



CERTIFICATE OF INCORPORATION
OF

FRIENDS OF THE PORTNEUF, INC.

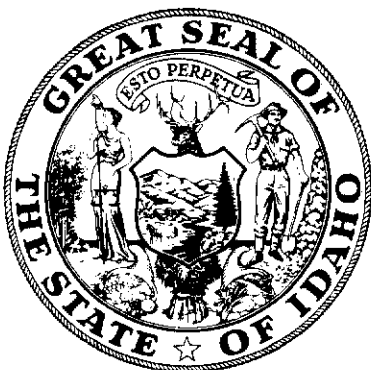
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

FRIENDS OF THE PORTNEUF, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit 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 issue this Certificate of
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated August 9, 1985.



SECRETARY OF STATE

Corporation Clerk

RECEIVED
SEC. OF STATE
85 AUG 9 10 8 46

ARTICLES OF INCORPORATION
OF
FRIENDS OF THE PORTNEUF, INC.
A NON-PROFIT CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being citizens of the United States and of lawful age, for the purpose of forming a non-profit corporation pursuant to 30-301 et seq., Idaho Code, and for the purposes expressed herein, do hereby adopt the following Articles of Incorporation:

ARTICLE I.

The name of the corporation is FRIENDS OF THE PORTNEUF, ^{INC.} a non-profit corporation.

ARTICLE II.

The corporation is a non-profit corporation.

ARTICLE III.

The period of its duration is perpetual.

ARTICLE IV.

The purposes for which the corporation is formed are educational and charitable, more particularly:

To promote, protect, conserve and enhance the quality of the Portneuf River as it flows through Caribou and Bannock County, Idaho;

To encourage, riparian landowners, fisherman, governmental agencies and all other interested persons in the conservation and ecology of the Portneuf and its tributaries; to cooperate with any and all agencies of the government or otherwise in all efforts to preserve,

protect and develop the fishery of the Portneuf and do all things at any time in preservation thereof. To solicit contributions, either monetary or otherwise, for the objectives stated.

To have the power to transact any or all lawful business for which such corporations may be incorporated under the laws of the State of Idaho.

To engage in any other lawful activities as be necessary or appropriate so long as such activities are consistent with the meaning and intent of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE V.

In the event of the dissolution of the corporation or the winding up of its affairs, the corporation's property shall not be conveyed or distributed to any individual or organization created or operated for profit, but shall be conveyed or distributed only to an organization or to organizations created and operated for non-profit purposes similar to those for the corporation.

ARTICLE VI.

Except for the initial Board of Directors, whose names are in these Articles of Incorporation, the Board of Directors shall be elected or appointed as provided in the By-laws.

ARTICLE VII.

Provisions for the regulations of the internal affairs of the corporation, except as provided in these Articles, shall be determined and fixed by the By-laws as adopted by the Board of Directors.

At all times, and notwithstanding change of name, merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary or by operation of law, or any other provision hereof:

A. The corporation shall not possess or exercise any power or authority either expressly, by interpretation, or by operation of law that will prevent it any time from qualifying as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954 as amended (hereinafter referred to as "The Code"), contributions to which are deductible for Federal Income Tax purposes; nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.

B. No part of the assets or net earnings of the corporation shall be used, nor shall the corporation ever be organized or operated, for the purposes that are not exclusively charitable, scientific, or educational within the meaning of Section 501(c)(3) of the Code.

C. The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

D. No part of the activities of the corporation shall consist of carrying propaganda or otherwise attempting to influence legislation as these prohibited activities are defined by law; nor shall it participate or intervene in any manner, or to any extent, in an political campaign in behalf of any candidate for public office, whatever by publishing or distributing statement or otherwise.

E. At no time shall the corporation engage in any activities which are unlawful under the laws of the United States of America, the State of Idaho, or any other jurisdiction where its activities are carried on; not shall it engage in any transaction defined at the time as "prohibited" under Section 503 of the Code.

F. No compensation, loan or other payment shall be paid or made to any officer, board member, creator, or organizer of the corporation, or substantial contributor to it, except as reasonable compensation for services rendered and/or as a reasonable allowance for authorized expenditures incurred on behalf of the corporation; and no part of the assets or net earnings, current or accumulated, of the corporation shall ever be distributed to or divided among such persons or private

individual (under prohibition contained in Section 501(c)(3) of the Code.

G. No solicitation of contributions to the corporation shall be made and no gift, bequest or devise to the corporation shall be accepted, upon any condition or limitation which, in the opinion of the corporation, may cause the corporation to lose its Federal Income tax exemption.

H. The corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code.

J. The corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Code.

ARTICLE VIII.

Membership may be evidenced by a certificate of membership rather than stock. The voting rights and incidents of membership of all members shall be equal and no member may have or acquire a greater interest therein than any other member. All other provisions regarding membership shall be as provided in the By-laws.

ARTICLE IX.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers 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 the purposes set forth in Article IV.

ARTICLE X.

The address of the initial registered office of the corporation and the name of its initial registered agent at such address is:

Jimmy Gabbettas, 509 E. Oak, Pocatello, ID 83201.

ARTICLE XI.

The names and addresses of the members of the incorporating Board of Directors are as follows:

M.R. Mickelson	460 E. Oak Pocatello, ID 83201
Mike Millward	905 Nixon Road Pocatello, ID 83201
Cohen Croney	Kelly Road Bancroft, ID 83217
Jack Griffith	ISU Biology Department Pocatello, ID 83201
Steve Larson	Box 375 Inkom, ID 83245
Jimmy Gabbettas	509 E. Oak Pocatello, ID 83201
Clark Gasser	P.O. Box 4883 Pocatello, ID 83205

ARTICLE XII.

The title, name and address of each incorporating officer is:

Jimmy Gabbettas	509 E. Oak Pocatello, ID 83201
Clark Gasser	P.O. Box 4883 Pocatello, ID 83205
John Squires	P.O. Box M Pocatello, ID 83201

IN WITNESS WHEREOF, we have signed and acknowledged
these Articles of Incorporation on this 7 day of
August, 1985.


Jimmy Gabbettas


Clark Gasser


John Squires

INCORPORATORS

STATE OF IDAHO)
 ss
County of Bannock)

On this 7 day of August 1985, before me the undersigned Notary Public in and for said County and State, personally appeared Jimmy Gabbettas, Clark Gasser and John Squires, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

(SEAL)



NOTARY PUBLIC for Idaho
Residing at: Pocatello, ID