

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

PAYETTE LAKES NET PEN ASSOCIATION, 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 _____

PAYETTE LAKES NET PEN ASSOCIATION, 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 June 05, 19 91.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zavala

Corporation Clerk

ARTICLES OF INCORPORATION
PAYETTE LAKES NET PEN ASSOCIATION, INC.
A NON-PROFIT CORPORATION

I

The name of the Corporation shall be Payette Lakes Net Pen Association, Inc.

II

The Corporation shall be a non-profit corporation.

III

The period of duration of the Corporation shall be perpetual.

IV

The Corporation is organized exclusively for charitable, educational, and scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code as the same now is and as it may be hereafter amended, supplemented, or replaced. The Corporation shall undertake to maintain and operate those certain docks and net pens erected or to be from time to time erected in the waters of Payette Lake, for the purposes of the rearing of trout for release into Payette Lake for the general purpose of teaching fresh water fisheries enhancement technology and enhancing the fisheries in Payette Lake, such docks and pens to be owned and insured by the City of McCall, and such trout to be furnished by the Idaho Department of Fish and Game. The purposes of the Corporation shall include the operation of such pens, including feeding the fish, under such ownership and with such fish as may hereafter supplement or succeed the foregoing arrangements. All of the foregoing purposes are intended to lessen the burdens of government and to contribute to education and employment in the Valley County area of Idaho.

The Corporation shall not sell such fish, nor otherwise engage in any form of trade or commerce, or carry on any activity which will result in a remunerative profit to the Corporation or to its Members. Any income or profits received by the Corporation, such as through sale of souvenirs to or requested donations from tourists and other visitors to the facilities shall be applied only to the nonprofit purposes and objectives of the Corporation, such as maintenance, operating expenses, repairs, replacements, and the expansion of facilities with the advice and consent of the Idaho Department of Fish and Game and any other agencies having jurisdiction over operation or expansion.

In pursuit of these purposes the Corporation shall have all powers permitted by I. C. 30-303 and I. C. 30-1-4, as the same may hereafter be amended, to the extent consistent with Section 501(c)(3) of the Internal Revenue Code and permitted to Corporations donations to which are deductible by the donor under Section 170 of such Code.

V

The Corporation's registered office is 706 North First Street, McCall, Idaho 83638. The Registered Agent shall be Edward G. Burton, of such address, and P. O. Box 1318, McCall, Idaho 83638.

VI

The Corporation shall be managed by a Board of Directors, elected by the Regular Members, having three Members unless the number of such Directors shall be changed by the By-Laws. One Director shall be elected each year; the term of office of an elected Director shall be for three years and until a successor is elected. The initial Board of Directors consists of:

Larry Smith
P. O. Box 4207
McCall, ID 83638

Rob Dodge
P. O. Box 1601
McCall, ID 83638

Kevin Grove
P. O. Box 983
McCall, ID 83638

VII

The name and address of the Incorporator of the Corporation is Valley County Unified Economic Development, Inc., P. O. Box 4298, McCall, Idaho 83638

VIII

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 or intervene in, including the publishing or distribution of statements of, any political campaign on behalf of any candidate for public office.

IX

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by corporations exempt from the Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code and donations to which are deductible by the donor under Section 170 of such Code, as the same may be amended, supplemented, or replaced; Provided, that if the Congress shall adopt tax legislation which eliminates tax exemptions or eliminates charitable deductions for charitable, educational, and scientific organizations, the Corporation may continue to maintain and operate the Payette Lakes trout fish pens.

X

Upon dissolution of the Corporation, the Board of Directors after paying or making provisions for the payment of all of the liabilities of the Corporation, shall dispose of all of the remaining assets of the Corporation exclusively for the educational, charitable, and scientific purposes of the Corporation in the area of fresh water fisheries.

XI

The Corporation is a membership corporation. The By-Laws shall establish two classes of membership, Regular and Associate, based upon the age of the Member. The Associate Membership includes minors, the dues for which shall be set in the light of economic circumstances generally affecting school children. Regular Membership includes adults, and other corporations or associations, who commit to a higher level of dues. The By-Laws shall fix the amount of the dues for each class of membership. The Corporation shall annually determine a budget, determine the amount thereof which it will be necessary to raise from dues and donations, and recommend to the Regular Members any necessary or permissible upwards or downwards adjustment to the dues. The budget shall include a reserve for repairs and replacements.

XII

The initial By-Laws shall be adopted by the Directors. The power to amend the By-Laws, once first adopted by the Board of Directors, shall reside in the Regular Membership.

XIII

A quorum for a meeting of the Membership shall be 35% of the Regular Membership. In the event that a quorum cannot be obtained, despite two attempts in good faith to schedule a meeting at which a quorum might be present, the

Board of Directors shall be empowered by election conducted within the Board to fill a vacancy in the Board of Directors which would result from the expiration of term of the office of the Director whose successor would have been elected by the Membership at the meeting which has not occurred for lack of a quorum.

DATED: May 30, 1991


VALLEY COUNTY UNIFIED
ECONOMIC DEVELOPMENT, INC.

by: 
Its President

by: 
Its Secretary

State of Idaho)
) ss.
County of Valley)

On this 30th day of May, in the year 1991, before me, DEBRA MARTENS, notary public, personally appeared Larry Smith, known or identified to me to be the President of Valley County Unified Economic Development, Inc., the corporation that executed the instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.



Notary Public for Idaho
My commission expires:
6/96

These Articles of Incorporation prepared by:

Edward G. "Ted" Burton
of Edward G. Burton, a Professional Corporation
at Law Offices of Steven J. Millemann, P. A.
P. O. Box 1318
McCall, ID 83638

STATE OF IDAHO,)
) ss
County of Valley.)

On this 3 day of JUNE, 1991, before me,
GARRY WEBA, a Notary Public, personally appeared ANN
YOUNG, known or identified to me to be the Secretary of Valley
County Unified Economic Development, Inc., the corporation that
executed the instrument or the person who executed the instrument
on behalf of said corporation, and acknowledged to me that such
corporation executed the same.



NOTARY PUBLIC FOR IDAHO
Residing at: CASCADE
My Commission Expires: 12-30-93