

**ARTICLES OF INCORPORATION  
OF  
FORT HALL LANDOWNERS ALLIANCE, INC.**

**FILED**  
Nov 18 12 58 PM '97

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, IDAHO CODE ("Act"), adopts the following Articles of Incorporation ("Articles").

**ARTICLE I**

**NAME OF THE CORPORATION**

The name of the Corporation is Fort Hall Landowners Alliance, Inc.

**ARTICLE II**

**STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III**

**PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV**

**REGISTERED OFFICE AND AGENT**

The location of the Corporation is in the Fort Hall Indian Reservation. The address of the initial registered agent, is P.O. Box 847, Fort Hall Agency, Fort Hall, Idaho 83203-0847, and the name of the initial registered agent at this address is Ernestine Broncho Werelus.

**ARTICLE V**

**PURPOSES**

The purposes for which the Corporation is organized and will be operated are as follows:

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A. To improve the general welfare and economic status of the tribal members of the Shoshone-Bannock Tribe through the proper management of lands located on the Fort Hall Indian Reservation in accordance with federal statutes and regulations and recognized environmental and conservation practices.

B. To assist in educating current and future landowners about the trust status of their land in order to achieve the best use of individual tribal lands, on behalf of economically distressed, underrepresented poor, and vulnerable tribal members.

C. To assist individual tribal landowners of the Fort Hall Indian Reservation in their efforts to develop and implement community-based long-term social, economic, and environmental development strategies for promotion of self-sufficiency.

D. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

E. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

## **ARTICLE VI**

### **LIMITATIONS**

A. 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 V hereof.

B. 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.

C. 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 of 1986, as amended from time to time.

## **ARTICLE VII**

### **MEMBERS**

The Corporation shall have members who shall have such rights as provided in the Act that are consistent with management authority that these Articles grant the Board of Directors of the Corporation. The membership of the Corporation shall consist of all persons who meet the following criteria:

A. Be a member or eligible for membership in the Shoshone-Bannock Tribe or any other federally recognized Indian Tribe.

## **ARTICLE VIII**

### **MEMBERSHIP DUES**

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

**ARTICLE VIII**  
**BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be appointed until such the first annual meeting or until their successors are elected and qualify in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Ernestine Broncho Werelus	P.O. Box 856 Fort Hall, ID 83203
LeByron Martin	General Delivery Fort Hall, ID 83203
Frank Papse, Sr.	P.O. Box 354 Fort Hall, ID 83203
Dwight Osborne	P.O. Box 596 Fort Hall, ID 83203
James R. Watson	General Delivery Fort Hall, ID 83203

**ARTICLE IX**  
**DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner

as the Board of Directors shall determine. Any such assets not so distributed shall be distributed as required by the Act or permitted under the Bylaws consistent with the purposes of the Corporation.

#### ARTICLE XI

##### REGISTERED AGENT AND OFFICE

The name and address of the incorporator is Ernestine Broncho Werelus, P.O. Box 856, Fort Hall Agency, Fort Hall, ID 83203.

#### ARTICLE XII

##### BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 17 day of Nov., 1997.

Ernestine Broncho Werelus  
Ernestine Broncho Werelus