

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

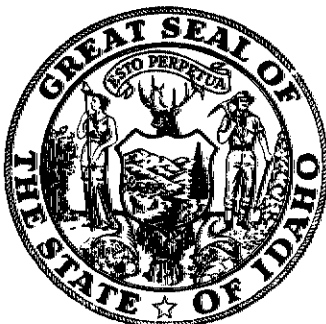
HELLS CANYON ALLIANCE, INC.

File number C 108001

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 HELLS CANYON ALLIANCE, 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: October 14, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION
OF
HELLS CANYON ALLIANCE, INC.

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The undersigned, in order to form a nonprofit corporation under Chapter 30 of the Idaho Code, hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is Hells Canyon Alliance, Inc.

ARTICLE II

Duration

The corporation shall be a nonprofit corporation and the duration of the corporation shall be perpetual.

ARTICLE III

Registered Office and Agent

The initial registered office of the corporation is 967 E. Parkcenter Boulevard, #312, Boise, Idaho 83706-6700, and the initial registered agent at such address is Dennis Gratton.

ARTICLE IV

Purposes, Limitations and Powers

Section 1. Purposes. To operate exclusively to stimulate and advance the general welfare and safety of boating; to serve the interests of recreational water users; to develop a fraternal spirit among all recreational water users; to provide a medium for the exchange of boating information; to own or lease property for the Association uses; to enhance the fisheries and wildlife of the rivers and waterways; to perform all desirable and lawful functions for the successful operation of the Association and in the general public interest.

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Section 2. Limitations.

2.1 The corporation shall have no capital stock, and no part of its net earnings shall inure to the benefit of any director, officer, or member of the corporation, or of any private individual.

2.2 No director, officer, member of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation, or upon the winding up of its affairs. Upon such dissolution or winding up, all the remaining assets of the corporation shall be distributed by the board of directors for identical uses and purposes, to any other organization that would then qualify for exemption under the provisions of Section 501(c) of the Internal Revenue Code, as now stated or as hereafter amended, or any successor code.

2.3 No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except as may be permitted to Section 501(c) organizations by the Internal Revenue Code, and the corporation shall not participate in, or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

2.4 Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by a tax-exempt organization exempt under Section 501(c) of the Internal Revenue Code, as now stated or as hereafter amended, or any successor code.

2.5 No part of the net earnings or the assets 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 of the Corporation. No substantial part of the activities of the Corporation 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 any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) of the Internal Revenue Code, as amended from time to time.

Section 3. Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the corporation's Articles of Incorporation or Bylaws, the corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purpose set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the corporation's purpose.

ARTICLE V

Limitation of Directors' Liability

A director shall have no liability to the corporation or its members for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by the director, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Idaho Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Idaho Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE VI

Indemnification of Directors, Officers, Employees or Agents

Section 1. Right to Indemnification. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that she or he is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the corporation, to the full extent permitted by applicable law as then in effect, against all expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding if she or he acted in good faith and in a manner she or he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe her or his conduct was unlawful, and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that with respect to proceedings seeking to enforce rights to indemnification, the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the corporation. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of

its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 1 or otherwise.

Section 2. Non-exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this article shall not be inclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of members or disinterested directors or otherwise.

Section 3. Insurance, Contracts and Funding. The corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Idaho Business Corporation Act. The corporation may, without further shareholder action, enter into contracts with any director or officer of the corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

Section 4. Indemnification of Employees and Agents of the Corporation. The corporation may, by action of its board of directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the corporation or pursuant to rights granted pursuant to, or provided by, the Idaho Nonprofit Corporation Act or otherwise.

ARTICLE VII

Directors

Section 1. Board of Directors. The management of the corporation will be vested in a board of no fewer than three (3) or more than five (5) directors. The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of directors shall be prescribed by the Bylaws of the corporation.

Section 2. Names and Addresses of Directors. The names and addresses of the directors who will manage the affairs of the corporation until the first annual meeting of the membership as provided by the Bylaws, and until their successors are elected and qualified, are:

<u>Name</u>	<u>Address</u>
Rich Rogers	2203 16th Street Lewiston, ID 83501
Dick Sherwin	1781 Powe Drive Clarkston, WA 99403
Dennis Gratton	123 E. 44th Street Boise, ID 83714
Darell Bentz	1120 Bryden Street Lewiston, ID 83501
Edie Riddle	704 29th Street Lewiston, ID 83501

ARTICLE VIII

Membership Dues

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE IX

Distribution on Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE X

Amendment of Bylaws

The authority to make, alter, amend or repeal Bylaws is vested in the board of directors, and may be exercised at any regular or special meeting of the board.

ARTICLE XI

Incorporator

The name and street address of the incorporator is: Dennis Gratton, 123 E. 44th Street, Boise, Idaho 83714.

IN WITNESS WHEREOF, I have hereunto set my hand this 12 day of OCTOBER, 1994.



Dennis Gratton, Incorporator