

FILED EFFECTIVE

ARTICLES OF INCORPORATION

2016 JAN 26 AM 8:41

OF

SECRETARY OF STATE
STATE OF IDAHO

MAGIC VALLEY FLY FISHERS, INC.

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, being a citizen of the United States of America and of lawful age, acting as incorporator pursuant to the Idaho Non-profit Corporation Act, I.C. 30-3-1 et seq. hereby adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of this Corporation is **MAGIC VALLEY FLY FISHERS, INC.**

ARTICLE II

Non-Profit Corporation

This Corporation may have members and shall have no capital stock, its object and purpose being solely of a benevolent character, and not for individual pecuniary gain or profit to its members, if any. It is organized solely for nonprofit purposes, and no part of any of the net earnings thereof shall inure to the benefit of any member or other individual.

ARTICLE III

Duration

The duration of the Corporation shall be perpetual.

ARTICLE IV

Address

The location of this Corporation is in the City of Twin Falls, County of Twin Falls, State of Idaho. The address of the initial registered office to the Corporation is 905 Shoshone St N, Twin Falls, Idaho, 83301 and Richard J. Worst is the initial registered agent at this address.

IDAHO SECRETARY OF STATE

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ARTICLE V

Purposes and Powers

The purposes and powers of the Corporation are the following:

1. To have specifically, and exclusively, charitable, educational or scientific purposes, and to have no purpose nor engage in any activity which would not be charitable, educational or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, or by a corporation to which contributions are deductible within the meaning of Section 170(c)(2) of the Internal Revenue Code of 1954 or as these laws may be amended in the future.
2. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Non-profit Corporation Act. This includes, but is not limited to, the following:
 - a. To receive donations and contributions from any person, firm, corporation, government agency, or other source to carry out the purposes of this Corporation;
 - b. To apply for and receive grants, and other assistance from any agency of state or federal government;
 - c. To acquire title and hold title to such real and personal property as may be necessary or desirable to carry out its purposes, and to manage and operate any real or personal property given and devised to or acquired by the Corporation;
 - d. To sell, convey, dispose of, or exchange both real or personal property, and to do any and all things convenient and incidental to the purposes of the Corporation;
 - e. To borrow money and execute such evidence of indebtedness and such contracts, agreements, mortgages, deeds, leases, assignments, conveyances, security agreements or other instruments as may be necessary; and
 - f. Generally to have and to exercise any and all such powers as are by law conferred upon such corporations of like character, and in carrying out the purpose of the Corporation to do any and all things and exercise any and all powers not prohibited by law, but not for pecuniary profit.

ARTICLE VI

Membership; Property Rights

The initial Board of Directors of the Corporation shall include the Incorporator whose name is subscribed to these Articles of Incorporation. Those members of the initial Board of Directors are empowered to appoint the first Board of Directors of this Corporation. Thereafter, pursuant to I.C. 30-3-66, the existing directors will elect successor directors. The interests of each member of the Board of Directors are equal, and the members shall have no property rights in the Corporation.

ARTICLE VII

Board Of Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number of members of the Board of Directors shall be fixed by the Board and may be changed by them; provided, however, that there shall be not less than three (3) nor more than fifteen (15) voting members of the Board of Directors, exclusive of any non-voting members of any advisory board appointed by the Board of Directors in accordance with the Bylaws. Subject to these limitations, the number of Directors shall be fixed by the Bylaws. Directors shall be elected or appointed in the manner and for the terms specified in the Bylaws. The initial Board of Directors for one year from the date of incorporation shall consist of six persons: Dave Anderson, Tom Courtney, Bob Forster, Jake Miller, Don Morishita, and Les Reitz. The mailing address of all Directors is PO Box 5909, Twin Falls, ID 83303-5909.

ARTICLE VIII

Officers

The officers of the Corporation shall be president, vice-president, secretary, and treasurer, who shall be elected annually by the Board of Directors. All officers shall serve until their successors are elected. The Board of Directors shall have the power to fill vacancies in the offices at any time. An officer so elected to fill such a vacancy shall serve until the next annual meeting of the Board of Directors or until a successor is elected.

ARTICLE IX

Bylaws

The Board of Directors shall have the power to adopt Bylaws regulating the affairs and prescribing the duties of the officers and Directors of the Corporation, which Bylaws shall not be inconsistent with these Articles.

ARTICLE X

Executive Director

The Board of Directors may appoint an Executive Director of the Corporation if needed and shall fix the compensation, prescribe the duties and term of employment, and supervise and evaluate the job duties of such Executive Director.

ARTICLE XI

Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization(s) organized and operated exclusively for religious, charitable, educational or scientific purposes and which shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine; provided, however, and subject to the above limitations, if any of such assets have been acquired under a Federal grant or contract, their disposition shall be made in accordance with the appropriate instructions of the governmental official responsible under the law for the providing of such instructions under such circumstances. Any of such assets not so disposed of shall be disposed of 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 organization(s) as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII

Amendments

The Articles may be amended upon a majority vote of the members present and voting at any meeting of the Corporation, provided that a copy of the proposed amendment shall have been mailed to each member of the Corporation at least thirty (30) days before the date of the meeting at which the proposed amendment is to be acted upon.

ARTICLE XIII

Director Liability

1. The private property of the Directors of the Corporation shall not be subjected to the payment of the corporate debts and no Director shall become individually or personally liable or responsible for any debts or liabilities of the Corporation.
2. Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Director or officer of the Corporation shall be indemnified by the Corporation against any and all reasonable expenses, including attorney fees, incurred in connection with the defense or settlement of such action, suit or proceeding, except in relation to matters as to which it shall be determined in such action, suit or proceeding that the Director is liable for misconduct, as defined by Idaho Code § 30-3-85., or as defined in I.C. 30-3-108.

ARTICLE XIV

No Discrimination

Magic Valley Fly Fishers, Inc., shall not discriminate against any person on the basis of race, age, gender, ethnicity, religion, creed, color, national origin, handicap or disability.

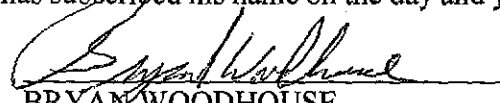
ARTICLE XV

Incorporator

The name of the incorporator is Bryan Woodhouse.

<u>NAME</u>	<u>ADDRESS</u>	<u>DATE</u>
<u>BRYAN WOODHOUSE</u>	<u>PO BOX 5909 TWIN FALLS ID</u> <u>83303</u>	<u>1-20-16</u>

IN WITNESS WHEREOF the party hereto has subscribed his name on the day and year first written above.


BRYAN WOODHOUSE

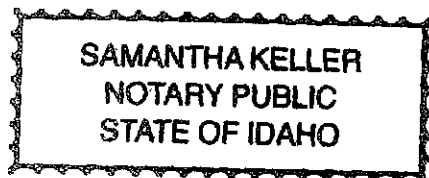
STATE OF IDAHO)

)ss.

County of Twin Falls)

On the 20 day of January, 2016, before me, a Notary Public, in and for said County and State, personally appeared Bryan Woodhouse, known or identified to me to be the individual whose name is subscribed to the within instrument, and acknowledged to me that he 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.



A handwritten signature in cursive script, appearing to read "S. Keller", written over a horizontal line.

NOTARY PUBLIC FOR IDAHO

Residing at: _____

My commission expires: _____

~~Residing At:~~ Twin Falls, ID

~~Commission Expires:~~ 01/23/2019