

ARTICLES OF INCORPORATION FOR  
WILDLIFE ORGANIZATION LEARNING FACILITY, INC.  
AN IDAHO NON-PROFIT CORPORATION

**FILED EFFECTIVE**

2014 AUG 21 AM 11:10  
SECRETARY OF STATE  
STATE OF IDAHO

This Articles of Incorporation are made this 14 day of August, 2014.

I.

The name of the company shall be Wildlife Organization Learning Facility, Inc.

II.

The purpose of the corporation is exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including, but not limited to, providing for public access to wolves; education and enlightenment the general public about wolves; the engagement in conservation activities related to wolves; to raise money for all of the foregoing; and to engage in any other lawful activity as may be determined by the board of directors.

III.

The incorporator and initial director of the corporation is Nancy J. Taylor.

IV.

The corporation will have members. Members will be admitted based on donations to the corporation. Each member shall be entitled to vote based on the dollar contribution to the corporation. For example, an entity which contributes \$100.00 to the corporation when the total of all contributions is \$1,000.00 would hold 10% of the vote. No member is entitled to return of any contribution, nor to anything from the corporation. No member may transfer his, her or its interest to any other person or entity. Members' voting rights may be determined on the day of any shareholder meetings and any member may increase its voting power at any such meeting the member attends in person by making further donations to the corporation. Any person or entity may attend a meeting and become a member entitled to vote by making a donation to the corporation in cash or certified funds at that meeting. No cumulative voting is authorized. Voting shall be by written ballot. Any funds received without sufficient information to identify the source, or if the source shall wish to not vote, then said funds shall just be deposited to the general fund of the corporation.

V.

Approximately two (2) months after the first donation, the first members' meeting shall be held and three (3) directors shall be selected at that time by the membership in accordance with Paragraph IV, above. Any member may cast the member's vote by means of written correspondence, provided, however the same is acknowledged in front of a notary public, and

ARTICLES OF INCORPORATION - WILDLIFE ORGANIZATION LEARNING FACILITY, INC.

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received before the meeting date. A majority of those members who vote shall determine the directors and their compensation. No quorum shall be required to elect the directors and determine their compensation. Notice to all members of any special shareholder meeting must be provided to all members at the address maintained in the corporate books of account. Members must provide written notice of any change of address. Any member may void the results of any shareholder meeting if that member did not receive notice and the member's vote would have changed the outcome of the meeting. Each meeting shall begin with a roll call of non-members wishing to become members. Thereafter, the regular annual shareholders meeting shall be on the same date as the first business meeting, or the first business day after the date of the first meeting.

#### VI.

All of the corporation's affairs shall be managed by a majority vote of the directors, other than the directors' compensation, which shall be determined by a majority of the members. The directors shall serve one year terms. The directors shall be deemed to be re-elected unless any member indicates in writing his or her desire to be a director at least two months before the annual meeting. In that case, the directors shall set the election of directors as an agenda item for the regular annual meeting. Only individuals may be directors.

The directors shall do all things necessary to effectuate the purposes of the corporation, including the adoption of by-laws and the election of a president, secretary and treasurer, and delineate the powers and duties of each.

After the initial by-laws are adopted by the directors, they may only be amended by the majority vote of the members. The directors shall take any steps necessary to ensure that the corporation qualifies as a tax exempt entity for state and federal income tax purposes. Any vacancy in a director position shall be filled by temporary appointment of another member agreed upon by the remaining directors. In the event the remaining directors cannot so agree, then a special meeting shall be called to elect the director or directors as the case may be.

#### VII.

The corporation shall indemnify, defend and hold harmless, all directors and officers from any liability associated with any act taken by the same in good faith and in furtherance of the corporation's purposes.

#### VIII.

These Articles of Incorporation and the approved by-laws may only be amended by a vote of 75% of all existing members.

#### IX.

No member may be removed as a member except for disorderly conduct at a meeting or other conduct detrimental to the corporation and only after a fair and reasonable procedure.

ARTICLES OF INCORPORATION - WILDLIFE ORGANIZATION LEARNING FACILITY, INC.

## X.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## XI.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 II hereof. No substantial part of the activities of the corporation shall be 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 or in opposition to any candidate for public office. 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

DATED this 14<sup>th</sup> day of August, 2014

*Nancy J. Taylor*  
Nancy J. Taylor

Incorporator 461468 Hwy 95

Director Cocolalla ID 83813

Registered Agent

Director

George Soetje

8031 Lakeshore Dr

Sagle ID 83860

Director

Ann Sydow

1594 E Yellowpine

Athol ID 83801

IDAHO SECRETARY OF STATE

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