

State of Idaho

Department of State.

CERTIFICATE OF MERGER OR CONSOLIDATION

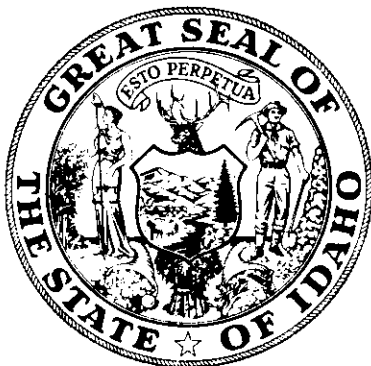
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of Consolidation of IDAHO STEELHEADERS, INC. and STEELHEAD AND SALMON FOR IDAHO, INC.

into IDAHO STEELHEAD & SALMON UNLIMITED, INC.,

duly signed and verified pursuant to the provisions of the Idaho Business 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 consolidation, and attach hereto a duplicate original of the Articles of Consolidation.

Dated May 6, 19 85.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ORIGINAL

ARTICLES OF CONSOLIDATION
OF DOMESTIC NON-PROFIT CORPORATIONS

Pursuant to the provisions of Sections 30-1-72 and 30-1-74 of the Idaho Business Corporation Act, the undersigned domestic non-profit corporations adopt the following Articles of Consolidation for the purpose of consolidating them into a new corporation:

FIRST: The names of the undersigned corporations are: IDAHO STEELHEADERS, INC. and STEELHEAD AND SALMON FOR IDAHO, INC.

SECOND: The laws of the State under which such non-profit corporations are organized permit such consolidation.

THIRD: The name of the new corporation is IDAHO STEELHEAD & SALMON UNLIMITED, INC., and it is to be governed by the laws of the State of Idaho.

FOURTH: The Plan And Agreement Of Consolidation, attached hereto as Exhibit "A", was approved by the directors and members or shareholders of the undersigned non-profit corporations in the manner prescribed by the Idaho Non-Profit Corporation Act and the Idaho Business Corporation Act.

FIFTH: Inasmuch as neither of the Constituent Corporations have formally issued certificates or shares evidencing membership or voting rights, no conversion of shares shall be necessary. The Board of Directors of each Constituent Corporation adopted said Plan And Agreement of Consolidation by unanimous vote.

Dated this 6th day of May, 1985.

IDAHO STEELHEADERS, INC.

By Steve Farden
President

By R M Turnbow
Secretary

STEELHEAD AND SALMON FOR IDAHO, INC.

By Don Mayers
President

By [Signature]
Secretary

STATE OF IDAHO)
) ss.
County of Ada)

On this 6th day of May, 1985, before me, the undersigned, a Notary Public in and for said State, personally appeared Steve Farden and R. M. Turnbull, known to me to be the President and Secretary, respectively, of IDAHO STEELHEADERS, INC., an Idaho non-profit corporation, said corporation being one of the corporations that executed the above and foregoing instrument, and acknowledged to me that the seal affixed to said instrument is the corporate seal of said corporation and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and said President and Secretary acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Mrs. Annex Savito
Notary Public for Idaho
Residing at Bowen Id.

STATE OF IDAHO)
) ss.
County of Ada)

On this 6th day of May, 1985, before me, the undersigned, a Notary Public in and for said State, personally appeared Don Mager and Shirley Sanchez, known to me to be the President and Secretary respectively, of STEELHEAD AND SALMON FOR IDAHO, INC., an Idaho non-profit corporation, said corporation being one of the corporations that executed the above and foregoing instrument, and acknowledged to me that the seal affixed to said instrument is the corporate seal of said corporation and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and said President and Secretary acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Mrs. Annex Savito
Notary Public for Idaho
Residing at Bowen Id.


STATE OF IDAHO)
 :
County of Ada)

R. M. TURNBOW, being first duly sworn upon oath, deposes and
says:

That I am the Secretary of the aforementioned Domestic Non-
Profit Corporation, IDAHO STEELHEADERS, INC., that I have read the
aforementioned ARTICLES OF CONSOLIDATION OF DOMESTIC NON-PROFIT
CORPORATIONS, know the contents thereof, and believe the statements
therein to be true to the best of my knowledge and belief.


R. M. TURNBOW

SUBSCRIBED AND SWORN to before me on this 6th day of May,
1985.


Notary Public for Idaho
Residing at Boise ID

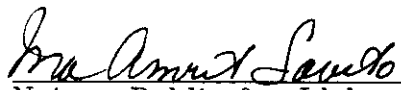
STATE OF IDAHO)
 :
County of Ada)

DAN MAGERS, being first duly sworn upon oath, deposes and
says:

That I am the President of the aforementioned Domestic Non-
Profit Corporation, STEELHEAD AND SALMON FOR IDAHO, INC., that I have
read the aforementioned ARTICLES OF CONSOLIDATION OF DOMESTIC NON-
PROFIT CORPORATIONS, know the contents thereof, and believe the
statements therein to be true to the best of my knowledge and belief.


DAN MAGERS

SUBSCRIBED AND SWORN to before me on this 6th day of May,
1985.


Notary Public for Idaho
Residing at Boise ID

PLAN AND AGREEMENT OF CONSOLIDATION

Between

IDAHO STEELHEADERS, INC.
an Idaho non-profit corporation

And

STEELHEAD AND SALMON FOR IDAHO, INC.
an Idaho non-profit corporation

PLAN AND AGREEMENT OF CONSOLIDATION, dated this 6th
day of May, 1985, between IDAHO STEELHEADERS, INC., an Idaho
non-profit corporation (hereinafter referred to as "ISI"); and STEELHEAD AND
SALMON FOR IDAHO, INC., an Idaho non-profit corporation (hereinafter
referred to as "SASI"), which two corporations are hereinafter sometimes
referred to as the "Constituent Corporations".

FIRST

RECITALS

Both ISI and SASI are validly organized, existing non-profit
corporations in good standing under the laws of the State of Idaho.

The Boards of Directors of the Constituent Corporations deem it
advisable and in the best interests of their respective corporations and
potential members to consolidate in accordance with the provisions of
applicable statutes of the State of Idaho and have entered into this Plan And
Agreement of Consolidation pursuant thereto.

SECOND

AGREEMENT OF CONSOLIDATION

NOW, THEREFORE, the Constituent Corporations agree, each with the other, to consolidate into a new corporation which shall be known as IDAHO STEELHEAD & SALMON UNLIMITED, INC., pursuant to the laws of the State of Idaho, and agree upon and prescribe the terms and conditions of such consolidation and the mode of carrying it into effect, as herein set forth:

On the effective date of the consolidation, the separate existence of the Constituent Corporations shall cease and the Constituent Corporations shall become a new corporation named "Idaho Steelhead & Salmon Unlimited, Inc.", an Idaho non-profit corporation, which shall be the New Corporation.

THIRD

MANNER OF CONVERSION

Inasmuch as neither of the Constituent Corporations have formally issued certificates or shares evidencing membership or voting rights, no conversion of shares shall be necessary.

FOURTH

ARTICLES OF INCORPORATION OF NEW CORPORATION

The Articles of Incorporation of the New Corporation, Idaho Steelhead & Salmon Unlimited, Inc., shall be as set forth in Exhibit "A" to this Agreement.

FIFTH

The street address of the initial registered office shall be 300 North Sixth Street, Boise, Idaho 83702 and the initial registered agent at such address shall be R. M. Turnbow.

SIXTH

EFFECT OF CONSOLIDATION

On the effective date of the consolidation, the New Corporation shall possess all the rights, privileges, powers, and franchises of a public as well as a private nature of each of the Constituent Corporations, and shall become subject to all the restrictions, disabilities and duties of each of the Constituent Corporations and all of the singular rights, privileges, powers and franchises of each of the Constituent Corporations. All property, real, personal and mixed, and debts due to each of the Constituent Corporations on whatever account, as well as all other things in action or belonging to each of the Constituent Corporations shall be vested in the New Corporation; and all property, assets, rights privileges, powers, franchises and immunities, and all and every other interest shall be thereafter as effectually the property of the New Corporation as they were of the respective Constituent Corporations.

If at any time after the consolidation becomes effective, it shall appear to the New Corporation that any further assignments or assurances are necessary or desirable to evidence the vesting in the New Corporation of the title to any of the property or rights of the Constituent Corporations those persons who were proper officers and directors of the Constituent Corporations as of the effective date of the consolidation shall execute, acknowledge and deliver such assignments or other instruments and do such

acts as may be necessary or appropriate to evidence the vesting of title to such property or rights in the New Corporation. For such purposes the capacity and authority of the Constituent Corporations and its officers shall be deemed to be continuing.

SEVENTH

EFFECTIVE DATE

The effective date of the consolidation provided for by this Agreement shall be the date on which the last act prior to recording required to complete the consolidation under the laws of the State of Idaho.

IN WITNESS WHEREOF, the undersigned Officers have signed their names hereto and have caused their respective corporate seals of the Constituent Corporations to be fixed hereto the 6th day of May, 1985.

IDAHO STEELHEADERS, INC.

By Steve Farden
President

ATTEST:

RM Turnbow
Secretary

STEELHEAD AND SALMON FOR IDAHO, INC.

By Don Magers
President

ATTEST:

[Signature]
Secretary

COPY

ARTICLES OF INCORPORATION

OF

IDAHO STEELHEAD & SALMON UNLIMITED, INC.,
A NONPROFIT CORPORATION

The undersigned, acting as incorporator of IDAHO STEELHEAD & SALMON UNLIMITED, INC., a nonprofit corporation organized under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such nonprofit corporation:

FIRST: The name of the corporation is IDAHO STEELHEAD & SALMON UNLIMITED, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which this corporation is organized are as follows:

1. To unite all concerned individuals, anglers and business people with the purpose of restoring, preserving and protecting Idaho salmon and steelhead, their runs, habitat and passage.

2. To do any and all lawful acts of a charitable, benevolent, educational or scientific nature necessary for the restoring, preserving and protecting of Idaho's salmon and steelhead, their runs, habitat, and passage.

3. To do any and all lawful acts necessary to carry out the intent and purposes set forth above in subparagraphs No. 1 and 2 of this Third Article.

FOURTH: The corporation shall issue certificates indicating membership rights.

FIFTH: Provisions for the regulation of the internal affairs of the corporation are: The By-Laws shall set the number of and qualifications of Directors and Officers.

SIXTH: The address of the initial registered office of the corporation is P. O. Box 1368, Boise, Idaho 83701, and the name of its initial registered agent at such address is R. M. TURNBOW.

SEVENTH: The number of Directors constituting the initial Board of Directors of the corporation is NINE. The names and addresses of the persons who are to serve as Directors until the first annual meeting of the Shareholders or until their successors are elected and shall qualify are:

NAME	ADDRESS
Daniel R. Magers	7518 Sundance Dr. Boise, Idaho 83709
Michael S. Sanchotena	4468 Greer Circle Boise, Idaho 83703
Janet L. Sanchotena	6901 Gillis Boise, Idaho 83703
Charles L. Roos	P.O. Box 1010 Challis, Idaho 83226
R. M. Turnbow	P.O. Box 1368 Boise, Idaho 83701
Gary B. Busch	P.O. Box 742 Sun Valley, Idaho 83353
Bill Russell	P.O. Box 841 Salmon, Idaho 83467
Lane Hansen	P. O. Box 31 Arco, Idaho 83213
John F. Kelly	3577 Lolo Creek Rd. Orofino, Idaho 83554

EIGHTH: The name and address of the incorporator is:

NAME	ADDRESS
R. M. Turnbow	P. O. Box 1368 Boise, Idaho 83701

NINTH: The provisions for the distribution of assets on dissolution or final liquidation are:

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 in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, 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.

DATED this 6th day of May,
1985 .

IDAHO STEELHEAD & SALMON
UNLIMITED, INC.,

by: R.M. Turnbow
R.M. TURNBOW