

AMENDED
ARTICLES OF INCORPORATION
OF

FILED: 02/07/2007
CID: 2007-00529048
WY Secretary of State
Doc. ID: 2007-00531489

POWDER RIVER ENERGY CORPORATION
FOUNDATION, INC.
A WYOMING DOMESTIC NONPROFIT CORPORATION

KNOW ALL MEN BY THESE PRESENTS, the undersigned, a natural person over the age of twenty-one (21) years, acting as incorporator of this nonprofit corporation pursuant to the provisions of the Wyoming Nonprofit Corporation Act W.S. §§17-19-101 et seq., does hereby adopt and verify the following Articles of Incorporation of this domestic nonprofit corporation:

ARTICLE I
NAME

The name of this nonprofit corporation shall be **POWDER RIVER ENERGY CORPORATION FOUNDATION, INC.**

ARTICLE II
DURATION

The period of duration of this nonprofit corporation shall be perpetual.

ARTICLE III
DESIGNATION AS PUBLIC BENEFIT CORPORATION

This entity shall be considered a public benefit corporation pursuant to the Wyoming Nonprofit Corporation Act.

ARTICLE IV
INITIAL REGISTERED OFFICE
AND AGENT

The name of the initial registered agent shall be Mr. Floyd Kanode and the address of the initial registered office of the corporation where the registered agent can be served shall be 221 Main Street (P.O. Box 930), Sundance, WY 82729.

ARTICLE V
INCORPORATOR

The name and address of the initial incorporator of this corporation is Mark L. Hughes, 113 N. Third Street (P.O. Box 456), Sundance, WY 82729.



**ARTICLE VI
REGULATION OF INTERNAL AFFAIRS**

Provisions relative to the regulation of the internal affairs of this corporation shall be generally set forth in the By-laws of the corporation.

**ARTICLE VII
CAPITAL SHARES AND REGISTERED MEMBERS**

The corporation will not issue capital shares and will have no special class of members.

**ARTICLE VIII
DISTRIBUTION OF ASSETS UPON DISSOLUTION**

This corporation may be dissolved pursuant to the applicable provisions of the Wyoming Nonprofit Corporation Act or any amendment thereto but in any event shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code and any distribution shall be consistent with the provisions of the Internal Revenue Code regarding nonprofit organizations.

**ARTICLE IX
POWERS**

This corporation shall have all powers not contrary to the law or the statutes of the State of Wyoming, incident to, expedient or necessary to carry out the purposes for which it is formed. Specifically, and without limiting the generality of the foregoing, the corporation shall have, but not be limited to, the following powers:

- a) To receive property by gift, devise or bequest and to otherwise acquire, purchase, hold and convey all property both real and personal, including shares of stock, bonds and securities of other corporations.
- b) To convey, exchange, lease, sell, mortgage, encumber or otherwise dispose of all property real and personal.
- c) To borrow money, contract debts and issue notes, bonds, bills or evidence of indebtedness to secure the payment or performance of its obligations.
- d) To appoint agents or officers as the business may require, to make contracts and do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation.

**ARTICLE X
PURPOSE**

The organization is organized exclusively for charitable purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

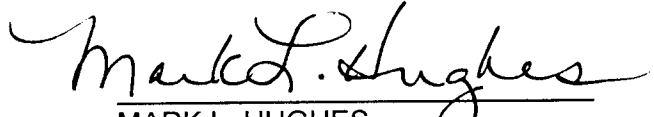
**ARTICLE XI
SPECIAL PROVISIONS**

Except when otherwise determined by a court of competent jurisdiction, the corporation in compliance with the provisions of Wyoming Statute §17-19-150:

- (i) will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (ii) will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (iii) will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (iv) will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (v) will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

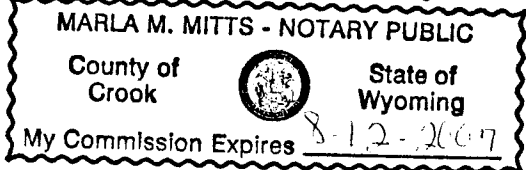
IN WITNESS WHEREOF, the undersigned incorporator has hereunto affixed his signature on this 30th day of January, 2007.

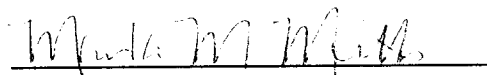
INCORPORATOR:


MARK L. HUGHES

STATE OF WYOMING)
 : ss
COUNTY OF CROOK)

I, Marla M. Mitts, a notary public in and for Crook County, Wyoming, hereby certify on the 30th day of January, 2007, personally appeared before me Mark L. Hughes, who being by me duly sworn, declared he is the person who signed the foregoing Articles of Incorporation as incorporator and he further verified the statements contained therein are true to the best of his knowledge and belief.




Notary Public

My Commission Expires: August 12, 2007