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State of Idaho

Department of State

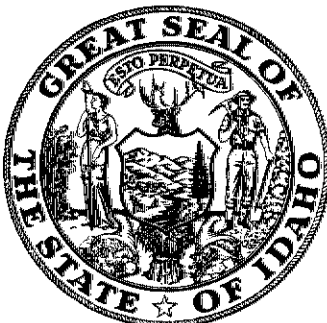
CERTIFICATE OF AMENDMENT OF

GEM STATE FLY FISHERS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of GEM STATE FLY FISHERS, INC. duly signed and verified 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: October 20, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

Greg J. Clark

ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
GEM STATE FLY FISHERS, INC.
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Pursuant to the provisions of Section 30-1-61 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

ARTICLE I

The name of the corporation is GEM STATE FLY FISHERS, INC.

ARTICLE II

The following amendment of the Articles of Incorporation were adopted by a majority vote of the members of the association on 8/18/93, 1993 in the manner prescribed by the laws of the State of Idaho. That the following Article be added to the existing Articles of Incorporation. Members qualified to vote No. 55, and those voting in favor of the Amendment No. 35.

ARTICLE XIII

"This organization is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code."

"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 of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law.)"

"Upon the dissolution of this 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 corresponding section of any future 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 the Court of Common Pleas 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."

DATED: 8/18/93, 1993

GEM STATE FLY FISHERS, INC.

By [Signature]
President

By GREG McCall
Secretary

VERIFICATION

STATE OF IDAHO)
COUNTY OF CANYON) SS:

I, HERBERT U. RETTIG, a Notary Public in and for said state, do hereby certify that on this 18th day of SEPTEMBER, 1993, personally appeared before me BART C. HENDRICKS, who, being by me first duly sworn, declared that he is the President of Gem State Fly Fishers, Inc., and GREG McCall, who, being by me first duly sworn, declared that he is the Secretary of Gem State Fly Fishers, Inc., and that both said parties signed the foregoing document in their respective capacities of the corporation, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on the date in this certificate first above written.

[Signature]
Notary Public for Idaho
Residing at [Signature]
Commission Expires: 7-26-96