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State of Idaho

Department of State

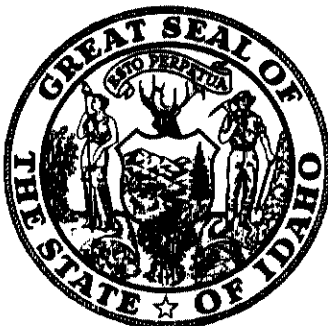
CERTIFICATE OF INCORPORATION OF

THREE RIVERS RESOURCE CONSERVATION AND DEVELOPMENT COUNCIL, INCORPORATED

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 THREE RIVERS RESOURCE CONSERVATION AND DEVELOPMENT COUNCIL, INCORPORATED 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: February 25, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley Perkins*

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ARTICLES OF INCORPORATION
OF
THREE RIVERS
RESOURCE CONSERVATION AND DEVELOPMENT
COUNCIL, INCORPORATED

**ARTICLES OF INCORPORATION
OF THREE RIVERS
RESOURCE CONSERVATION AND DEVELOPMENT
COUNCIL, INCORPORATED**

The undersigned, in order to form a corporation for the purpose hereinafter stated, and in accordance and pursuant to the laws of the State of Idaho, do hereby certify as follows:

Article I - Name

The name of the corporation is Three Rivers Resource Conservation and Development Council, Incorporated.

Article II - Type of Corporation

Three Rivers Resource Conservation and Development Council, Incorporated is a non-profit corporation. This organization is organized exclusively for charitable and education purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.

Article III - Duration

The duration of the existence of the corporation shall be perpetual.

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Article IV - Purpose

The corporation is organized for the purpose of promoting the education, planning, development, and implementation of programs which will improve and enhance the social, economic, and environmental conditions within the corporation's geographical boundary of Bannock, Bingham, Power Counties and Fort Hall Indian Reservation, Idaho.

Article V - Management

Management of the corporation is vested with the members. A Board of Directors shall exist to manage specific activities, with limited authorities granted by the sponsors and set forth in the by-laws, pursuant to section 30-314 (c) of the Idaho Code. The initial Executive Committee shall be the same individuals listed as the Incorporators in Article IX.

Article VI - Surplus Funds and Dissolution

The corporation is not organized for monetary profit and shall have no power to declare dividends. No part of any income shall accrue to the benefit of any sponsor, or any private persons except that the corporation is authorized and empowered to pay reasonable compensation for services rendered.

In the event of dissolution of this corporation, all business, property, and assets of the corporation shall be distributed to a non-profit corporation, by majority action of the Board of Directors, that is organized and operated for education and conservation purposes, and that has established its tax exempt status under section 501 (c) 3 of the Internal Revenue Code.

Article VII - Allowable Activities

Notwithstanding any other provision of these articles, the corporation shall not engage in any other activities not permitted; (a) by a corporation 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 a corporation 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 VIII - Registered Office and Agent

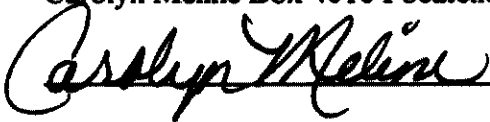
The address of the initial registered office shall be:

Three Rivers RC&D Council, Inc.
1551 Baldy Avenue, Suite 2
Pocatello, ID 83201

The initial registered agent shall be Paula A. Jones

Article IX - Incorporators

Carolyn Meline Box 4016 Pocatello, Idaho 83201

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Kent Rudeen 612 Calder American Falls, Idaho 83211

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Lynn Thompson 1761 Syphon Rd. Pocatello, Idaho 83201

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