



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

GEM STATE FLY FISHERS, INC.

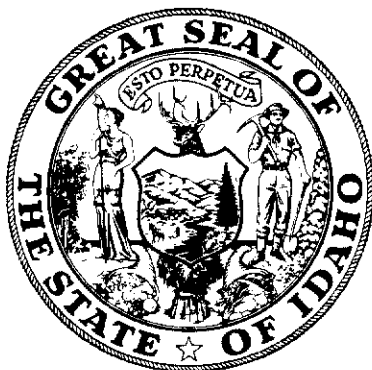
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

GEM STATE FLY FISHERS, 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 April 22, 19 86.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
GEM STATE FLY FISHERS, INC.

RECEIVED
SEC. OF STATE

'88 APR 22 AM 9 02

We, the undersigned, being persons of legal age and residents of the State of Idaho, do hereby associate ourselves together for the purpose of forming a nonprofit corporation under 30-301 et seq. of the Idaho Code, and adopt the following Articles of Incorporation for said corporation.

ARTICLE I

The name of the corporation shall be GEM STATE FLY FISHERS, INC.

ARTICLE II

The corporation shall be a non-profit corporation formed under the Act known and cited as Idaho Non-Profit Corporation Act, Idaho Code §30-301-332, inclusive, and all amendments thereto.

ARTICLE III

The period of the corporation's duration is perpetual.

ARTICLE IV

The purpose or purposes for which the corporation is organized are charitable, benevolent, educational and scientific, and specifically for the purpose of conservation, propagation and promotion of fish and wildlife in the State of Idaho and to encourage, promote the sport of fishing in its broadest sense, and particularly the sport of flyfishing. The corporation is not organized for pecuniary profit. It shall

not have any power to issue any certificates of stock or declare any dividends, and no part of its net earnings shall inure to the benefit of any member, director or individual.

ARTICLE V

The methods and conditions upon which members shall be accepted and discharged or expelled, and other privileges of membership, shall be determined and fixed by the By-Laws of the corporation.

ARTICLE VI

The management of the affairs of the corporation shall be managed by the Board of Directors. The Board of Directors shall be elected by the members as provided in the By-Laws of the corporation.

ARTICLE VII

No private property of any member of the corporation shall be liable for any corporate debt, nor shall any member be subject to any assessment by the corporation for any debts or obligations of the corporation.

ARTICLE VIII

The officers of the corporation shall consist of a President, one or more Vice-Presidents as may be prescribed by the By-Laws, a Secretary, and a Treasurer. The powers, duties, election and removal of officers shall be as prescribed by the By-Laws of the corporation.

ARTICLE IX

The corporation shall be entitled to exercise all corporate powers provided by law.

ARTICLE X

The street address of the initial registered office of the corporation is 1108 3rd Avenue North, Nampa, Idaho, 83651, and the name of its initial registered agent at such address is Jack Miller. The post office address of the corporation is P.O. Box 1173, Nampa, Idaho, 83651.

ARTICLE XI

The number of directors constituting the initial Board of Directors of the corporation is seven (7), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the members, or until their successors are elected and shall qualify are:

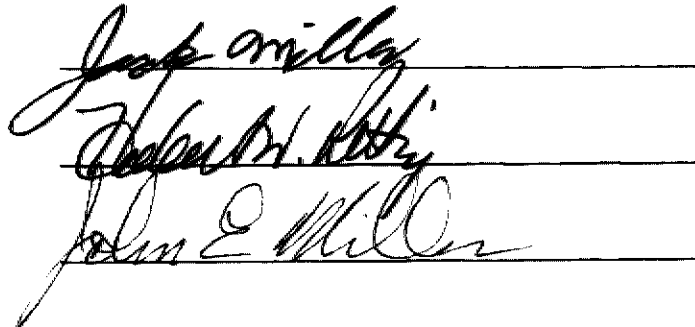
<u>NAME</u>	<u>ADDRESS</u>
JACK MILLER	1108 3rd Avenue North Nampa, ID 83651
HERBERT W. RETTIG	203 E. Albert Street Caldwell, ID 83605
RAY AX	6821 Leasure Lane Nampa, ID 83651
CHRIS M. MARQUARDT	Rt. 2, Box 20 Caldwell, ID 83605
JOHN E. MILLER	3910 Kingswood Drive Boise, ID 83706
BRADLEY S. FORD	2110 Estates Drive Nampa, ID 83651
SAM TAYLOR	2903 Green Vale Place Nampa, ID 83651

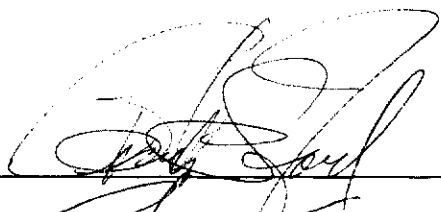
ARTICLE XII

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
JACK MILLER	1108 3rd Avenue North Nampa, ID 83651
HERBERT W. RETTIG	203 E. Albert Street Caldwell, ID 83605
RAY AX	6821 Leasure Lane Nampa, ID 83651
CHRIS M. MARQUARDT	Rt. 2, Box 20 Caldwell, ID 83605
JOHN E. MILLER	3910 Kingswood Drive Boise, ID 83706
BRADLEY S. FORD	2110 Estates Drive Nampa, ID 83651

DATED this 21st day of April, 1986.




Ray Ly
Chris M. Marguardt