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**ARTICLES OF INCORPORATION  
OF THE  
THE FRIENDS OF HELLS CANYON NATIONAL  
RECREATION AREA, INC.**

STATE  
IDAHO

The undersigned, acting as the incorporators of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

Article I: Name.

The name of the Corporation is **THE FRIENDS OF HELLS CANYON NATIONAL RECREATION AREA, INC..**

Article II: Nonprofit Status.

The Corporation is a nonprofit corporation.

Article III: Period of Duration.

The period of duration of the Corporation is perpetual.

Article IV: Registered Office and Agent.

The location of the Corporation is in the City of Moscow, County of Latah, and in the State of Idaho. The address of the initial registered office is 1275 Mountain View Road, Moscow, Idaho 83843, and the name of the initial registered agent at this address is William Venosdel.

Article V: Purposes.

The Corporation is organized and operated exclusively for the advancement of educational, charitable and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, to perform any and all lawful acts which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes of the Corporation, including but not limited to the following:

IDAHO SECRETARY OF STATE  
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CK: 2989 CT: 176391 BH: 726355  
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1 E 20.00 = 20.00 NON EXPIDI # 3

A. In cooperation with the United States Department of Agriculture, U. S. Forest Service, Wallowa-Whitman National Forest.

1. To further implement Section 7. (6) of Public Law 94-199 Hells Canyon National Recreation Area Act by "preserving and restoring the historic sites associated with and that typify the economic and social history of the region and the American West."
2. To improve, to an acceptable health and safety standard, significant Hells Canyon ranch homesteads so that the sites may be included in a future cabin rental program.
3. Protect historic and pre-historic artifacts and monuments in the area;
4. Protect the shoreline and natural resources in the area;
5. To control noxious weeds in the area;
6. To plant and foster the growth of native plants in the area
7. To protect and provide for area wildlife
8. To foster wild fire prevention
9. Have educational materials available at area homesteads promoting preservation and responsible use
10. Organize work parties of volunteers to accomplish needed work at chosen area homesteads.

B. no substantial part of the activities of the Corporation shall be to carry on propaganda, to attempt to influence legislation, or to participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office;

C. to exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

#### Article VI: Limitations

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 V hereof. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation (a) exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or (b) by a

corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### Article VII: No Members

The corporation shall not have any members.

### Article VIII: Board of Directors

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Each director of the Corporation shall, at all times, be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

	<u>NAME</u>	<u>ADDRESS</u>
1	Rusty Bentz	1309 Powers Avenue Lewiston, Idaho 83501
2	Pat Garrett	806 Pheasant Run Moscow, Idaho 83843
3.	William Venosdel	1275 Mountain Veiw Road Moscow, Idaho 83843
4.	Marshall Comstock	2010 Mountain View Road Moscow, Idaho 83843
5.	Gerald Lee	1729 Lexington Ave. Moscow, Idaho 83843

### Article IX: Distribution on Dissolution.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1996, corresponding section of any future federal 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 distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine which are organized and operated exclusively for such purposes.

Article X: Incorporators.

The names and street addresses of the incorporators are:

	<u>NAME</u>	<u>ADDRESS</u>
1.	William Venosdel	1275 Mountain View Moscow, Idaho 83843
2.	Patrick Garrett	806 Pheasant Run Moscow, Idaho 83843

Article XI: Bylaws

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

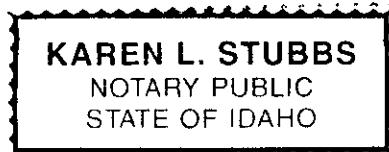
DATED this 6 day of Feb, 2004.

William Venosdel  
William Venosdel

Patrick Garrett  
Patrick Garrett

STATE OF IDAHO )  
COUNTY OF LATAH )

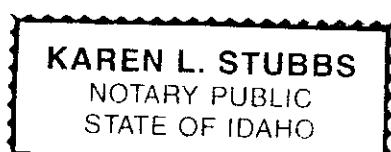
On this 6th day of Feb, 2004, before me personally appeared William Venosdel, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that each person executed the same.



Karen L. Stubbs  
NOTARY PUBLIC in and for the  
State of Idaho, residing at  
Moscow therein.  
My commission expires: 11/13/09

STATE OF IDAHO )  
COUNTY OF LATAH )

On this 6th day of Feb, 2004, before me personally appeared Patrick Garrett, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that each person executed the same.



Karen L. Stubbs  
NOTARY PUBLIC in and for the  
State of Idaho, residing at  
Moscow therein.  
My commission expires: 11/13/09