

State of Idaho

Department of State

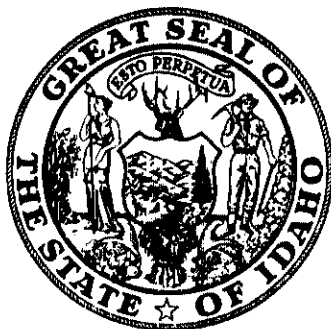
CERTIFICATE OF INCORPORATION OF

PAYETTE LAND TRUST, 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 PAYETTE LAND TRUST, 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 7, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature] *[Signature]* *[Signature]*

**ARTICLES OF INCORPORATION OF PAYETTE LAND TRUST, INC.,
A NON-PROFIT CORPORATION**

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I.

The name of the Corporation shall be PAYETTE LAND TRUST, INC.

II.

The Corporation shall be a Non-Profit Corporation, organized pursuant to the Idaho Non-Profit Corporation Act, Idaho Code 30-3-1, et. seq.

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III.

The period of duration of the Corporation shall be perpetual.

IV.

The Corporation is organized and will be operated exclusively for charitable and education purposes pursuant to and within the meaning of Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, as amended, replaced or modified.

The specific purposes for which the Corporation is organized include the preservation and protection of land for historic, educational, ecological, agricultural, scenic or open space opportunities. The property and assets of the Corporation are irrevocably dedicated to such charitable purposes.

This Corporation shall not engage in any form of trade or commerce, or carry on any activity which will result in a remunerative profit to the Corporation or to its members. Any income or profits received by this Corporation shall be applied only to the nonprofit purposes and objectives of the corporation, and no part of the income shall inure to the benefit of any officer or member thereof.

Subject to the foregoing limitations, and as a means of accomplishing the foregoing purposes, the corporation shall have the following powers:

1. To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.
2. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.

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3. To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.
4. To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift.
5. In general, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

V.

The Corporation shall have and exercise any and all powers allowed by Federal or State law for nonprofit corporations.

VI.

The address of the Corporation's Registered Office is 706 N. 1st Street, McCall, Idaho, 83638. The Registered Agent for the Corporation shall be Steven J. Millemann, Post Office Box 1066, McCall, Idaho, 83638.

VII.

The names and addresses of the Corporation's initial Board of Directors (numbering 3 and serving until the first meeting of the membership) are as follows:

| | | |
|---------------------|-----------------|---------------------|
| John Kwader | 34 Ilka Lane, | McCall, Idaho 83638 |
| Ken Twergo | P.O. Box 717, | McCall, Idaho 83638 |
| Steven J. Millemann | P. O. Box 1066, | McCall, Idaho 83638 |

VIII.

The names and addresses of the Incorporators of the Corporation are as follows:

Steven J. Millemann P.O. Box 1066, McCall, Idaho 83638

Cutler Umbach P.O. Box AM, McCall, Idaho 83638

IX.

The number of directors of this corporation shall be not less than seven (7) nor more than ten (10).

X.

The incorporators and directors hereof or any other persons elected, appointed, or admitted to membership, whose qualifications shall be as set forth in the By-Laws of the corporation, shall constitute the membership of the corporation. The classes of membership, voting rights, and other rights and privileges of the different classes of membership and the liability of classes, dues or assessments and the method of collection shall be as set forth in the By-Laws of this corporation. No member shall have any property right whatsoever at any time in any of the property or assets of said corporation, and no member or trustee of the corporation or any private individual shall be entitled to share in the distribution of any of the corporation's assets upon liquidation, dissolution, or abandonment of the corporation, and the property and assets thereof will not inure to the benefit of any private person except a qualified Fund, Foundation, or Corporation as defined herein.

XI.

No substantial part of the activities of the Corporation shall be carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate or intervene in political campaigns, including the publishing or distribution of statements of any political campaign on behalf of any candidate for public office.

XII.

Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on:

(a) By a corporation exempt from the Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any further United States Internal Revenue Law); or,

(b) By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any further United States Internal Revenue Law).

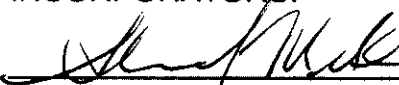

XIII.

Upon the dissolution or winding up of the corporation, any assets remaining after payment of, or provision for payment of, all debts and liabilities shall be distributed to a governmental entity described in Section 170(b)(1)(A)(v) of the Internal Revenue Code, or to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes, which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code and which is qualified to receive "qualified conservation contributions" within the meaning of Section 170(h) of said Code, or the corresponding provisions of any future statute of the United States.

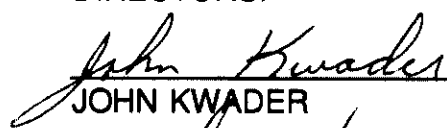

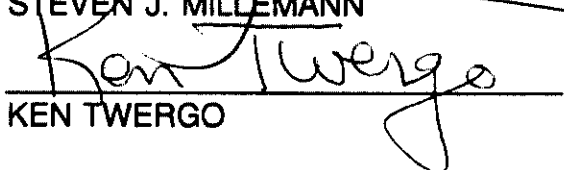
In the event of liquidation of this Corporation, the assets of the Corporation shall be disposed of pursuant to these Articles and in such manner as may be directed by decree of the District Court of the county in which the corporation has its principal office, upon petition therefor by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation, including the persons hereinabove named as the first directors of this corporation, have executed these Articles of Incorporation this 22nd day of November, 1993.

INCORPORATORS:


STEVEN J. MILLEMANN

CUTLER UMBACH

DIRECTORS:



JOHN KWADER

STEVEN J. MILLEMANN

KEN TWERGO

articles

STATE OF IDAHO)
 (
County of Valley.)

On this 30th day of November, 1993, before me, RHONDA MCKENZIE, a Notary Public in and for said State, personally appeared STEVEN J. MILLEMANN, CUTLER UMBACH, JOHN KWADER, and KEN TWERGO, known or identified 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 in this certificate first above written.


RHONDA MCKENZIE
NOTARY PUBLIC FOR IDAHO
Residing at: McCall
My Commission Expires: 5/31/96