

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

IDAHO STEELHEADERS, INC.

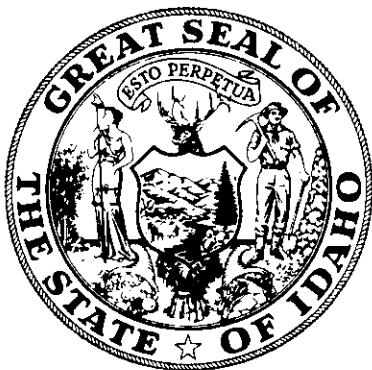
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

IDAHO STEELHEADERS, 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 March 8, 19 85.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

IDAHO STEELHEADERS, INC. 85 MAR 8 PM 4 24

A Non-Profit Corporation

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of full age and citizens of the United States of America, and of the State of Idaho, in order to form a non-profit corporation, under the provision of Idaho Code §30-301 et. seq. as amended, for the purpose set forth below, do certify as follows:

ARTICLE I.

That the name of this corporation shall be: IDAHO STEEL-HEADERS, INC., a non-profit corporation.

ARTICLE II.

That the headquarters and principal office shall be: Main Street and 8th, P.O. Box 1010, Challis, Idaho 83226, and the name of the corporate registered agent is Charles L. Roos of the same address.

ARTICLE III.

That the non-profit corporation shall have a perpetual existence.

ARTICLE IV.

That the object and purpose of this non-profit corporation shall be to dedicate itself by legal, social and educational means to the conservation, preservation and proliferation of Idaho's anadromous fisheries and to support the Idaho fishermen in and by all lawful means. Further to conduct all legal activities allowable within the State of Idaho.

1 ARTICLE V.

2 The corporation shall have a seal in such form as may be
3 determined by the incorporators or the board of directors.

4 ARTICLE VI.

5 Section 1. Membership in this corporation shall be open
6 to all interested and concerned individuals, organizations and
7 agencies supportive of the purpose of this corporation.

8 Section 2. The membership shall be divided into various
9 classes, including voting and non-voting members as set forth
10 in the By-laws to be adopted.

11 Section 3. Certificates of Membership shall be issued to
12 each qualified member of this corporation and each certificate
13 shall indicate thereon, the class of membership.

14 Section 4. A qualified member is a member who is a current
15 dues paying member and a qualified voting member is a member
16 who is a current dues paying member as set forth in the By-laws.

17 ARTICLE VII.

18 The management and general control of the policy, affairs
19 and direction of the corporation shall be vested in the board
20 of directors. The board of directors shall consist of nine (9)
21 members. The members of the board of directors shall consist
22 of three (3) classes. The first class shall consist of three (3)
23 directors and their term shall expire at the first annual
24 meeting of the members after their election; the second class
25 of directors shall consists of three (3) directors and their term
26 shall expire at the second annual meeting of the members after
27 their election; and, the third class of directors shall consist
28 of three (3) directors and their term shall expire at the third

1 annual meeting after their election. No classification of
2 directors shall be effective prior to the first annual meeting
3 of the members qualified to vote.

4 ARTICLE VIII.

5 The board of directors of this corporation, is hereby
6 authorized and empowered to enter into all such contracts and
7 obligations as it shall, in its discretion, deem necessary to
8 accomplish the purposes of this corporation and such contracts
9 and obligations shall be binding upon the corporation. The
10 chairman of the board of directors or an officer of the corpora-
11 tion, by resolution passed by a simple majority of the whole
12 board of directors and to the extent provided in the resolution
13 or in the By-laws of the corporation, shall have and may exercise
14 the powers of the board of directors and management of the
15 business affairs of the corporation and may authorize the seal
16 of the corporation to be affixed to all papers which may require
17 it.

18 ARTICLE IX.

19 This corporation is not organized for pecuniary profit,
20 and shall have no capital stock and shall declare no dividends.
21 No part of the net earnings of the corporation shall inure to
22 the benefit of any member. The corporation may compensate its
23 members, officers, directors and employees reasonably and justly
24 for services rendered, goods furnished or expenses incurred.

25 It is the intent of the incorporators that this organization
26 shall be incorporated as a tax-exempt organization to which
27 charitable contributions may be made pursuant to the Internal
28 Revenue Code of 1954, as amended. To that end, this corporation

1 shall be subject to all the restrictions and requirements now
2 or hereafter imposed by the United States Internal Revenue Code
3 of 1954, as amended, and any rules and regulations duly and
4 properly promulgated and the application and interpretation of
5 said code with which compliance is required for qualification as
6 a tax-exempt organization.

7 ARTICLE X.

8 In the event of the dissolution of this corporation or in
9 the event that it should cease to carry out its purposes herein
10 set forth, all funds and property remaining after paying or
11 adequately providing for the debts and obligations of the
12 corporation shall be held in trust for the use or benefit of or
13 distribution to another non-profit corporation organized and
14 existing for the general purposes and objectives of this corpora-
15 tion, as hereinabove stated. This specifically shall not apply
16 to the use of any governmental funds, which in the case of
17 dissolution would revert back to the source.

18 ARTICLE XI.

19 These articles may be amended by a resolution, adopted by
20 the board of directors setting forth the proposed amendment and
21 directing that it be submitted to a vote at a meeting of the
22 members having voting rights, which meeting may be either an
23 annual or a special meeting. The proposed amendment to the
24 articles shall be adopted upon receiving at least a majority of
25 the votes which members present at such meeting, in person or by
26 proxy, are entitled to cast.

27 ARTICLE XII.

28 The name and addresses of the incorporators are:

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|----|-----------------|------------------------------------|
| 1. | Charles L. Roos | P.O. Box 1010, Challis Idaho 83226 |
| 2. | Dan Watson | P.O. Box 41, Challis, Idaho 83226 |
| 3. | Charlie Burns | P.O. Box 572, Challis, Idaho 83226 |
| 4. | R.M. Turnbow | P.O. Box 1368, Boise, Idaho |

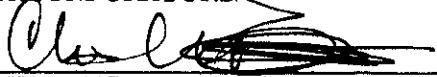
ARTICLE XIII.

The names and addresses of the initial board of directors are:

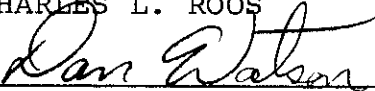
- | | | |
|----|-----------------|--------------------------------------|
| 1. | Charles L. Roos | P.O. Box 1010, Challis, Idaho 83226 |
| 2. | Dan Watson | P.O. Box 41, Challis, Idaho 83226 |
| 3. | Charlie Burns | P.O. Box 572, Challis, Idaho 83226 |
| 4. | R.M. Turnbow | P.O. Box 1368, Boise, Idaho |
| 5. | Gary B. Busch | P.O. Box 742, Sun Valley, Idaho |
| 6. | Steve Farden | Rt. 8 Box 377, Caldwell, Idaho 83605 |
| 7. | Sam Jackson | Box 919, Moore, Idaho |
| 8. | Bill Russell | P.O. Box 841, Salmon, Idaho 83467 |
| 9. | Lane Hansen | P.O. Box 31, Arco, Idaho |

Dated this _____ day of _____, 1985.

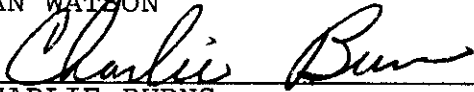
INCORPORATORS




 CHARLES L. ROOS



 DAN WATSON



 CHARLIE BURNS



 R. M. TURNBOW