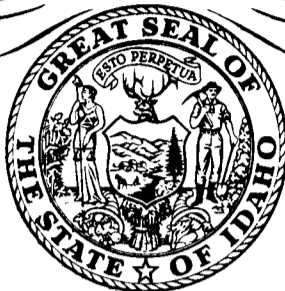


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

POCATELLO ZOOLOGICAL SOCIETY, INC.

was filed in the office of the Secretary of State on the **Nineteenth** day of **March** A. D. One Thousand Nine Hundred **Sixty-five** and **will be** is duly recorded on **Film No.** of Record of Domestic Corporations of the State of Idaho, **Microfilm** and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for **Ninety-nine years** from the date hereof, with its registered office in this State located at **Pocatello** in the County of **Bannock.** and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, 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 **19th** day of **March**, A.D., 19**65**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
POCATELLO ZOOLOGICAL SOCIETY, INC.

KNOW ALL MEN BY THESE PRESENTS, that the undersigned residents of the State of Idaho and natural persons over the age of twenty-one years, have associated, and do hereby associate themselves together for the purpose of forming a non-profit corporation under the laws of the State of Idaho made and provided therefore.

ARTICLE I.

The business and purpose of such corporation shall be to establish, actively assist, advise and cooperate with any municipal governing body or administrative board or department in the maintenance, operation and regulation of zoological parks, gardens, or other collections or exhibitions of animals, fish, birds or other fauna. To promote the interest and education of the general public in zoology, botany, natural history and all related and kindred scientific subjects, and to promote and assist any research or investigation into said subjects. To enter into such contracts, agreements or arrangements with other persons, corporations or associations, municipal, county, state or United States Government or agencies thereof or any foreign governments or agencies thereof, as may be desirable to for the purposes and business of this corporation, which contracts may provide for the contribution of gifts or properties to the non-profit corporation.

ARTICLE II.

The name of said corporation shall be POCATELLO ZOOLOGICAL

SOCIETY, INC., and its location and principal address shall be in the City of Pocatello, Bannock County, Idaho

ARTICLE III.

This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes and no part of any net earnings thereof shall inure to the profit of any member or other individual.

ARTICLE IV.

The general officers of the corporation shall consist of a President, Vice-President, Secretary, and Treasurer. The number of directors shall consist of no less than three nor more than thirty five.

ARTICLE V.

The conditions and regulations of membership and the rights or other privileges or class of members shall be determined and fixed by the by-laws. This corporation formed hereby shall have no capital stock, and shall be composed of members rather than shareholders.

ARTICLE VI.

The private property of the members of this corporation shall not be liable for its corporate debts.

ARTICLE VII.

In addition to the purposes hereinbefore stated, the objectives of this corporation are also to receive gifts and grants of money and property of every kind and administer the same for the educational, scientific and philanthropic uses and to do anything necessary or proper for the accomplishment of the purposes herein stated.

ARTICLE VIII.

To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, with, alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or pertinent to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

ARTICLE IX.

The condition of membership is any person of good character being proposed for membership and accepted by either the general membership or Board of Directors by majority vote of either and payment of the membership fee as fixed from time to time by the Board of Directors.

ARTICLE X.

The term for which this corporation is to exist is ninety-nine years unless previously dissolved in accordance with the laws of the State of Idaho.

ARTICLE XI.

This non-profit corporation shall be subject to such limitations and conditions as are or may be prescribed by law, the exercise of such powers which may or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, are necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to the further limitation and condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax exempt purposes of the corporation

and as may be exercised by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and those regulations as they now exist or as they may hereafter be amended and by an organization, contributions to which are deductible under Section 170 (c) (2) of such code and regulations as they now exist or as they may hereafter be amended.

ARTICLE XII.

That in accordance with Title 30, Chapter 11, I.C., a notice of time and place of holding an election of the directors of said corporation were duly published in the Idaho State Journal, Pocatello, Bannock County, Idaho, on October 9 and October 16, 1964, wherein members of such association met and adopted the by-laws, organized a corporation and transacted other business in conformance with said statutory provisions.

That the names and addresses of those who have been elected as directors and officers as hereinbefore recited and are herein stated as follows:

432 South 11th -	Leota Ester, President and Director	Pocatello, Idaho
College Road -	Priscilla Hearst, Vice-Pres. & Director	Pocatello, Idaho
714 E. Eldredge -	Mary Elizabeth Warren, Secretary and Director	Pocatello, Idaho
341 South 9th -	B. Robert Butler, Treasurer & Director	Pocatello, Idaho
326 South 9th -	Dr. Earl Swainson, Director	Pocatello, Idaho
4996 Chinook -	Clarence W. Smith	Pocatello, Idaho

IN WITNESS WHEREOF, we have signed these presents this

2nd day of November, 1964.

Leota Ester
Priscilla Hearst
B. Robert Butler
Dr. Earl Swainson

Clarence W. Smith
Mary Elizabeth Warren

STATE OF IDAHO

ss.

County of Benewah

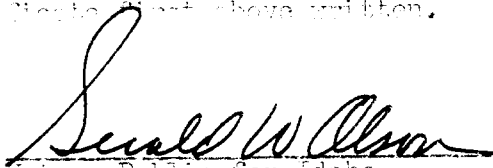
On this 2nd day of November, 1964, before me, the undersigned, a

Notary Public in and for said County and State, personally appeared:

Leota Baker, Priscilla Barrett, Mary Elizabeth Harmon, P. Robert
Butler, Dr. Paul Geringer and Glenora H. Smith

known to me to be the persons whose names are subscribed to the within instrument,
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 first above written.



Notary Public for Idaho
Residence: Pocatello, Idaho

C E R T I F I C A T E

We, the undersigned, do hereby certify that we were the President and Secretary, respectively of the meeting of the membership of Pocatello Zoological Society, Inc., held at Pocatello, Bannock County, Idaho, on the 20th day of October, 1964; that said meeting was called and held as designated according to the notice attached and made a part hereof by reference which said notice was duly signed and by which the membership of said society was advised that said meeting would be held at the time and place mentioned for the purpose of electing officers and directors to act as corporate directors of the Pocatello Zoological Society, Inc., which said notice was published in the Idaho State Journal on the following days, to-wit: October 9, 1964, and October 16, 1964, and all of said officers and directors named in the Articles of Incorporation were duly and regularly elected by the unanimous vote of all of said members; that said directors were in each instance elected to fill the office and perform the duties prescribed in said Articles of Incorporation.

Carol D. Olson
Mary Elizabeth Olson

SUBSCRIBED AND SWORN to before me this 2nd day of November,
1964.

Samuel A. Olson
Notary Public for Idaho
Residence: Pocatello, Idaho

(SEAL)

PROOF OF PUBLICATION

STATE OF IDAHO }
County of Bannock } ss.

NOTICE OF MEETING
HEREWITH TAKE NOTICE that
the first meeting of incorporation
of the Pocatello Zoological Society
Inc., for the purpose of organizing
such corporation, electing direct-
ors thereof, adopting by-laws and
transacting such other business as
may come before the meeting will
be held in Suite 303, Spaulding
Building, Pocatello, Idaho, October
20, 1964, at 2:00 o'clock p. m.
Leota Ester
Pocatello Zoological Society
Oct. 9, 16, 1964

being first duly sworn on oath deposes and says: That.....
was at all times herein mentioned a citizen of the United States of
America, more than 21 years of age, and the Principal Clerk of THE
IDAHO STATE JOURNAL, a daily newspaper, printed and published at
Pocatello, Bannock County, Idaho, and having a general circulation
therein.

That the document or notice, a true copy of which is attached, was
published in the said IDAHO STATE JOURNAL, on the following dates,
to-wit:

....., 19....., 19.....
....., 19....., 19.....
....., 19....., 19.....
....., 19....., 19.....
....., 19....., 19.....

That said paper has been continuously and uninterruptedly pub-
lished in said County for a period of seventy-eight weeks prior to the
publication of said notice or advertisement and is a newspaper within
the meaning of the laws of Idaho.

.....
Subscribed and sworn to before me this.....

day of....., 19.....

.....
Notary Public, State of Idaho
Residence: Pocatello, Idaho