

**FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FOUNDATION FOR ADA/ CANYON TRAIL SYSTEMS, INC.**

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being the members and directors of this corporation pursuant to a special action and unanimous consent to this action of the members and the board of directors dated January 16, 2013 pursuant to Idaho Code §§ 30-3-91, 30-3-90 and 30-3-94 and being natural persons of full age and citizens of the United States, in order to restate the Articles of Incorporation and to continue the form of the corporation for purposes hereinafter stated, pursuant to the Idaho Non-Profit Corporation Act, do hereby certify that these amended and restated articles of incorporation correctly set forth the corresponding provisions of the articles of incorporation with amendments to Articles II, VII and IX with Articles I, III-VI, XIII and X-XIII herein restated which remain the same and are not amended or modified in any way herein, and that these First Amended and Restated Articles of Incorporation supersede the original articles of incorporation and all amendments thereto as follows:

Articles of Incorporation	First Amended and Restated Articles of Incorporation
Article II, Non-Profit	Removal of term <i>Members</i>
Article VII <i>Members</i>	Article VII <i>Members</i> is replaced with Article VII <i>No Members</i>
Article IX Board of Directors	Replace the words " Voting members" with " Directors"

**ARTICLE I
NAME**

The name of the corporation shall be FOUNDATION FOR ADA/CANYON TRAIL SYSTEMS, INC.

**ARTICLE II
NON-PROFIT CORPORATION**

This corporation is a nonprofit corporation under the laws of the State of Idaho. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its officers, or directors.

**ARTICLE III
DURATION**

The duration of the corporation is perpetual.

**ARTICLE IV
PURPOSES**

The corporation is organized, and shall operate exclusively,

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- (a) For charitable purposes within the meaning of §501(c)(3) of the Internal Revenue Code, as amended, and subject to said charitable purposes: To enhance the quality of life throughout the Treasure Valley and to enhance the safety for recreationalists and commuters and operated exclusively to: 1) provide and/or encourage provisions for non-motorized use trail systems for the benefit of the general public; 2) work with cities, counties, highway districts, state and federal agencies and other public or private agencies and other public or private entities to expand and improve existing trail systems, to acquire sites for needed future trail systems for multiple use; 3) (a) encourage the creation, adoption, and development of regulations by governmental agencies, to ensure that adequate sites will be provided for trail systems; and (b) such other nonprofit purposes which qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as may be designated by the Board of Directors from time to time; and (c) do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them; and (d) that all of the above enumerated purposes are limited to certain areas and lands and water as located within the Treasure Valley and surrounding counties, State of Idaho.

ARTICLE V POWERS

The corporation shall have:

- (a) All powers granted nonprofit corporations under the laws of Idaho, and to do everything and anything reasonably and lawfully necessary, proper, suitable, or convenient for the achievement or furtherance of the above-stated purposes.
- (b) Without limitation, the power to acquire by bequest, devise, gift, purchase, lease, or otherwise, any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of such property and the income, principal and proceeds of such property for any of the purposes set forth herein.

ARTICLE VI LIMITATION

The purposes and powers of the corporation shall be limited as follows:

- (a) This corporation shall not possess or exercise any power or authority either expressly, by interpretation, by operation of law that will or might prevent it at any time from qualifying, and continuing to qualify, as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, contributions to which are deductible for Federal Income Tax purpose; nor shall it engage directly or indirectly which might cause a loss of such qualification.
- (b) This corporation shall never be operated for the primary purpose of carrying on trade or business for profit.

- (c) No part of the net earnings of the corporation shall inure to the benefit or be distributable to its officers or directors, but 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 IV hereof.
- (d) No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall it participate or intervene in any manner, or to any extent, in any political campaign on behalf of any candidate for public office, whether by publishing or distributing statements, or otherwise.
- (e) No solicitation of contributions to this corporation shall be made, and no gift, bequest or devise to this corporation shall be accepted, upon any condition or limitation which, in the opinion of the corporation, may cause the corporation to lose its exemption from payment of Federal Income Taxes.
- (f) Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes, and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.
- (g) Notwithstanding any other provision of these Articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VII NO MEMBERS

This corporation has no members.

ARTICLE VIII REGISTERED OFFICE AND AGENT

The registered office shall have the same address as the registered agent as appointed by the Board of Directors.

ARTICLE IX BOARD OF DIRECTORS

The number of Directors may be increased from time to time in accordance with the

Bylaws but shall never be less than three (3). Directors shall elect the directors at the annual meeting, but the Board of Directors shall have the authority to establish staggered terms for Directors and shall have the authority to establish a term greater than one (1) year but not greater than three (3) years for each director position.

ARTICLE X OFFICERS

The officers of the corporation shall consist of a President, Vice-President, Secretary, and Treasurer and such other officers as may be provided in the Bylaws in accordance with the laws of the State of Idaho. Each officer shall be appointed by the Board of Directors at such time and in such manner as prescribed by the Bylaws.

ARTICLE XI BYLAWS

The Bylaws of the corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE XII AMENDMENT

The Restated Articles of Information may be amended in accordance with the provisions of the Idaho Non-Profit Corporation Act and the laws of the State of Idaho.

ARTICLE XIII INDEMNIFICATION

The corporation shall indemnify each officer and directors, including former officers and directors, to the full extent permitted by the laws of the State of Idaho.

CERTIFICATION [I.C. § 30-3-94 (8)]

IN WITNESS WHEREOF, we the undersigned President and Secretary of this corporation do hereby certify to the Secretary of State of the State of Idaho that:

- We have executed these First Amended and Restated Articles of Incorporation this 23rd day of January, 2013; and
- The above First Amended and Restated Articles of Incorporation include amendments to the Articles of Incorporation that require approval of the members; and
- A membership meeting of this Corporation was duly held on the 23rd day of January, 2013 with notice of the meeting served upon the members with a text of the amendments to the amended Articles of Incorporation; and

- At the membership meeting held on the 23rd day of January, 2013, there were 16 members present, which was sufficient for a quorum to conduct business at which meeting the amendments to the Articles of Incorporation which are contained in the above stated First Amended and Restated Articles were approved by unanimous vote with no abstentions.

Judy M. Peavey-Kerr
President

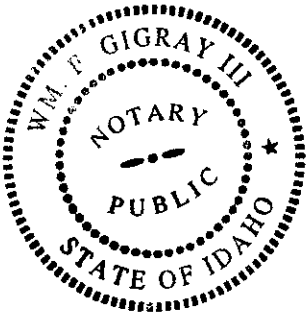
Sharon Hubler
Secretary

STATE OF IDAHO)

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County of Ada)

SUBSCRIBED and SWORN to before me this 23rd day of January, 2013



W.M. F. GIGRAY III
Notary Public for Idaho

My commission expires: 12-11-15

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