



CERTIFICATE OF INCORPORATION
OF

PORTNEUF FLYFISHERS, INC.

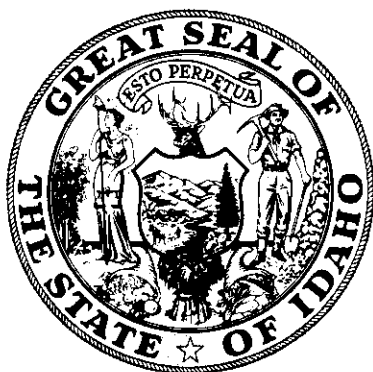
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

PORTNEUF FLYFISHERS, INC.

duly signed 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
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated _____ February 11 _____, 19 80 _____.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

200 FEB 19 AM 8 57

ARTICLES OF INCORPORATION

STATE

FOR

PORTNEUF FLYFISHERS, INC.

We, the undersigned natural persons, of legal age and citizens of the United States of America and residents of the State of Idaho, acting as incorporators and directors, hereby adopt the following as the Articles of Incorporation for Portneuf Flyfishers, Inc., pursuant to the provisions of the Idaho Nonprofit Corporation Act.

ARTICLE II

NONPROFIT PURPOSE

The Corporation is formed exclusively for purposes permitted by the provisions of Title 30, Chapter 3, of the Idaho Code, more particularly set out below. It will engage in no permitted activity requiring a license without first obtaining such a license and will conduct no activities that could be construed as conducting an insurance company under Idaho Insurance Laws. No dividends will be paid by the Corporation and no part of its income shall be distributed to its members, directors, or officers, except for reasonable compensation for services rendered or permissible distribution upon dissolution or final liquidation in accordance with the Idaho Code.

ARTICLE III

DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE IV

PURPOSE

This Corporation is organized to foster, preserve, and promote the fishing for trout and other fishes with the fly; to protect, conserve, and enhance the fishing environment; to provide education for, and enhancement of, the skills, arts, and sciences incident to flyfishing; and to nurture and espouse companionship and communication among fisherman.

ARTICLE V

MEMBERSHIP

The Corporation shall have members and their qualifications, rights, classes, admission fees, and dues shall be set out in the Corporation's bylaws. Cards will be issued to evidence membership rights. Members shall not be personally liable for the debts, liabilities, or obligations of the Corporation.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation will be in the office of William W. Becker, its initial registered agent, 508 Spaulding Building, 109 South Arthur Street, Pocatello, Idaho, 83201. The initial Board of Directors, who shall serve until their successors are elected in accordance with the bylaws, shall consist of the incorporators, whose names and addresses are listed below.

Charles A. Collins	1040 Encino	Pocatello, Idaho
Jack E. Bennett	Star Route Box 366	Pocatello, Idaho
Blaine E. Gasser	635 South 7th	Pocatello, Idaho

Executed this 14th day of February, 1980.

Charles A. Collins
Charles A. Collins

Jack E. Bennett
Jack E. Bennett

Blaine E. Gasser
Blaine E. Gasser

STATE OF IDAHO)
) ss.
COUNTY OF BANNOCK)

On this 14th day of February, 1980, before me, the undersigned notary public, personally appeared Charles A. Collins, Jack E. Bennett, and Blaine E. Gasser, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

William L. Buckner
Notary Public