

FILED EFFECTIVE

~~ARTICLES OF MERGER AND~~
~~STATEMENT OF MERGER OF~~
~~SPORTSMEN FOR FISH AND WILDLIFE, INC. AND~~
~~IDaho SPORTSMEN FOR HABITAT, INC.~~

09 JUL -1 PM 2:25

SECRETARY OF STATE
STATE OF IDAHO

These ~~Articles of Merger and~~ Statement of Merger are being filed in accordance with the Idaho Nonprofit Corporation Act, Idaho Code section 30-3-102, and the Idaho Entity Transactions Act, Title 30, chapter 18, part 2, Idaho Code, by Sportsmen for Fish and Wildlife - Idaho, Inc., an Idaho nonprofit corporation ("SFW") and Idaho Sportsmen for Habitat, Inc., an Idaho nonprofit corporation ("SFH"), the surviving company (collectively the "Corporations").

1. The Plan of Merger is attached hereto as Exhibit "A" (the "Plan of Merger").
2. The Plan of Merger was duly authorized and approved by a sufficient vote of the board of directors of each Corporation. Idaho Code § 30-3-101(1)&(2); see also Idaho Code § 30-18-203..
3. Approval of the Merger was not required by shareholder or member approval of either Corporation pursuant to Idaho Code § 30-3-101(2); see also Idaho Code § 30-18-203.
4. The effective date of the Merger described herein shall be the date of filing of these ~~Articles and~~ Statement with the State of Idaho.
5. Sportsmen for Habitat shall be the surviving corporation and shall at the same time change its name to "Idaho Sportsmen for Fish & Wildlife, Inc." In satisfaction of Idaho Code § 30-18-205(4), the public organic document of the surviving entity SFH, namely, its Restated and Amended Articles of Incorporation dated July 13, 2006, satisfy the requirements of the law of this state. That document will not be modified, other than to be restated so as to properly reflect the name of the surviving entity.

IN WITNESS WHEREOF, the Corporations have caused these Articles of Merger and Statement of Merger to be executed this 23 day of June, 2009.

Sportsmen for Fish and Wildlife Idaho, Inc.

By: 

Scott E. Allan

IDAHO SECRETARY OF STATE
07/02/2009 05:00
CO: 13975 ST: 123746 IN: 007420
1 28.00 - 28.00 EXPEDITE C 3

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Its: President

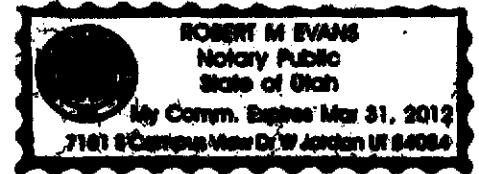
Sportsmen for Habitat, Inc. (to be called "Idaho Sportsmen
for Fish and Wildlife")

By: Rusty Tews (Rusty)

Rusty Tews

Its: President

Rusty Tews
State of Utah
County of Uintah
Comm. Exp 3/31/2012



**EXHIBIT A
PLAN OF MERGER**

This PLAN OF MERGER (the "Plan") is dated as of March 12, 2009 and is by and between Sportsmen for Fish ~~and Wildlife~~ ^{SFW} - Idaho, Inc., an Idaho nonprofit corporation ("SFW") and Idaho Sportsmen for Habitat, Inc, an Idaho nonprofit corporation ("SFH").

RECITALS:

SFH is a non-profit corporation recognized as a 501(c)(3) public charity by the Internal Revenue Service;

SFW and SFH have previously operated together in various activities and projects in accordance with and satisfaction of their respective purposes and applicable law;

SFW and SFH have determined that it is in each of their best interests if they were merged together so that they could act as a single entity rather than as two separate entities; and,

The boards of directors of each of SFH and SFW have determined that it is in the best interest of each of their respective entities to have SFH be the surviving entity due to its 501(c)(3) status.

IT IS THEREFORE AGREED:

1. MERGER.

1.1 Effective as of the date this document is signed by both entities, 2009 (the "Effective Date") SFW shall be merged into SFH pursuant to Idaho Code sections 30-3-102 and 30-3-103, and Idaho Code, Title 30, chapter 18 (the "Merger"). The parties shall take such action as is necessary to achieve and fully document the Merger. As a result of the Merger, the rights, privileges, powers, and interests in property of SFW prior to the Merger and the debts, liabilities

and duties of SFW prior to the Merger, shall for all purposes be considered to have been transferred to and assumed by SFH following the Merger.

1.2 SFH will be the surviving entity in the Merger and will continue to be governed by the laws of the State of Idaho, and the separate existence of SFH and all of its rights, privileges, immunities and franchises, public or private, and all of its duties and liabilities as a corporation organized under Idaho law, will continue unaffected by the Merger, except that SFH shall as a part of the merger change its name to "Idaho Sportsmen For Fish & Wildlife".

1.3 The Merger will have the effects specified by Idaho law.

1.4 SFW and SFH will each cause a Certificate of Merger and Articles of Merger to be filed with the office of the Secretary of State of the State of Idaho.

1.5 The Merger will be treated as a tax free transaction pursuant to the Internal Revenue Code.

2. THE SURVIVING CORPORATION.

2.1 The Articles of Incorporation of SFH, as in effect immediately prior to the Merger, shall be the Articles of Incorporation of SFH, as the surviving corporation after the Merger, except for an amendment to provide for the change in name.

2.2 The Bylaws of SFH, as in effect immediately prior to the Merger, shall be the Bylaws of SFH as the surviving corporation after the Merger.

2.3 The Board of Directors of SFH shall be as follows:

Scott Allan

Roger Blackner

Nathan Helm

Jack Oyler

Doug Palmer

3. CONVERSION OF MEMBERSHIP.

3.1 At the Merger, by virtue of the Merger and without any action, to the extent members in either organization exist, any outstanding members of SFW shall be converted into and be members of SFH. All of the members of SFH shall remain members of SFH.

IN WITNESS WHEREOF, the parties hereto have executed this Plan as of the day and year first above written.

Sportsmen for Fish and Wildlife - Idaho, Inc.

By: Scott E. Allan

Scott E. Allan

Its: President

Robert Jones - State of Idaho - Notary Public
Comm Exp. 12-20-12 6-23-09

Idaho Sportsmen for Habitat, Inc. (to be called "Idaho Sportsmen for Fish and Wildlife")

By: Rusty Tews (Rusty)

Rusty Tews

Its: President

Robert Jones

State of Utah

County of Uintah

Comm Exp 3/31/2012

