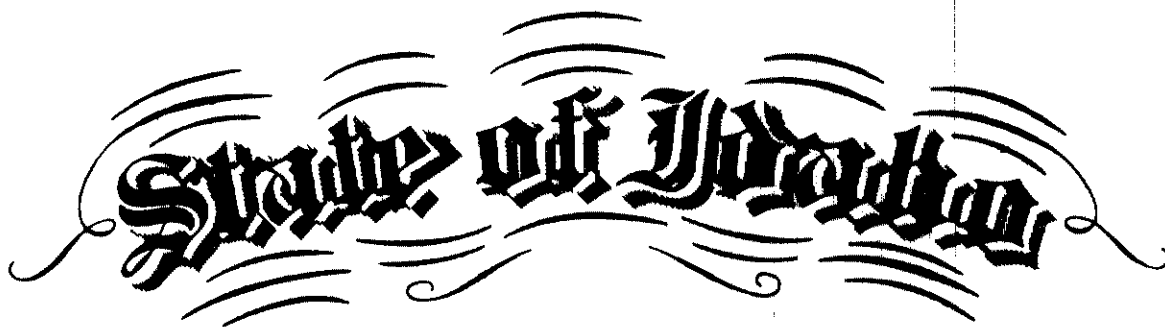


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CERTIFICATE OF INCORPORATION
OF

NORTH IDAHO AUDUBON SOCIETY, INC.

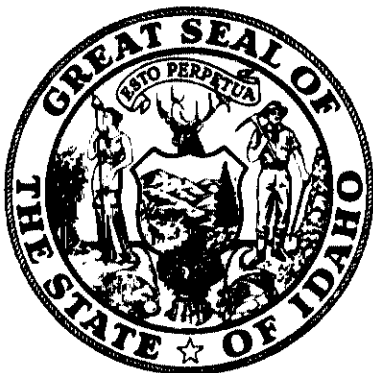
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

NORTH IDAHO AUDUBON SOCIETY, 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 December 11, 19 89.



Pete T. Cenarrusa

SECRETARY OF STATE

Emil Zabalza

Corporation Clerk

7881 01 070

ARTICLES OF INCORPORATION
OF
NORTH IDAHO AUDUBON SOCIETY, INC.

The undersigned acting as incorporator of a corporation under the Idaho Business Corporation Act adopts the following Articles of Incorporation for such corporation.

ARTICLE I.

The name of the corporation is NORTH IDAHO AUDUBON SOCIETY, INC.

ARTICLE II.

This is a non-profit corporation.

ARTICLE III.

This corporation shall have perpetual duration.

ARTICLE IV.

The purposes and objects for which this corporation is formed are the following:

- 1, To take action necessary to observe and protect birds, wildlife and all natural habitat in North Idaho.
2. To engage in educational activities to promote the conservation of birds, wildlife and all natural habitat in North Idaho.
3. To engage in such educational, scientific, literary, historical and charitable pursuits as are consistent with the National Audubon Society, Inc., in which this corporation shall function as a chapter.

ARTICLE V.

The corporation shall have the following powers:

1. To sue and be sued before competent tribunals at the will of the directors or membership.
2. To own, buy, sell, lease, assign, mortgage, hypothecate and by all lawful acts, deal in real and personal property, including the erection and maintenance of buildings and the obtaining of personal property which would further the interests of the corporation.

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3. To establish bank accounts, charge dues and fees, solicit money, engage in non-profit enterprises, raise money, hire and fire employees, make loans, acquire loans, deal in choses of action, and engage in any enterprises connected to the purposes herein established in any lawful way, so long as the same are of a non-profit nature.

4. To issue bonds, notes and other instruments of debt and to deal in the stocks, bonds, notes, mortgages and debt instruments of any other person, firm or corporation.

5. To join or merge with any other group, firm association or corporation, non-profit in nature, whose purposes are not in conflict with those herein stated.

ARTICLE VI.

This shall be a membership corporation. The membership fees and conditions shall be established by the By-Laws.

ARTICLE VII.

The location and post office of the registered office of the corporation is c/o Russell Hersrud, Route 1, Box 32 AB, Bonners Ferry, Idaho 83805.

ARTICLE VIII.

The number of directors of this corporation shall not be less than three nor more than nine.

The names and addresses of the persons who are to serve as directors until their successors are elected and shall qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Russell Hersrud	Route 1, Box 32 AB Bonners Ferry, Idaho 83805
David Siebenthaler	215 Atlanta Bonners Ferry, ID 83805
Tad Blank	Route 1, Box 532-H Bonners Ferry, ID 83805

ARTICLE IX.

This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code of 1954.

ARTICLE X.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office. 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 1954.

ARTICLE XI.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court 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.


RUSSELL HERSRUD

STATE OF IDAHO)

ss:

County of Boundary)

Russell Hersrud, being first duly sworn, on oath deposes and states:

That he is the president of North Idaho Audubon Society, Inc., that he has read the above Articles of Incorporation; that the same were adopted by Resolution of the Board of Directors on Oct 16, 1989



SUBSCRIBED AND SWORN to before me this 14th day of November, 1989.



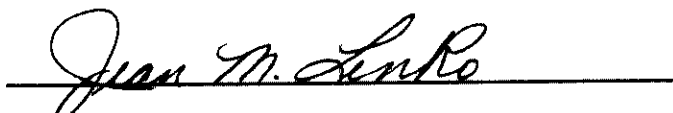
Notary Public for Idaho
Residing at Bonnors Ferry, Idaho
"My Commission Expires February 20, 1993"

STATE OF IDAHO)

ss:

County of Boundary)

I, Jean M. Lenko, a notary public, do hereby certify that on this 14th day of November, 1989, personally appeared before me Russell Hersrud, who, being by me first duly sworn, declared that he is the President of North Idaho Audubon Society, Inc., that he signed the foregoing document as President of the corporation and that the statements therein contained are true.



Notary Public for Idaho
Residing at Bonnors Ferry, Idaho
"My Commission Expires February 20, 1993"