



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

**WESTERN WHITEWATER ASSOCIATION, INC.**

was filed in the office of the Secretary of State on the **5th** day of **June** A. D. One Thousand Nine Hundred **Seventy-eight** and <sup>will be</sup> is duly recorded on ~~Film-Strips~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Boise, Idaho** in the County of **Ada** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **5th** day of **June** A.D., 19 **78**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

WESTERN WHITEWATER ASSOCIATION, INC.

KNOWN ALLMEN BY THESE PRESENT:

That we, the undersigned, BOB ALLEN, BOB EARL, JOE SMITS, JIM POWELL, PETE MEGIS, JIM MOORHOUSE, JOE PIERSON & RON JONES of Boise, Idaho, and being residents and natural persons of the age of 21 years or more and citizens of the State of Idaho, and the United States of America, acting as incorporators of a corporation formed under and pursuant to the provisions of Title 30, Chapter 10 of the Idaho Code, do hereby adopt and execute the following Articles of Incorporation and do hereby certify and declare:

ARTICLE I

That the name of said corporation is and shall be

WESTERN WHITEWATER ASSOCIATION, INC

ARTICLE II

The purposes for which this corporation is formed and is to be conducted and operated are as follows:

a. To promote interest in river boating, sight seeing tours, and any and all other forms of general boating enjoyment: to promote and provide social and athletic recreation for its members: to give and promote entertainments, lectures, social affairs, celebrations, exhibits, and amusements of any and all description for the general enjoyment and instruction of its members: to provide social functions among its own members and members of other similar organizations for the benefit, enjoyment, instruction and wellbeing of its members.

b. To purchase and hold, lease, use and take possession of, own and enjoy any real or personal property necessary or incidental to, or connected with the purpose of this corporation, particularly buildings, club houses or other structures and to sell, lease, alienate and dispose of same at the pleasure of the corporation.

c. To borrow or raise money for any of the purposes of this corporation and from time to time, without limit as to amount, to draw, make, accept, endorse, guarantee, execute and issue promissory notes, drafts bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof, and of the interest thereon, by mortgage on, or pledge conveyance or assignment in trust, of the whole or any part of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell pledges, or otherwise dispose of such securities or obligations of the corporation.

d. The above enumerated purposes shall also be considered a statement of powers, and this corporation may do each and everything suitable or proper for the accomplishment or attainment of the corporation. In addition thereto, the corporation shall have and may exercise any other or further powers or privileges granted by the law of the State of Idaho to corporations of this character. The statements contained in each clause shall be in no way limited or restricted by reference to, or inference from the terms of any other clause,

but shall be regarded as independent purposes and powers, and no recitation, or declaration, or enumeration of specific powers or purposes herein enumerated shall be deemed to be exclusive, and it is hereby expressly declared that all other lawful powers, not inconsistent herewith, are included herein.

e. The corporation need not carry out or engage in the pursuit of all of the foregoing purposes and powers, but shall be sufficient if at any time the corporation is engaged in any one or more of such purposes and powers.

### ARTICLE III

The location and post office address of the registered office of this corporation and the place where the the principal place of business of this corporation is to be transacted in Box 8922 Boise, Idaho. The names of the incorporators are BOB ALLEN, BOB EARL, JOE SMITS, JIM POWELL, PETE MEGIS, JIM MOORHOUSE, JOE PIERSON & RON JONES of Boise, Idaho, all being residents of the State of Idaho.

### ARTICLE IV

This corporation shall have perpetual existence.

### ARTICLE V

a. This corporation shall not have any capital stock but shall admit members into the corporation upon the payment of a membership fee to be provided for in the by-laws of this corporation.

b. Voting power of the members of this corporation shall be equal and each member shall have one vote only.

c. This corporation is one which does not contemplate pecuniary gain or profit to the members thereof, and is not organized, and will not be conducted for the purpose,

directly or indirectly, fixing the price, or regulating the production of any article of commerce, or of produce of the soil, or of consumption by the people.

d. Membership in this corporation shall not be assignable and cannot be terminated or cancelled so long as the member complies with these Articles of Incorporation, the by-laws to be adopted hereunder and the rules and regulations adopted by the Board of Directors of the government of the members of this corporation.

e. Dues and assessments may be levied against the members of this corporation by the Board of Directors as provided in the by-laws.

f. The rights and interests of all members in this corporation shall be equal and no member can have or acquire a greater interest than any other member.

g. Membership in this corporation shall not be limited. The signers of these Articles of Incorporation shall be members of this corporation immediately upon adoption thereof. New members of this corporation may be admitted upon compliance with the provisions provided therefore in the by-laws.

h. Any person of good moral character, professing a belief in the objectives and purposes of this corporation, may be admitted to membership as provided for in the by-laws.

i. The members of this club shall never be or become liable for the payment of any of the debts or liabilities of the club, and the private property of the stockholders shall not be subject to or liable for the payment of the club debts of any extent whatever.

#### ARTICLE VI

The government of this corporation and the management of its affairs, shall be vested in a Board of Directors

consisting of not less than five (5) nor more than nine(9) members, and within such limits, the number, qualifications, term of office, manner of election and powers and duties of Directors shall be fixed and may be altered from time to time, as may be provided for in the by-laws. The incorporators shall act in the capacity of Directors of this corporation until their successors are elected and qualified.

The corporation shall have the right to prescribe through its by-laws for any matter and things pertaining to the directors, including the right to change the number thereof from time to time, not to exceed or be less than the number of directors set forth in these Articles.


#### ARTICLE VII


The annual meeting of this corporation shall be held at such time and place as may be provided for in the by-laws. Such other meetings of the members and of the Board of Directors shall be held as may be provided for in the by-laws.

#### ARTICLE VIII

These Articles of Incorporation may be altered or ammended by a two-thirds vote of all members of the corporation present at any regular meeting thereof, or any special meeting called for that purpose, provided that a quorum, as specified in the by-laws of this club, or the laws of the State of Idaho, be present and notice of the proposed change has been given the members ten days before the meeting.

IN WITNESS WHEREOF, We have hereunto set our hands this  
5 day of June, 1978.

  
BOB ALLEN  
2514 Eldorado - Boise

  
BOB EARL  
1419 E - Wright - Boise

Joe Smits  
JOE SMITS

4677 - Normandie - Boise

Jim Powell  
JIM POWELL

1117 - Grover - Boise

Pete Megis  
PETE MEGIS

420 - N. Smile Rd - Boise

Jim Moorhouse  
JIM MOORHOUSE

2515 - Eldorado - Boise

Joe Pierson  
JOE PIERSON

2717 Vista #140 - Boise

Ron Jones  
RON JONES

3769 Wadsworth - Boise

STATE OF IDAHO       )  
                              ) SS.  
County of Ada        )

On this 5 day of June, 1978 before me the undersigned, a Notary Public in and for said State personally appeared BOB ALLEN, BOB EARL, JOE SMITS, PETE MEGIS, JIM MOORHOUSE, JIM POWELL, JOE PIERSON & RON JONES, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same, and that all of the incorporators names therein are full-age citizens of the United States.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Charlotte Lehman  
Notary Public for State of Idaho

Boise Idaho  
Residing at.

WESTERN WHITEWATER ASSOCIATION  
CODE OF ETHICS

1. I will maintain and enhance the quality of the waters upon which I operate.
2. I will at all times drive at speeds as to keep the boat under control.
3. Always respect the rights of other water users.
4. At all times give down river traffic the right-of-way.
5. Leave campgrounds and campsites clean and bring out your own litter.
6. Get permission and have respect for private property.
7. Give aid to any boatman or water user when in danger.
8. I have read the by-laws and code of Ethics of this Association and do agree to abide by them so long as I am an active member.

  
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PRESIDENT