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State of Idaho

Department of State

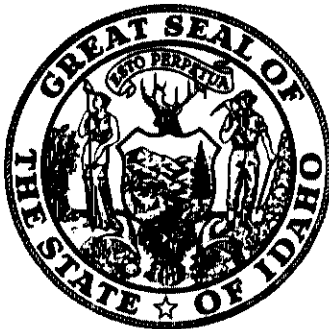
CERTIFICATE OF INCORPORATION OF

FRIENDS OF CONANT-SQUIRREL CREEKS, 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 CONANT-SQUIRREL CREEKS, 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: March 9, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Angie Hahn

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ARTICLES OF INCORPORATION
OF
FRIENDS OF CONANT-SQUIRREL CREEKS, INC.
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In compliance with the Idaho Non-Profit Corporation Act, the undersigned, being a natural person of lawful age, has executed the following "Articles of Incorporation" in duplicate for the purpose of forming a corporation and does hereby certify:

ARTICLE I. NAME:

The name of this corporation is the FRIENDS OF CONANT-SQUIRREL CREEKS, INC., hereinafter called the "corporation."

ARTICLE II. ORGANIZATION AND PURPOSES: The corporation does not contemplate pecuniary gain or profit to the members thereof and no part of the income or profit of the corporation shall be distributable to its members, directors or officers. This corporation is organized under the Idaho Non-Profit Corporation Act for all lawful purposes consistent with the following specified purposes:

1. To promote the restoration, maintenance, and perpetuation of Conant-Squirrel Creeks and their tributaries as a natural wildlife riparian corridor.
2. To maintain adequate year-long stream flow capable of sustaining a viable wild trout fisheries and supporting aquatic habitat.
3. To support the sedimentation reduction program initiated by the Yellowstone Soil Conservation District and the Idaho Department of Health and Welfare, Division of Environment.

This corporation is organized exclusively as a charitable corporation 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 by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III. POWERS: This corporation shall have all powers provided for under the Idaho Non-Profit Corporation Act. Its duration shall be perpetual.

ARTICLE IV. REGISTERED OFFICE AND AGENT: The address of the initial registered office is:

705 North Jensen Drive
Idaho Falls, Idaho 83401

The name of the initial registered agent at such address is:
Lewis E. Hawkes

ARTICLE V. BOARD OF DIRECTORS: The affairs of the corporation shall be managed by a board of ten (10) directors which shall include as officers of the corporation, the President, Vice-President, and Immediate Past-President. The names and addresses of the persons who are to serve as directors until the first annual meeting of members, or until their successors are elected and qualified, are:

NAME	ADDRESS
<u>Lewis E. Hawkes</u> Lewis E. Hawkes	<u>705 N. JENSEN IDAHO FALLS</u>
<u>Darrell Reinke</u> Darrell Reinke	<u>Box 657 Ashton ID 83420</u>
<u>Charles B. Kuehlwind</u> Charles B. Kuehlwind	<u>1 Main St Drummond Id</u> 83420
<u>Margaret Lindsley</u> Margaret Lindsley	<u>705 N. Jensen Drive, IF 83401</u>
<u>Darrell L. Newcomb</u> Darrell L. Newcomb	<u>127 8th St. Idaho Falls, ID 83401</u> 83442
<u>Dex Hendricksen</u> Dex Hendricksen	<u>372 N. State Bighy, Id</u>
<u>Jack G. Niendorf</u> Jack G. Niendorf	<u>4087 E Hwy. 32 Ashton Id.</u>
<u>Brad Amen</u> Brad Amen	<u>4056 E 1000 N Ashton Id.</u>
<u>Harold F. Bratt</u> Harold F. Bratt	<u>3752 E 800 N Highway 32 Ashton ID.</u>

ARTICLE VI. NUMBER AND ELECTION OF DIRECTORS: There shall be ten (10) directors of this corporation, which shall include, as officers of the corporation, the President, Vice-President, and Past-President. If chapters are established by the Bylaws or Resolution of the Board of Directors, each chapter shall be entitled to a directorship seat on the Board as one of the ten (10) available seats. The number of directors may be fixed or changed from time to time only by amendment of these Articles of Incorporation.

Directors except the Past-President shall be elected from a slate of candidates proposed by the Board and submitted to the members, together with such additional nominations as may be offered by the members from the floor. Each member shall be entitled to cast one (1) vote for each directorship position to be filled, which votes shall not be cumulated.

The terms to be served by the directors shall be provided for in the Bylaws. A director whose term has expired shall be ineligible for re-election to the Board for a period of one year except the Past-President.

ARTICLE VII. VACANCIES AND REMOVALS: Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors.

A director may be removed from office for the same reasons and in the same manner as a member.

ARTICLE VIII. QUORUM OF DIRECTORS: A majority of the number of directors, plus the presence of either the President or Vice-President, shall constitute a quorum for the transaction of business by the Board of Directors. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise provided by these Articles or unless the act of a greater number is required by law, these Articles or the Bylaws.

ARTICLE IX. OFFICERS: The officers of this corporation shall consist of a President, one (1) or more Vice-Presidents, a Past-President, a Secretary, a Treasurer and such other officers and

assistant officers as may be deemed necessary, each of whom shall be elected or appointed at such time and in such manner and for such terms, not exceeding three (3) years, as may be prescribed either by these Articles or by the Bylaws.

The President, Past-President and Vice-President(s) shall be voting members of the Board of Directors electing one of its members to serve in each position. Each member of the Board shall be entitled to cast one (1) vote for each office to be filled, which votes shall not be cumulated.

The offices of Secretary, Treasurer and such other offices as may be created from time to time by the Directors shall be filled by appointment by the Board of Directors. Vacancies occurring in any of the offices shall be filled and removals performed only in accordance with the provisions of these Articles governing vacancies and removal of members of the Board of Directors.

ARTICLE X. MEMBERS: This corporation shall have as many classes of membership as may be specified by the Bylaws or by resolution duly adopted by the Board of Directors. Membership in this corporation shall be open only to those persons who in good conscience agree with the purposes and objectives of this corporation.

ARTICLE XI. MEMBERSHIP REMOVAL AND RESIGNATION: Any member of this corporation may be removed or expelled from membership by a majority vote of the Board of Directors after finding a lack of sympathy with, or overt acts contrary to, the purposes and objectives of this corporation; provided, however, that no member shall be removed or expelled until furnished a written statement of reasons for proposed removal or expulsion and the opportunity for an informal hearing before the Board of Directors to rebut the stated grounds for removal or expulsion.

Any member may resign by filing a written resignation with the Secretary.

Membership in this corporation is neither transferable nor assignable.

ARTICLE XII. QUORUM OF MEMBERS: A majority of those members in good standing holding current certificates of membership in this corporation shall constitute a quorum for the transaction of business

by the membership. The act of the majority of such members present at a meeting at which a quorum is present shall be the act of the membership, unless the act of a greater number is required by law, these Articles of Incorporation, or the Bylaws.

ARTICLE XIII. VOTING RIGHTS OF MEMBERS: Members shall be entitled to vote concerning proposed Amendments to this corporation's Bylaws and for the election of Directors. Members shall not be entitled to vote by proxy.

Members shall have no other voting rights, except with respect to such matters as the Board of Directors may from time to time submit to the membership for their vote. Any matter which a member wishes to bring before the membership for a vote shall first be submitted to the Board of Directors for submission to the membership and the decision of the Board with respect to such submission shall be final.

ARTICLE XIV. CHAPTERS/SUBCHAPTERS: Members of this corporation may be grouped into as many chapters and/or subchapters as may be specified by the Bylaws or by resolution duly adopted by the Board of Directors.

ARTICLE XV. AMENDMENT OF ARTICLES: These Articles may be amended by a majority vote of a quorum of the members present at any duly called annual, regular or special meeting of the membership; provided, however, that written notice setting forth the proposed amendment, or a summary of the changes to be affected thereby, shall be given each member by the Board at least fifteen (15) days in advance of the meeting at which such amendment is to be offered for adoption.

ARTICLE XVI. MERGER OR CONSOLIDATION: Any plan of merger or consolidation when presented by the Board at an annual, special or regular meeting must be adopted by a quorum vote of the membership present, who shall be the sole members of this corporation entitled to vote thereon.

ARTICLE XVII. DISSOLUTION: This corporation may be dissolved only upon a majority vote of a quorum of the membership present at a meeting specially called for that purpose. After paying all liabilities and obligations of the corporation and returning those assets, if any, held upon condition requiring return, the balance of the assets, if any, shall be distributed to non-profit groups(s) organized under Section

501(c)(3) of the Internal Revenue Code for the purpose or active in the protection of, wildlife habitat.

ARTICLE XVIII. INCORPORATOR: The name and address of the incorporator of this corporation is:

Lewis E. Hawkes
c/o L. B. Linsley
705 North Jensen Drive
Idaho Falls, ID 83401

IN WITNESS WHEREOF, this person named herein as incorporator has hereunto set his hand this 9th day of Dec., 1994.

Lewis E. Hawkes