repeal shall become effective unless it has been submitted to and approved by a majority of the Board of Directors and the Member of the Corporation, and provided that no such amendment, alteration, change or repeal shall be made which shall:

- A. Amend, alter, change, or repeal the restrictions set forth in Article IV, Sections 3 and 4, unless the Code changes so that so amending, altering, changing, or repealing such restrictions would not disqualify the Corporation for federal income tax exemption under Section 501(c)(3) of the Code or as an organization the contributions to which are deductible under Sections 170, 642, 2055, and 2522 of the Code.
- B. Operate to permit the use, application, or disbursement or any of the principal or income of all or any part of the corporate property for any purpose other than those expressly provided for in these Articles of Incorporation.
- C. Operate to permit the principal or income of any bequest, devise, grant, or gift to this Corporation to be used contrary to the conditions, limitations, or restrictions contained in any such bequest, devise, grant or gift.

## **Article XII: Dissolution**

Section 1: All the property and assets of this Corporation are irrevocably dedicated to charitable, educational and literary purposes meeting the requirements for exemption provided in Section 501(c)(3) of the Code. No part of said property or assets shall ever inure to the benefit of any Director, officer, or to the benefit of any private individual. Upon the dissolution, winding up or abandonment of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to such (i) nonprofit organization(s) as selected by this Corporation's Board of Directors, which is then qualified as an organization under Section 501(c)(3) of the Code or, (ii) political subdivision(s) of the State of Nevada, as selected by this Corporation's Board of Directors, which is described in Section 170(c)(1) of the Code, but only if such distribution is made exclusively for public purposes.

## **Article XIII: Statutory References**

Section 1: All references set forth herein to specific sections of the Code shall mean and refer to those sections as they now exist under the Internal Revenue Code of 1986, as amended, or as they may hereafter be amended, supplanted or revised, or the corresponding provisions of any future United States Internal Revenue law.

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**Article XIV: Limitation of Liability of Directors and Officers**

Section 1: To the maximum extent allowed under applicable law, no officer or Director of the Corporation shall have any personal liability for damages based upon any act or omission arising from failure of such person in his or her official capacity to exercise due care regarding the management or operation of the Corporation, unless the act or omission involves intentional misconduct, fraud or a knowing violation of the law.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2007.

\_\_\_\_\_  
Roger Steininger, President

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Kel Buchanan, Secretary

STATE OF NEVADA        )  
                                  : ss.  
COUNTY OF WASHOE    )

On this \_\_\_\_ day of \_\_\_\_\_, 2007, personally appeared before me, a Notary Public, \_\_\_\_\_, who acknowledged to me that he executed the foregoing instrument in his capacity as President of GSN Foundation, a Nevada corporation.

\_\_\_\_\_  
Notary Public

STATE OF NEVADA        )  
                                  : ss.  
COUNTY OF WASHOE    )

On this \_\_\_\_ day of \_\_\_\_\_, 2007, personally appeared before me, a Notary Public, \_\_\_\_\_, who acknowledged to me that he executed the foregoing instrument in his capacity as Secretary of GSN Foundation, a Nevada corporation.

\_\_\_\_\_  
Notary Public