



## 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

**BOISE VALLEY FLY FISHERMEN, INC.**

was filed in the office of the Secretary of State on the **fifth** day of **May** A. D. One Thousand Nine Hundred **seventy-two** and is ~~now~~ **still be** recorded on ~~Film No.~~ **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 **May** A.D., 19 **72**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
BOISE VALLEY FLY FISHERMEN, INC.

We, the undersigned, citizens of the United States, desiring to form a non-profit corporation for the purposes hereinafter stated under and pursuant to the provisions of Chapter 10 of Article 30, Idaho Code, and the laws of the State of Idaho relating to the organization of corporations organized for purposes other than profit, do hereby sign and acknowledge the following Articles of Incorporation in triplicate originals:

ARTICLE I.

NAME

The name of this corporation shall be  
"Boise Valley Fly Fishermen, Inc."

ARTICLE II.

PLACE OF BUSINESS AND  
OFFICE

The principal place of business of this corporation shall be in Boise, Idaho, with offices at a place designated by the Board of Directors and the mailing address of this corporation shall be P. O. Box 311, Boise, Idaho.

ARTICLE III.

OBJECTS AND PURPOSES

The objects and purposes for which this corporation is formed shall be and are:

(1) To improve the sport of fly fishing in the State of Idaho;

(2) To promote and work for the betterment of trout streams and lakes in the State of Idaho;

(3) To encourage and advocate a conservation of game fish in the waters of the State of Idaho;

(4) To promote the conservation of streams, rivers, lakes, reservoirs, or other waterways in the State of Idaho, or in the Pacific Northwest, for fishing and in particular, to promote the conservation of appropriate waterways for fly fishing;

(5) To promote a campaign of education against pollution in streams, lakes and waterways in the State of Idaho;

(6) To encourage and assist others, and in particular, young persons, to become fly fishermen and true sportsmen;

(7) To engage in the study of the environment and to attempt to promote legislation and regulations which will protect and better the environment in the State of Idaho.

(8) The corporation shall have the power either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the corporation is organized, to aid or assist other organizations whose activities are such as to further, accomplish,

foster, or attain any of such purposes.

#### ARTICLE IV.

##### DURATION

This corporation shall continue perpetually or until it is dissolved by operation of law or otherwise.

#### ARTICLE V.

##### MEMBERSHIP

The membership of this corporation shall consist of all those persons who join the organization and pay annual membership dues in an amount prescribed by the By-laws of this corporation for the fulfillment of the purposes of this corporation.

#### ARTICLE VI.

##### INCORPORATORS

The name and post office address of the incorporators of this corporation are as follows:

NAME	ADDRESS
WILLARD H. GODFREY, JR.	<u>10150 Roan Meadow Dr., Boise, Idaho</u>
RONALD C. ANDERSON	<u>1708 1/2 West 7th, Meridian, Idaho</u>
JAMES I. BONNETT	<u>631 Bitterroot Drive, Boise, Idaho</u>
GERALD N. CORNWELL	<u>8420 Windham Lane, Boise, Idaho</u>
KENNETH MAGEE	<u>2621 Mountain View, Boise, Idaho</u>
ERICH KORTE	<u>1219 N. Wilson, Boise, Idaho</u>
WILLIAM W. MASON, JR.	<u>220 N. 10th, Boise, Idaho</u>
DAVID E. ROBINSON	<u>205 Bacon Drive, Boise, Idaho</u>
MALCOLM E. ROSSMAN, JR.	<u>7775 Bridlewood Circle, Boise, Idaho</u>

#### ARTICLE VII

##### BOARD OF DIRECTORS

There shall be a Board of Directors of this

corporation consisting of nine (9) Directors. The Directors shall be members in good standing of the corporation.

Three (3) of the Directors shall be elected each year at the annual meeting of the corporation to serve a term of three years except that initially, members of the nine (9) man Board of Directors may be elected by the membership for staggered terms of one, two or three years in order to allow the members of the Board of Directors to serve staggered terms of three years each and to allow the membership to elect three of the nine Directors each year.

As the term of each of the Directors expires, Directors will be elected at the annual meeting of the members of the corporation which shall be held in Boise, Idaho, on the first Thursday in the month of April each year.

Notice of such annual meeting shall be given by one of the officers or the Directors of this corporation at least five (5) days before the meeting, by written notice or publication mailed directly to the members in good standing of this corporation at the last known address of said members. Any vacancies caused by the death, resignation or removal of any of said Directors may be filled by appointment by the remaining members of the Board of Directors and said appointee shall serve until the next annual meeting when a Director shall be elected by the members of the corporation for the remaining period of the term of the member of the Board of Directors whose position became vacant.

#### ARTICLE VIII.

##### OFFICERS

The Board of Directors, within ten (10) days

following the annual meeting of the corporation, shall meet and elect a President, a Vice President, and a Secretary-Treasurer, who shall act as the officers of the corporation until replaced by the Directors following the next annual meeting of the membership provided for in these Articles of Incorporation. Any vacancies caused by the death, resignation or removal of any of the said officers may be filled by appointment by the Board of Directors for the balance of the term of the officer.

#### ARTICLE IX.

##### BY-LAWS

The Board of Directors shall have the power to adopt and pass By-laws for the regulation of the affairs and business of the Association subject to the power of the members to change or repeal such By-laws at any regular annual meeting or at any special meeting of the members called for that purpose. Notice of any proposed change in the By-laws must be mailed to the members in good standing of the corporation at least five (5) days prior to the membership meeting at which such changes are to be adopted.

#### ARTICLE X.

##### LIABILITY OF MEMBERS

The private property of the members of this Association shall not be liable for the debts or liabilities of the Association herein provided for.

#### ARTICLE XI.

##### NON PROFIT CORPORATION

This corporation is not organized for profit

and no part of the net earnings of the corporation shall enure to the benefit of any member hereof except for the salary paid and expenses reimbursed to any member, Director or officer or other person employed by the Board of Directors in exchange for services performed or expenses incurred on behalf of this corporation. Upon dissolution or other termination of this corporation, the assets then remaining in the name of the corporation shall be divided equally among the members then in good standing of this corporation.

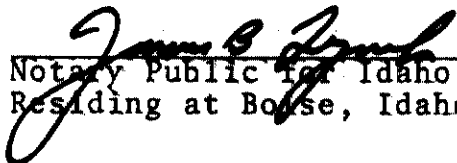
IN WITNESS WHEREOF, We have hereunto set our hands and seals this 28th day of April, 1972.

William D. Russell  
Ronald C. Anderson  
James J. Bennett  
H. E. Bauman  
Genneth Magee  
David A. Campbell  
William H. Gooding  
Ernest H. Hart  
David E. Robinson

STATE OF IDAHO        )  
                              ) ss.  
County of Ada         )

On this 28th day of April, 1972, before me, the undersigned, a notary public in and for said State, personally appeared WILLARD H. GODFREY, JR., RONALD C. ANDERSON, JAMES I. BONNET, GERALD N. CORNWELL, KENNETH MAGEE, ERICH KORTE, WILLIAM W. MASON, JR., DAVID E. ROBINSON and MALCOLM E. ROSSMAN, JR., known to me to be the persons whose names are subscribed to the above and foregoing Articles of Incorporation of Boise Valley Fly Fishermen, Inc., and acknowledged to me that they executed the same.

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

  
Notary Public for Idaho,  
Residing at Boise, Idaho.