

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

BOISE RIVER CONSERVANCY, INC.

was filed in the office of the Secretary of State on the 11th day of June A. D. One Thousand Nine Hundred seventy-four and is duly recorded on ~~Film No.~~ microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for Perpetual existence from the date hereof, with its registered office in this State located at Boise, Idaho in the County of Ada and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 11th day of June A.D., 1974 .

Secretary of State.

ARTICLES OF INCORPORATION
OF
BOISE RIVER CONSERVANCY, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each of whom is of legal age and a citizen of the United States of America, have this day voluntarily associated ourselves together for the purposes of forming a non-profit cooperative association under the laws of the State of Idaho, and more particularly under the provisions of Title 30 of the Idaho Code, and pursuant thereto certify as follows:

ARTICLE I

The name of this non-profit cooperative association shall be: BOISE RIVER CONSERVANCY, INC.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The purposes of this non-profit cooperative association shall be to protect and conserve the Boise River, its waters, banks and environs, with special emphasis upon acquiring property adjacent to the Boise River and cooperating with public agencies and groups for the creation of permanent open space, parks, greenbelts and recreation areas, and participation in, and support of activities which have as their purpose the betterment of the community. In carrying out its purposes the association may acquire title and hold title to such real and personal property as may be necessary or desirable to carry out its purposes and to manage or operate any real or personal property given and devised to or acquired by the corporation; to sell, convey, dispose of, or exchange and deal

in real and personal property, and do any and all things convenient and incidental to the purpose of the corporation and generally may have and exercise all such powers as are by law conferred upon such corporations of like character, and in carrying out the purposes of the corporation, may do any and all things necessary and exercise any and all powers not prohibited by law, and not prohibited for non-profit corporations qualifying as same under Section 501(C), United States Internal Revenue Code, but not for pecuniary profit; the object of this corporation is not for pecuniary profit.

ARTICLE IV

The registered office of this corporation shall be Boise, Ada County, State of Idaho, and the principal place of business shall be at the home of the presently elected president, but with such other office or offices at such other places as the Board of Directors may from time to time authorize.

ARTICLE V

Voting power of each member of the corporation shall equal the voting power of every other member.

Any resident of the State of Idaho shall be eligible for membership in the association. The association shall issue a certificate of membership to each member. Each member shall be entitled to one vote and every member shall have an equal right to, and interest in, the association. Membership in the association shall terminate as provided in the By-Laws.

ARTICLE VI

This corporation shall not issue capital stock.

ARTICLE VII

In furtherance of and not in limitation of the powers conferred by the laws of the State of Idaho, the members of this corporation,

whenever a quorum is in attendance, by two-thirds (2/3rds) of the members voting may:

- (a) Remove at any time any officer of the corporation;
- (b) Repeal or amend By-Laws of the corporation or adopt new By-Laws.

ARTICLE VIII

The private property of the members of this corporation shall not be subject to the payment of a corporate debt of this corporation.

ARTICLE IX

The annual meeting of the membership of the corporation shall be held upon a date provided for in the By-Laws of the corporation.

ARTICLE X

No member of the corporation shall receive any part of the net earnings of the corporation, if any, but he shall not be disbarred from receiving payment for services actually rendered, materials furnished, or money loaned to the corporation, and each member agrees that all funds of this corporation shall be used solely and exclusively to carry out and obtain the objectives of this corporation.

ARTICLE XI

The number of directors, qualifications, terms of office, manner of election, powers and duties of the directors, and the time and place of calling meetings shall be prescribed in the By-Laws of the corporation. The Board of Directors shall have the power to conduct all the affairs of the corporation.

ARTICLE XII

The officers of the corporation shall be President, Vice President, Secretary and Treasurer, and such other officers as the Board of Directors shall deem necessary. Each of the officers shall have such powers as are conferred by the By-Laws of the corporation. Officers shall be chosen in accordance with provisions stated in the By-Laws.

ARTICLE XIII

In the event of dissolution of this corporation, the disposal of assets or property shall be determined at the time of such dissolution by the Directors, provided, that assets or property may be transferred only to a non-profit corporation duly qualified under the regulations of Section 501(C), United States Internal Revenue Code, or to a public agency or jurisdiction, or to another non-profit corporation having objects or purposes similar to those to which this corporation is devoted; provided, further, that in no event shall any assets or property, in the event of dissolution thereof, go or be distributed to members, either for reimbursement of any sum subscribed, donated, or contributed by such members, or for any other such purpose, it being the intent that in the dissolution of this corporation, or upon its ceasing to carry out the objects and purposes herein set forth, the property and assets then owned by the corporation shall be devoted to the carrying on of the functions and purposes of this corporation.

ARTICLE XIV

These articles may be amended by two-thirds (2/3rds) majority vote, in person or by proxy, of those members present at a meeting of the membership duly called and at which a quorum is present. Two (2) weeks prior to said meeting notice shall be sent by the association to every member stating the nature of the amendment.

ARTICLE XV

An annual meeting of the membership of the corporation shall be held upon a date provided for in the By-Laws of the corporation and in the manner therein described.


ARTICLE XVI

The names and addresses of the incorporators are as follows:

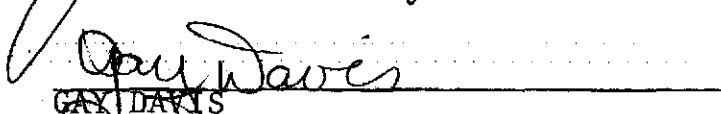
<u>Name</u>	<u>Address</u>
Arthur L. Troutner	Skyline Drive Boise, Idaho 83702
Nelson T. Miller	305 Thatcher Street Boise, Idaho 83702
John S. Chapman	2423 Hillway Drive Boise, Idaho 83702
Gay Davis	3731 Coventry Drive Boise, Idaho 83704
Keith H. Gilmore	1624 Holden Lane Boise, Idaho 83706

IN WITNESS WHEREOF, We have hereunto set our hands and seals
this 11th day of June, 1974.


ARTHUR L. TROUTNER


NELSON T. MILLER


JOHN S. CHAPMAN


GAY DAVIS


KEITH H. GILMORE

STATE OF IDAHO)
County of Ada) ss.

On this 11th day of June, 1974, before me, a Notary Public in and for said State, personally appeared ARTHUR L. TROUTNER, NELSON T. MILLER, JOHN S. CHAPMAN, GAY DAVIS and KEITH H. GILMORE, known to me to be the persons whose names are subscribed to the foregoing 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.

Joanne M. Campbell
Notary Public for Idaho
Residing at Boise, Idaho