

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

IDAHO CHAPTER OF PHYSICALLY-CHALLENGED ACCESS TO THE WOODS, 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 IDAHO CHAPTER OF PHYSICALLY-CHALLENGED ACCESS TO THE WOODS, 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: March 09, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Angie Hoken

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ARTICLES OF INCORPORATION of
IDAHO CHAPTER OF PHYSICALLY-CHALLENGED ACCESS TO THE WOODS, INC.

The undersigned, acting as incorporator under the Idaho Nonprofit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be the Idaho Chapter of Physically-Challenged Access to the Woods, Inc., which will be referred to throughout these articles as PAW.

ARTICLE II

The purpose for which this corporation is formed is to increase opportunities for physically-challenged persons to use and enjoy the public lands in accordance with one or more Memoranda of Understanding between PAW and Alternate Mobility Adventure Seekers (AMAS), the Bureau of Land Management, Idaho Fish and Game, Boise National Forest, Bureau of Reclamation (Pacific Northwest Region), the Boise Park System and other agencies as appropriate.

ARTICLE III

This corporation is organized exclusively for charitable purposes and as a civic organization as a not-for-profit corporation, and its activities shall be conducted for the aforesaid purposes in a manner that no part of its net earnings shall inure to the benefit of any member, director, officer, or individual. Upon dissolution of the corporation, assets shall be distributed to organizations enjoying an exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or successor provisions.

ARTICLE IV

The period of this corporation is perpetual.

ARTICLE V

The address of the initial registered office of the corporation is 317 Maine St., Boise, Idaho 83735. The name of its initial registered agent at such address is Joseph E. Karpach, Jr.

ARTICLE VI

The corporation shall have membership as set forth in the bylaws.

ARTICLE VII

The number of persons constituting the initial Board of Directors is 22. Voting regulations are set forth in the bylaws. The names and addresses of the persons who are to serve as the initial directors follow:

BOARD

Donn Cahill - Boise Bench Lions
10692 Smoke Ranch
Boise, ID 83709

Virginia Collier - AMAS
397 Webster Way
Ontario, OR 97914

Angie Davis - Hewlett Packard
4791 Pennfield Pl.
Boise, ID 83704

Dan Frison - Boise Bench Lions
1178 E. Fleetwood Ct.
Boise, ID 83706

Patty Frison - Delta
1178 E. Fleetwood Ct.
Boise, ID 83706

Roger Howard - AMAS
1620 North Eleventh
Boise, ID 83702

Joanne Hinkel - Ore-Ida
1760 E. Victory
Boise, ID 83706

Dave Koga - The Land Group
8840 Kiowa Dr.
Boise, ID 83709

Dave Lindsay - AMAS
1008 Ridenbaugh
Boise, ID 83702

Greg Proctor - Micron
270 N. Allumbaugh #122
Boise, ID 83704

ADVISORY BOARD

Marty Gangis - Idaho State
Park
H.C. 33 Box 1027
Boise, ID 83706

Tom Governale - Boise Park
System
453 W. Elwood Dr.
Boise, ID 83706

Cindy Kowalczyk - BLM
1413 Leadville
Boise, ID 83706

Cathy Konrath - Bureau of
Reclamation
2446 Sunshine Dr.
Boise, ID 83712

Karen Megorden - Bureau of
Reclamation
4635 Briarwood Dr.
Meridian, ID 83642

Jerry Scholten - Fish & Game
H C 33 Box 1090
Boise, ID 83706

Cliff Stephenson - Boise Nat'l
Forest
786 Arlington Dr.
Eagle, ID 83616

George Weiskircher - BLM
7208 Cedarwood
Boise, ID 83709

Cliff Wilcox - Boise Nat'l
Forest
1104 Eleventh Ave. So.
Nampa, ID 83651

Olie Olson - Boise Bench Lions
2003 Vista
Boise, ID 83705

Amy Stahl - B.S.U.
1010 E. Washington
Boise, ID 83702

Larry Thrasher - AMAS
4070 N. Northwall Ave.
Boise, ID 83703

The successors to said initial directors shall be selected as provided in the bylaws.

ARTICLE VIII

The name and address of the incorporator is:

Joseph E. Karpach, Jr.
P.O. Box 2034
Boise, ID 83701

ARTICLE IX

The Board of Directors shall have power to adopt the initial bylaws of the corporation. Thereafter, the power to amend such bylaws shall be vested as provided in the bylaws themselves.

ARTICLE X

A director shall have no personal liability to the corporation or to its members for monetary damages for breach of fiduciary duty as a director; except that a director shall be liable to the corporation or to its members for monetary damages for (a) any breach of the director's duty of loyalty to the corporation or to its members, (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (c) any transaction from which the director derived an improper personal benefit.

ARTICLE XI

The corporation may:

(A) Indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in right of the corporation), by reason of the fact that he is or was a director, officer, employee, fiduciary or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney fees), judgements, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, if he acted in good faith and in a manner he reasonably believed to be in the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgement, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in the best interest of the corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful.

(B) The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgement in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in the best interests of the corporation; but no indemnification shall be made in respect of any claim, issue, or matter as to which such person has been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought determines upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.

(C) To the extent that a director, officer, employee, fiduciary or agent of a corporation has been successful on the merits in defense of any action, suit, or proceeding referred to in this article or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him in connection therewith.

(D) Any indemnification under (A) or (B) of this article (unless ordered by a court) and as distinguished from (C) of this article shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, fiduciary or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in (A) or (B) above. Such determination shall be made by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or if such a quorum is not obtainable or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

(E) Expenses (including attorney fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding as authorized in (C) or (D) of this article upon receipt of an undertaking by or on behalf of the director, officer, employee, fiduciary or agent to repay such amount unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this article.

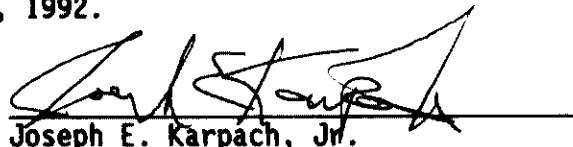
(F) The indemnification provided by this article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of disinterested directors, or otherwise, and any procedure provided for by any of the foregoing, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, fiduciary or agent and shall inure to the benefit of heirs, executors, and administrators of such a person.

(G) The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, fiduciary or agent of the corporation or who is or was serving at the request of the corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under provisions of this article.

ARTICLE XII

Amendments to these Articles of Incorporation shall be made in accordance with the provisions of the statutes of the State of Idaho.

Dated this 22 day of February, 1992.


Joseph E. Karpach, Jr.