



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

HIGH COUNTRY RESOURCE CONSERVATION AND DEVELOPMENT AREA, 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 _____
HIGH COUNTRY RESOURCE CONSERVATION AND DEVELOPMENT AREA, 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 _____, *May 5*, 19 *88*



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF THE

RECEIVED
SEC. OF STATE

RECEIVED
SEC. OF STATE

88 MAY 5 AM 9 16

HIGH COUNTRY RESOURCE CONSERVATION AND DEVELOPMENT AREA, INC. 9 14

KNOW ALL MEN BY THESE PRESENTS: That we the undersigned natural persons of full age and citizens of the United States of America and residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under the laws of the State of Idaho,

AND WE HEREBY CERTIFY:

ARTICLE ONE

NAME

The name of the corporation shall be "High Country Resource Conservation and Development Area, Inc."

ARTICLE TWO

NONPROFIT CORPORATION

The corporation is a nonprofit corporation. Pecuniary profit to the corporation or organization or to its members is not the object of this association of corporation, and no pecuniary gain or profit is contemplated.

ARTICLE THREE

DURATION

The duration of the corporation shall be perpetual.

ARTICLE FOUR

PURPOSES AND POWERS

The purposes of the corporation and its powers are the following:

The RC&D Area will provide local leadership and the framework required to develop and carry out a plan of action for the conservation, development and wise use of the resources of the Area. The goals of the RC&D area can be accomplished through improving the following: economic rural development, agriculture, industry, recreation, education, culture, and personal well-being and environment.

The transaction of any of all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation act.

ARTICLE FIVE

MEMBERSHIP

The corporation is organized without capital stock, and the rights and interests of all it's members shall be equal. The members of this corporation shall be residents of the following counties: Bonneville, Butte, Clark, Custer, Fremont, Jefferson, Lemhi, Madison, Teton, Idaho Counties and the Alta, Wyoming area of Teton, Wyoming County. There shall not be less than one member from each county. In addition, there maybe admitted one member from City and Soil Conservation District in the RC&D Area. Members of the corporation shall be admitted pursuant to resolution of the Board of Directors. Membership in the corporation shall not entitle a person to any interest whatsoever in the assets of the corporation but only to participate in the management of the affairs of the corporation, in meetings of the members regularly called and held within the period covered by such membership. The membership will annually consider appointing appropriate nominations for minority representation, by minority population proportion.

ARTICLE SIX

LOCATION

The location and address of the initial registered office of the corporation is 3610 N. 55 E. Iona, Idaho 83427, and the name of it's initial registered agent at such address is William S. Stanger.

ARTICLE SEVEN

OBLIGATIONS

The private property of the members of the corporation shall not be liable for the debts and obligations of the corporation.

ARTICLE EIGHT

AMENDMENTS

The corporation may make and alter the by-laws of the corporation by a majority vote of it's members or by a majority vote of it's Board of Directors, and by a like vote may amend it's Articles of Incorporation.

ARTICLE NINE

501(c)(3)

This organization is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

"Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code fo 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of

1954 (or the corresponding provision of any future United States Internal Revenue Law.)"

"Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of said corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established tax exempt status under section 501(c)(3) of the Internal Revenue Code."

ARTICLE TEN

BOARD OF DIRECTORS

The board of directors of the corporation shall consist of no fewer than ten (10) and not more than thirteen (13) members. A change in the number of directors shall be made only by amendment of these Articles. The number of directors constituting the initial board of directors shall be ten (10), and the names and addresses of the persons who are to serve as directors until the annual election of directors or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
William S. Stanger	3610 N. 55 E. Iona, ID 83427
Leo Amy	Howe, Idaho 83244
Charles Vadnais	Star Route Dubois, ID 83423
Rick Philps	HC 63, Box 1630 Challis, ID 83226
James Siddoway	148 N. 2nd E. Teton, ID 83451
Cecil Allen	Terreton, ID 83450
Louie Demick	409 Beach St., Salmon, ID 83467
Randy Neibaur	P.O. Box 96 Newdale, ID 83436

Boyd Bowles

Route 1, Driggs, ID 83422

Keith Kunz

Rt. #1, Box 626 Victor, ID 83455

ARTICLE ELEVEN

ELECTION OF BOARD OF DIRECTORS

The directors shall be elected at the annual meeting of the members of the corporation for terms of one (1) year and they shall hold office until their successors are duly elected and qualified.

ARTICLE TWELVE

INCORPORATORS

The name and address of each incorporator is:

William S. Stanger

3610 N. 55 E. Iona, Idaho 83427

Leo Amy

Howe, ID 83244

Blaine Smith

2082 W. 5200 S. Rexburg, ID 83440

IN WITNESS WHEREOF, we have hereunto set our hand and seals this 21st day of April, 1988.



President



Vice-President



Secretary/Treasurer