

**ARTICLES OF INCORPORATION
OF
KOOTENAI LAND AND RESOURCE CONSERVATION TRUST, INC.,
a nonprofit corporation**

10 JUL 26 AM 8:23
SECRETARY OF STATE
STATE OF IDAHO

I, H. James Magnuson, being over the age of twenty-one (21) years of age and a citizen of the United States of America, for the purpose of forming a nonprofit corporation under the provisions of Chapter 30, Title 30, Idaho Code, the Idaho Nonprofit Corporation Act, adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be KOOTENAI LAND AND RESOURCE CONSERVATION TRUST, INC.

ARTICLE II

The period of duration of this corporation shall be perpetual.

ARTICLE III

This corporation shall be a nonprofit corporation.

ARTICLE VI

This corporation is formed and organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended (or the corresponding provision of any future United States Internal Revenue Law). Further, this corporation is to promote, preserve, and encourage and educate with respect to natural habitat preservation and ecological maintenance and to hold and manage conservation easements under the Uniform Conservation Easement Act, Idaho Code Title 55, Chapter 21.

ARTICLE V

The address of the registered office of this corporation is 1250 Northwood Center Court, Coeur d'Alene, Idaho, 83814, and the name of its registered agent at such address is H. James Magnuson.

ARTICLE VI

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, trustees, 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 herein.

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 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 provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VII

This corporation may be dissolved in the manner as prescribed by the laws of the State of Idaho. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such a manner, as to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

This corporation will have members. Membership certificates shall be issued to each member and shall not be assignable. The voting power, rights and interest of each member shall be equal, and no member can have or acquire a greater interest than any other member. The terms and conditions of admission to membership shall be prescribed by the Bylaws.

ARTICLE IX

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in any manner now or hereafter prescribed or permitted by the laws of the State of Idaho, and all rights conferred upon the members of this corporation are granted subject to this reservation.

ARTICLE X

The Board of Directors shall have full power to adopt, alter, amend or repeal the Bylaws or adopt new Bylaws in the manner prescribed by statute. Nothing herein shall deny the concurrent power of the members to adopt, alter, amend or repeal the Bylaws.

ARTICLE XI

The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the directors shall be prescribed in the Bylaws, but the number of the first directors shall be four (4) and they shall serve until the first meeting of members and until successors are elected and qualified. The names and mailing addresses of the members are as follows:

Gary L. Young
2469 S. Greensferry Road
Coeur d'Alene, ID 83814

Sandra M Young
e2 planning & design, llc
1810 Schneidmiller Avenue, Suite 321
Post Falls, ID 83854

Stephanie M. Blalack
25629 E. Meadow Road
Cataldo, ID 83810


Darrel M. Haarr
720 W. Davidson
Coeur d'Alene, ID 83814

ARTICLE XII

The name and mailing address of the incorporator of this corporation is as follows:

H. James Magnuson
P. O. Box 2288
Coeur d'Alene, ID 83816-2288

The incorporator has signed these Articles of Incorporation this 23 day of July, 2010.



H. JAMES MAGNUSON

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