

**SECOND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BLUERIBBON COALITION, INC.**

**FILED EFFECTIVE**  
07 OCT 30 PM 4:44  
SECRETARY OF STATE  
STATE OF IDAHO

I, the undersigned president of BlueRibbon Coalition, Inc., certify that the following Second Restated Articles of Incorporation reflect all amendments to the Restated Articles of Incorporation. The Second Restated Articles were duly approved by a majority of the Directors eligible to vote and appearing or casting their vote at a meeting of the Directors presided over by me duly scheduled for and conducted on September 29, 2007, and by a majority of the members casting ballots on the questions presented, who constituted a quorum of 1,064 votes of the 9,972 members eligible to vote as of the record date, at a duly-conducted election held at the annual meeting of the members presided over by me on September 29, 2007, , both elections being called, in part, for the purpose of amending these articles and appropriate and necessary notice having been provided of the elections and proposed changes under consideration..

**ARTICLE I  
Name**

The name of this organization shall be BlueRibbon Coalition, Inc. (the "Coalition")

**ARTICLE II  
Statement**

The Coalition is a nonprofit corporation organized under the Idaho Nonprofit Corporation Act.

**ARTICLE III  
Duration**

The period of existence and duration of the life of this Coalition shall be perpetual unless dissolved or terminated according to law.

**ARTICLE IV  
Purposes**

The Coalition is organized exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, as

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amended from time to time. In furtherance of this objective, the Coalition shall have the following purposes:

(a) The Coalition shall be operated to advance the public interest and for charitable, educational and scientific purposes. The Coalition shall be dedicated to defense and enhancement of recreational access, via motorized, mechanized, and nonmechanized means, to public lands, and to the protection of the environment, including the preservation of natural resources and natural values in concert with opportunities for humans to gain access to and interact directly with their physical environment. In advancing these purposes, the Coalition shall be guided by the principle that viable, sustainable and healthy ecosystems, including the animal and plant communities, sensitive, threatened and endangered species, marketable commodities, and recreational and aesthetic opportunities within such functioning ecosystems, can be best fostered, maintained, and supported by elected officials, administrators, and an interested public who are able to gain access to, directly observe, and actively manage those ecosystems and the lands, waters and physical components comprising them. The coalition shall embody principles of multiple use and sustained yield, and that our culture and government should protect our natural resources FOR the public instead of FROM the public.

(b) The Coalition shall advance its purposes through any and all lawful means, to include but not necessarily be limited to education and outreach to government officials, administrative personnel and land managers, the media and the general public; litigation; monitoring, participating in and/or providing support for scientific research; and involvement and/or support for management projects intended to improve recreational access consistent with the goals of the Coalition and its membership. The Coalition shall educate the public on subjects useful to the individual and beneficial to the community, including the importance of recreational and commercial use of our public lands, protection of rights of recreational vehicle users, and cooperation between all public land users. The Coalition educational activities shall be conducted in an objective manner and shall be presented with a sufficiently full and fair exposition of the pertinent facts as will permit an individual or the public to form an independent opinion or conclusion. The Coalition shall present its educational program by means of publication via the worldwide web, public discussion groups, the conferences, facsimile network distribution, forums, panels, lectures, publications, and similar activities.

(c) The Coalition shall have and exercise all rights and powers conferred on nonprofit corporations under the Idaho Nonprofit Corporation Act; provided, however, that the Coalition shall not engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Coalition or which may not be performed by an organization established under and operated in accordance with Section 501(c)(3) of the Internal Revenue Code, as may be amended from time to time.

(d) Pecuniary profit is not the object or purpose of the Coalition. The Coalition is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as may be amended from time to time. No substantial part of the activities of the Coalition shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Coalition shall not participate or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office. The property of the Coalition is irrevocably dedicated to charitable

purposes and no part of the net income or assets of the Coalition shall ever inure to the benefit of any director, officer, member of the Coalition, or any private person.

#### ARTICLE V Registered Office

The location of the Coalition is Pocatello, Idaho. The address of the registered office is 4555 Burley Drive, Suite A, Pocatello, Idaho, 83202, provided that the registered office, registered agent and similar information may be amended without restatement of these Articles in accordance with the Idaho Nonprofit Corporation Act.

#### ARTICLE VI Membership

Under the terms and conditions described in the by-laws of this Coalition, this Coalition shall permit as its active members, all persons interested in multiple uses of public lands. The voting power and rights and interest shall be vested in the active members only, whose fees are fully paid and who are in good standing; and such interest shall be equal, and no active members can have or acquire a greater interest than any other active member. The membership fees of this Coalition shall be fixed and determined by the by-laws of the Coalition, and when a member has paid his membership fee in full, he shall receive a membership certificate. The by-laws of this Coalition shall prohibit the assignment of memberships, except when such assignment of memberships are approved by resolution of the Board of Directors of this Coalition, and under the regulations as the by-laws may prescribe and such restrictions shall be printed upon every membership certificate issued.

#### ARTICLE VII Directors and Officers

The number of directors of this Association shall be not less than eleven (11) nor more than thirteen (13), who must be active members or delegates or representatives of an active member of this Coalition; the terms of office of directors and provisions addressing officers shall be determined in the by-laws.

#### ARTICLE VIII Liability


No director, officer or member of this nonprofit corporation shall be liable for any debt, obligation or liability of this corporation, whether such debt, obligation or liability is incurred in

the regular course of the business of this corporation or during public meetings or events sponsored by this Coalition for the purpose fund-raising, public education or other.

## ARTICLE IX Dissolution

Upon the dissolution or other termination of the Coalition, no party of the property of the Coalition, nor any proceeds thereof, shall be distributed to, or inure to the benefit of, any of the Directors of the Coalition, but all such property and proceeds shall, subject to the discharge of valid obligations of the corporation and to applicable provisions of law, be distributed to the Mountain States Legal Foundation, or its successor entity. In the event Mountain States Legal Foundation or a successor does not exist at the time of dissolution or other termination of the corporation, no part of the property of the corporation, nor any of the proceeds thereof, shall be distributed to, or inure to the benefit of, any of the directors of the corporation, but all such property and proceeds shall, subject to the discharge of valid obligations of the corporation and to applicable provisions of law, be distributed, as directed by the Board of Directors of the Coalition to or among any one or more corporations, trusts, community chests, funds or foundations described in Section 501(c)(3) of the Internal Revenue Code or any successor provisions.

Certified this 19<sup>th</sup> day of Oct, 2007.

  
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Jack Welch, President

**ARTICLES OF RESTATEMENT**

**BLUERIBBON COALITION, INC.**

**IDAHO FILE # C83817**

**IRS EIN 82-0413981**

07 OCT 30 PM 4:44

SECRETARY OF STATE  
STATE OF IDAHO

In accordance with Idaho Code § 30-3-94(8), I, Jack Welch, do hereby certify in my capacity as President of the BlueRibbon Coalition, Inc., an Idaho nonprofit corporation, the following:

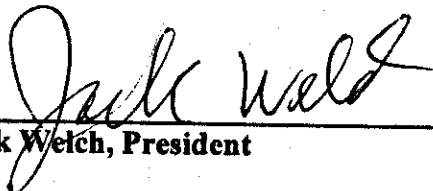
(a) The name of the corporation is the BlueRibbon Coalition, Inc., Idaho File number C83817 (the "Corporation").

(b) The full and complete text of the Second Restated and Amended Articles of Incorporation are attached hereto, and are hereby fully incorporated by reference within these Articles of Restatement.

(c) The Second Restated and Amended Articles required and received approval by the Board of Directors of the Corporation as well as the members of the Corporation at elections of each conducted on September 29, 2007. In accordance with Idaho Code sections 30-3-94(8)(b) and 30-3-93, there were 9,972 memberships outstanding and eligible to vote on the record date, there are no classes of memberships for voting purposes and all of the aforementioned memberships were therefore eligible to vote and considered for purposes of establishing a quorum and determining the outcome of the election. Of the 9,972 eligible votes, 1,064 were indisputably cast on the proposed amendments to the articles, and the proposed amendments were approved by a vote of 1,049 for and 15 against.

DATED this 19<sup>th</sup> day of October, 2007.

**BLUERIBBON COALITION, INC.**

  
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Jack Welch, President