

Department of State.

**CERTIFICATE OF AMENDMENT
OF**

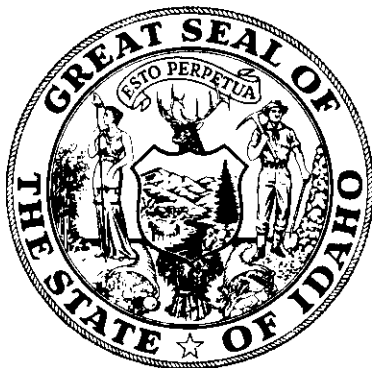
SAVE HAYDEN LAKE, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of SAVE HAYDEN LAKE, INC.

duly signed and verified 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated September 26, 19 84.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF

SAVE HAYDEN LAKE, INC.

The Articles of Incorporation originally filed with the Secretary of State of the State of Idaho on September 19, 1983, were amended at a joint meeting of the Board of Directors and of the members held at Hayden Lake, Idaho, on August 30, 1984. A quorum of the members was present. The resolution amending the Articles was passed by unanimous vote of all present.

Article III and Article VII were amended. Article VIII of the original Articles was repealed. New Articles VIII, IX and X were added. The Amended and Restated Articles of Incorporation are as follows:

ARTICLE I.

The name of this corporation is SAVE HAYDEN LAKE, INC.

ARTICLE II.

This corporation shall have perpetual duration.

ARTICLE III.

The purposes and objects for which this corporation is formed are the following:

1. To take all necessary actions to protect Hayden Lake and all its tributaries and watersheds from degradation of water quality and destruction of stream beds and watersheds and to maintain and enhance the natural beauty and environment of waters, shoreline and drainage of Hayden Lake.
2. To take whatever action is necessary to protect and preserve Hayden Lake and surrounding area and to remedy, restore and mitigate any damage that has been caused by any persons or entities.
3. To develop and disseminate a plan and to propose necessary protective ordinances and zoning changes to improve the area and guard against future deterioration.
4. To provide and encourage educational activities relating to protection against pollution and promotion of environmental concerns relating to land and water use.

ARTICLE IV.

The corporation shall have the following powers:

1. To sue and be sued before competent tribunals at the will of the directors or membership.
2. To own, buy, sell, lease, assign, mortgage, hypothecate and by all lawful acts, deal in real and personal property, including the erection and maintenance of buildings and the obtaining of personal property which would further the interests of the corporation.
3. To establish bank accounts, charge dues and fees, solicit money, engage in non-profit enterprises, raise money, hire and fire employees, make loans, acquire loans, deal in choses of action, and engage in any enterprises connected to the purposes herein established in any lawful way, so long as the same are a non-profit nature.
4. To issue bonds, notes and other instruments of debt and to deal in the stocks, bonds, notes, mortgages and debt instruments of any other person, firm or corporation.
5. To join or merger with any other group, firm association or corporation, non-profit in nature, whose purposes are not in conflict with those herein stated.

ARTICLE V.

This shall be a membership corporation. The membership fees and conditions shall be established by the By-Laws.

ARTICLE VI.

The location and post office of the registered office of the corporation is Jackie Peterson, 9230 Chalet Road, Hayden Lake, Idaho 83835.

ARTICLE VII.

The number of directors of this corporation shall be not less than three nor more than nine. The names and addresses of the persons who are to serve as directors until their successors are elected and shall qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James G. Shennon	575 Sutter Street San Francisco, California 94102
Jacqueline Peterson	9230 Chalet Road Hayden Lake, ID 83835

Maxwell B. Drever

110 Sutter Street #905
San Francisco, CA 94104

Jean Beschel

9250 Chalet Road
Hayden Lake, ID 83835

Dwight H. Damon

East 12606 21st
Spokane, WA 99204

ARTICLE VIII.

This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code of 1954.

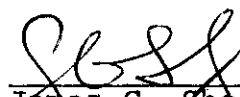
ARTICLE IX.

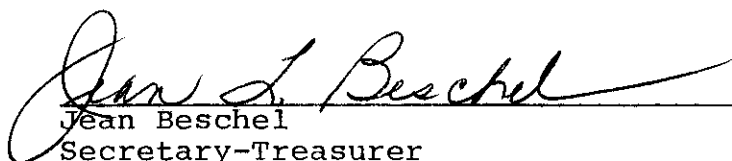
No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IX hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in 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 (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954.

ARTICLE X.

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 purposes of the corporation in

such manner, or to such organization or organizations organized and operated exclusively for charitable, education, 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, 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.

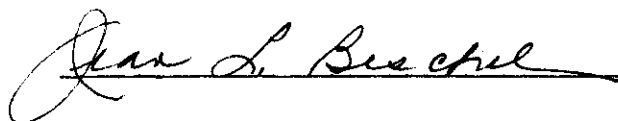

James G. Shennan
President


Jean Beschel
Secretary-Treasurer


STATE OF IDAHO)
) ss:
County of Kootenai)

Jean Beschel, being first duly sworn, on oath deposes and states:

That she is the secretary-treasurer of Save Hayden Lake, Inc.; that she has read the above Restated Articles of Incorporation; that the same were adopted by resolution of the Board of Directors on august 30, 1984.

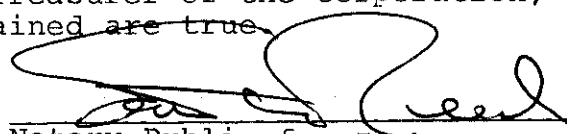


SUBSCRIBED AND SWORN to before me this 30th day of August, 1984.


Notary Public for Idaho
Residing at Coeur d'Alene

STATE OF IDAHO)
) ss:
County of Kootenai)

I, SCOTT W. REED, a notary public, do hereby certify that on this 30th day of August, 1984, personally appeared before me JEAN BESCHEL, who, being by me first duly sworn, declared that she is the Secretary-Treasurer of Save Hayden Lake, Inc.; that she signed the foregoing document as Secretary-Treasurer of the corporation, and that the statements therein contained are true.


Notary Public for Idaho
Residing at Coeur d'Alene