

07 MAY -3 PM 2:49

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
(NON-PROFIT)**

SECRETARY OF STATE
STATE OF IDAHO

OF

NORTH IDAHO FLY CASTERS, INC.

**ARTICLE I
NAME**

The name of the corporation is North Idaho Fly Casters, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND REGISTERED AGENT**

The principal office of the Corporation is located at 1001 Mountain Avenue, Coeur d'Alene, Idaho 83814. The registered agent of the Corporation at that address is James Rogers.

**ARTICLE III
PURPOSE AND POWERS OF THE CORPORATION**

a. The Corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Its specific and primary purpose shall be to promote and facilitate fly-fishing education and conservation of waters and fish in the State of Idaho. Notwithstanding any other provision of these Articles, the corporation shall not carry on any 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.

b. The Corporation is organized as a non-profit corporation under the Idaho Nonprofit Corporation Act and is intended to have and to exercise any and all powers, rights and privileges that it by law may now or hereafter have or exercise.

Notwithstanding any of the above statements of purposes and powers, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of the Corporation.

Q147320
IDAHO SECRETARY OF STATE
05/03/2007 05:00
CK: 206 CT: 166755 BH: 1051584
1 0 38.00 = 38.00 NON PROF A # 2

ARTICLE IV MEMBERSHIP

The Corporation shall have one class of members composed pursuant to the Bylaws.

ARTICLE V BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a board of nine (9) directors (the "Board") appointed and/or elected pursuant to the Bylaws. The number of directors may be increased to a maximum of twenty (20) or decreased to a minimum of seven (7) as provided in the Bylaws.

ARTICLE VI DURATION

The Corporation shall exist perpetually.

ARTICLE VII DISSOLUTION

Upon the winding up and dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a non-profit fund, foundation or a corporation that has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. Any 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 to one or more such organizations as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE VIII LIMITATIONS

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 set forth in ARTICLE III hereof. No substantial part of the activities of the Corporation shall be for 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 provisions 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)(3) of the Internal Revenue Code, as amended from time to time.

ARTICLE IX MANAGEMENT OF CORPORATION

The Board of Directors shall exercise all corporate powers of the Corporation and manage the affairs of the Corporation.

ARTICLE X AMENDMENT OF ARTICLES AND BYLAWS

These Articles may be amended pursuant to an affirmative vote of at least seventy-five percent (75%) of all Board members then in office and two thirds (2/3) of the Corporation's members as provided in the Bylaws.

The Corporation's Bylaws may be amended pursuant to an affirmative vote of at least seventy-five percent (75%) of all Board members then in office and a majority of a quorum of the Corporation's members as provided in the Bylaws.

IN WITNESS WHEREOF, for the purpose of amending and restating the Articles of Incorporation of this Corporation under the laws of the State of Idaho, the undersigned, constituting the President of this Corporation, has executed these Amended and Restated Articles of Incorporation.

Dated: April 19, 2007

Jim Rogers
Jim Rogers, President

**CERTIFICATE OF AMENDMENT AND RESTATEMENT OF THE
ARTICLES OF INCORPORATION
OF THE
NORTH IDAHO FLY CASTERS, INC.
(Pursuant to Section 30-3-94, Idaho Code)**

I, the President of the North Idaho Fly Casters, Inc. (the "Corporation"), do hereby certify that:

I.

Attached to this Certificate as Exhibit A is the form of the Amended and Restated Articles of Incorporation of the Corporation.

II.

The Amended and Restated Articles of Incorporation amend, restate and supersede the Articles of Incorporation of the Corporation filed with the Idaho Secretary of State on January 24, 2003.

III.

The form of the Amended and Restated Articles of Incorporation was approved by the Executive Committee of the Corporation on April 19, 2007.

IV.

The Members of the Corporation approved the Amended and Restated Articles of Incorporation on April 19, 2007. On that date, there were 152 Members entitled to vote. 63 Members were present at the regular meeting of the membership on April 19, 2007 and 63 voted for the adoption of the amendments and the Amended and Restated Articles of Incorporation, which is sufficient approval by the Members.

V.

The Amended and Restated Articles of Incorporation of the Corporation shall become effective upon the filing thereof with the Secretary of the State of Idaho.

IN WITNESS WHEREOF, I do hereby execute this Certificate of Amendment and Restatement of the Articles of Incorporation of the Corporation on this 19th day of April, 2007.

NORTH IDAHO FLY CASTERS, INC.

By: Jim Rogers

Jim Rogers, President

EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION