



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

WOOD RIVER RESOURCE AREA ASSOCIATION, INC.

was filed in the office of the Secretary of State on the **fourth** day
of **April** A. D. One Thousand Nine Hundred **seventy-three** and
is ~~so~~ ^{to be} recorded on ~~film~~ **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
Gooding, Idaho in the County of **Gooding**
and as such are subject to the rights, privileges and limitations granted to Non-Profit Coopera-
tive 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 **4th** day of **April**
A.D., 1973 .

Secretary of State.

(Adjusted)

WOOD RIVER RESOURCE AREA
COUNCIL OF GOVERNMENTS

ARTICLES OF INCORPORATION

Be it resolved that the Counties of Blaine, Camas, Gooding and Lincoln, the Cities of Bellevue, Bliss, Dietrich, Fairfield, Gooding, Hagerman, Hailey, Ketchum, Richfield, Shoshone, Sun Valley and Wendell, the Soil Conservation Districts of Blaine, Camas, Gooding and Wood River, and the County Planning Commissions of Blaine, Camas, Gooding and Lincoln Counties do hereby sponsor the establishment of an area-wide non-profit cooperative association, by persons who are citizens of the United States, for the purposes hereinafter stated under and pursuant to the provisions of Chapter 10, Article 30, Idaho Code.

ARTICLE I

Name

The name of the corporation so organized and established shall be the Wood River Resource Area Association, Inc. It may be designated as WRRRA or simply as the Council.

ARTICLE II

Purposes

The Council is organized and shall be operated exclusively for charitable, scientific, educational and related purposes and intends to meet the requirements of Section 501(C)(3) of the Internal Revenue Code of 1954.

No substantial part of the activities of the members of the Council shall be carried on as propaganda, or otherwise attempting to influence legislation and 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. No funds or assets may be used to pay salaries nor inure to the benefit of any individual member, nor to be distributed to the members, except that the Council is authorized to pay reasonable compensation for employee service costs, travel and expense,

office materials, supplies, postage, surveys and other miscellaneous items which further the purposes of the Council.

Activities of the Council which further the purposes are:

1. Study, survey, review and comment on regional, area-wide, local and governmental problems of mutual interest and concern through action in a cooperative forum group.
2. Coordinate and assist with development and implementation of regional, area-wide, project-wide, comprehensive and functional plans with authorized federal, state, regional, area-wide and local organizations, institutions and agencies.
3. Receive and expend federal, state and local funds, contract and enter into reasonable agreements with units of government, private organizations, institutions and individuals essential to accomplish the purposes of the Council and may receive grants, donations, gifts, property and other assets in furtherance of such programs and efforts.
4. Improve the regional, area-wide and local economy through acceleration of activities for adequate employment opportunities, prosperous agriculture, wise utilization of natural and human resources, such as, adequate processing, marketing, transportation and other facilities for the Area.
5. Secure general and technical aid to Council members, units of government, other groups and individuals, as they may request, to further the Council's objectives, policies, plans and RC&D measures.
6. Formulate recommendations regarding implementation of plans and programs and encourage action by the member governmental units and agencies of local state and federal governments.

ARTICLE III Membership

Membership in the Council shall number 24, and shall be composed of

one representative from each Soil Conservation District, one County Commissioner from each County, one representative from each Incorporated City, and one member from each County Planning Commission. Members rights and interests shall be equal.

The Council members and alternates shall be designated by the Chairman of each Soil Conservation District, the Chairman of the Board of County Commissioners of each County, the Mayor of each Incorporated City, and the Chairman of each County Planning Commission.

The representatives are to be designated at the time of adoption of these Articles of Incorporation and in January of each year, preceeding the regular annual meeting to be held each year in February, of the Council thereafter.

Membership certificates shall be issued in the name of the member group annually upon payment of dues.

ARTICLE IV Advisors

Agencies, institutions and organizations shall be asked to appoint advisor representatives to the Council in January of each year, as deemed necessary or advisable by the Council. Advisors shall serve without vote, but may serve on committees.

Advisory memberships may be purchased by any individual or representative who wishes to affiliate with the Council.

ARTICLE V Officers

The officers of the Council shall consist of a Chairman and Vice Chairman and Executive Secretary and Treasurer. The Chairman and Vice Chairman shall be elected by the members of the Council. The Executive Secretary and Treasurer shall be appointed by the Chairman, confirmed by the Council and shall serve at the pleasure of the Council.

ARTICLE VI
Administration

The internal administration, policies, procedures, practices and programming of the Council shall be vested in the Council. The principal office of the non-profit cooperative association shall be in Gooding, Gooding County, Idaho, and it shall be perpetual.

An Administrative Board shall be appointed by the Chairman and confirmed by the Council to conduct the necessary affairs of the Council between Council meetings.

A simple majority of the members shall constitute a quorum.

ARTICLE VII
Allocation of Costs

Counties, Cities and Soil Conservation Districts holding membership in the Council shall contribute to the expenses of the Council pursuant to the budgetary laws set forth in the Idaho Code, applicable resolutions and ordinances of Boards of County Commissioners, Incorporated and Charter Cities and Soil Conservation Districts, and such bylaws as may be adopted by the Council. Services and facilities of participating agencies, institutions and organizations may be provided in lieu of assessments.

The Council shall prepare and adopt an annual work program and budget by December 1 of each year. The annual work program and budget shall include both calendar and fiscal year programs. Such dues and assessments shall become due and payable as of April 1 of each year.

ARTICLE VIII
Director and Consultants

The Council may employ and discharge an executive secretary, treasurer, planners, clerical assistants, consultants and such staff as it deems convenient to carry out the purposes and functions of the Council.

ARTICLE IX
Bylaws

The Council shall adopt Bylaws to carry out the purposes and objectives

set forth in these Articles, or as may be required under the laws of the State of Idaho.

ARTICLE X
Amendment

These Articles of Incorporation may be amended in whatever manner the Council shall determine and specify in it's Bylaws, however, it shall be in accordance with the laws of the State of Idaho.

ARTICLE XI
Dissolution

Upon the dissolution of the Council, the Council shall, after paying all liabilities, dispose of all assets exclusively to the exempt purposes of the Council, as stated in Article II, or shall be disposed back to the Counties, Incorporated Cities and Soil Conservation Districts who are legal subdivisions of the state.

ARTICLE XII
Incorporators

Name and post office address of incorporators are as follows:

Don G. Fredericksen
Don G. Fredericksen

1020 Nevada St., Gooding, Idaho

C. W. Gardner
C. W. Gardner

415 South Main, Hailey, Idaho

Clyde C. Petersen
Clyde C. Petersen

401 East Main, Wendell, Idaho

Ray Sweet
Ray Sweet

Carey, Idaho

L. W. Baldwin
L. W. Baldwin

Fairfield, Idaho

Nelson R. King
Nelson King

Rt. 1, Wendell, Idaho

Glenn S. Sorensen
Glenn Sorensen

Dietrich, Idaho

In witness whereof, here and above named incorporators have set their signatures in triplicate on this 31st day of January, 1973.

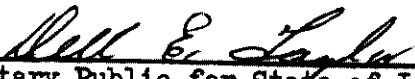
STATE OF IDAHO

County of Gooding

SS

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that Don G. Fredericksen, C. W. Gardner, Clyde C. Petersen, Ray Sweat, L. W. Baldwin, Nelson R. King and Glenn Sorensen, who are known to me to be the persons whose names are subscribed to the foregoing Certificate of Incorporation, appeared before me this day in person and each acknowledged that he signed, sealed and delivered said instrument in writing as his free and voluntary act, for the uses and purposes therein set forth.

WITNESS, my hand and notarial seal this 28th day of March, 1973.



Notary Public for State of Idaho
Residing at Gooding, Idaho

My commission expires 8-7-73